



MUFG Lux Management Company S.A.

Voting Rights Policy



MUFG

**Compliance
Version 4.0**

I. Legal background

This Voting Rights Policy (the “Policy”) is designed with a view to allow MUFGLM Luxembourg Management Company S.A. (‘MUFGLM’) to comply with the requirements set out in:

- the CSSF Regulation Nr 10-4 of December 20th, 2010, transposing Commission Directive 2010/43/EU of July 1st, 2010 implementing Directive 2009/65/EC of the European Parliament and of the Council, as regards organizational requirements, conflicts of interest, conduct of business, risk management and content of the agreement between a Depositary and a Management Company (the “CSSF Regulation Nr 10-4”);
- the CSSF Circular 12/546 of October 24th, 2012, regarding authorization and organization of Luxembourg Management Companies subject to Chapter 15 of the aforementioned December 17th, 2010 Law (the “CSSF Circular 12/546”);
- the European Commission Delegated Regulation (EU) Nr 231/2013 of December 19th, 2012, supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision (the “European Commission Delegated Regulation”) (“AIFMD Level 2”).

II. Fundamental principles

The relevant provisions of the CSSF Regulation Nr 10-04 (article 23) and of the European Commission Delegated Regulation 231/2013 (article 37) require that the strategy for the exercise of voting rights shall determine measures and procedures for:

- a. monitoring relevant corporate events;
- b. ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant UCITS or AIFs managed by MUFGLM (the “Funds”);
- c. preventing or managing any conflicts of interest arising from the exercise of voting rights.

These principles are also covered in MUFGLM’s conflicts of interest policy.

III. Scope of the voting policy

According to the Section 5.2.6.2 of the CSSF Circular 12/546, a Fund that has designated MUFGLM as its management company or AIFM but has not specifically mandated it to exercise the voting rights attached to the instruments held in its portfolio, must develop its own policy for the exercise of voting rights.

The voting rights attached to the assets are held by one of the sub-funds of the Fund(s). In case the Fund has appointed a management company or AIFM, the latter

when appointing an investment manager may delegate the exercise of the voting rights to it.

MUFGLM's strategy is to entrust the relevant investment manager with the exercise of any such voting rights for the funds for which the portfolio management function is delegated.

In this case, MUFGLM shall ensure that the investment manager(s) always vote in a manner which is in line with a particular Fund's investment strategy, policy and objectives, and in the exclusive interest of its investors.

The relevant investment manager is required through an investment management agreement to develop adequate and effective strategies for determining when and how any voting rights attached to the instruments held in the portfolios of the managed funds are to be exercised, to the exclusive benefit of the Funds concerned and their investors.

As part of its due diligence duties, MUFGLM ensures that the investment manager has established and maintain up-to-date a policy relating to the exercise of the voting rights attached to the securities held by the relevant sub-funds and implement such policy by monitoring any action taken on behalf of the Funds.

In some cases, MUFGLM acts also as portfolio manager for some Cayman funds for which the management company may decide at its absolute discretion whether or not to procure the exercise of any voting rights attached to the investments if appropriate and if needed.

IV. Reporting in the management information of MUFGLM

Where the portfolio management function is delegated, the investment manager shall report to the management company on a regular basis on the exercise of voting rights.

Quarterly KPIs are organized by the management company by which it is requested from the investment manager to confirm if any voting rights have been exercised during the reporting period.

The management company shall ensure that the guidelines described in the investment manager's voting policy are, to the extent possible, followed by the investment manager and that a report shall be presented to it by the former at least annually, such report including all the proxies received and the decisions which were taken for each proxy, communications received, decision's support documentation, or any document which may be relevant.

MUFGLM maintains in an adequate and orderly manner records of these voting activities. To this end, MUFGLM puts in place "management information" permitting the follow-up of these delegated activities.

Finally, it is ensured that this management information is available in Luxembourg and kept in a central database accessible at any time in Luxembourg.

V. Ongoing Monitoring and Review

The proxy voting process will be periodically reviewed by the Conducting Officers and the Compliance Officer in order to ascertain that voting rights are exercised in the best interests of the MUFGLM's clients, i.e. the Funds, and their investors, and that the investment managers' voting processes remain well-structured, efficient and exercised in the best interests of the Funds and their investors.

VI. Distribution

The Company shall make available appropriate information on this Policy and on any material changes to it to the Funds and their investors, free of charge and on their request. In particular, this Policy shall be made available to the Funds and their investors via the website of the management company.