

ENGAGEMENT POLICY

Through engagement, we signal our intentions and expectations as a long-term shareholder and achieve a more complete understanding of a company’s strategy and practices. When we invest in a company, we communicate in writing our expectations as investors and the expectations we believe management should have of Walter Scott. Similarly, when we sell an investment, we write to the company explaining our reasons for doing so.

Given our relatively small number of investee companies, we aim to engage with most companies at least annually. This typically involves face-to-face meetings, either at our offices or on research trips, and conference calls. Research trips may include site visits and meetings with various stakeholders of the company in question. Written correspondence can also serve as a method of engagement, as well as to augment other forms of engagement.

We distinguish between two types of engagement:

Engagement for Information – a meeting or correspondence involving a two-way exchange of information.

Engagement for Change – typically a series of one-to-one meetings and correspondence, where we seek influence with a defined objective. Given the rigour of our analysis before making an initial investment, we find the need for engagements for change relatively limited when compared to engagements for information.

If we are not satisfied with the progress of an engagement for change, we will consider

escalating the issue. The Investment Stewardship & Sustainability Committee (ISSC) determines if and how to escalate, advised by the firm’s Proxy Voting & Engagement Group (PVEG). Issues are considered on a case-by-case basis but possible escalation strategies can include:

- Communication with more senior management or board members;
- A formal letter;
- Engagement with the chairperson of the relevant board committee;
- Voting against or abstaining on management proposals;
- Collaboration with other investors.

In the event that our escalation strategy proves unsuccessful, we may choose to sell our investment.

An engagement for change will often relate to environmental, social and governance issues. Our tailored approach enables us to focus on the issues or concerns material to each company. While these issues will inevitably differ by company, they will typically fall within one of the following categories:

- Business Strategy
- Environmental Considerations
- Climate Considerations
- Social Considerations and Human Capital
- Corporate Governance

Responsibility for company engagement sits with the investment manager or analyst who covers the stock. However, reflecting our team approach, the decision to pursue a specific engagement objective can come from a number of sources:

- The investment manager or analyst responsible for the research into the company identifies an objective and seeks confirmation to proceed from the Chair(s) of ISSC and / or Head of Research.
- Another member of the Research team, Investment Executive or Stewardship & Sustainability team identifies an objective and flags this to the investment manager or analyst responsible for the company. Agreement to proceed is then sought from the Chair(s) of ISSC and / or Head of Research.
- The PVEG identifies engagement objectives for specific companies or a thematic engagement across multiple companies. Our Engagement Policy applies to all engagement with all investee companies, and with prospective investee companies (where applicable).

PROXY VOTING

We engage with companies on proxy voting on a case-by-case basis, allowing us to express our views on specific issues, and to contribute to initiating change when required to protect and promote the best interests of our clients. Considered proxy voting enables us to support effective corporate governance and the management of material sustainability risks, supporting long-term shareholder value creation. Further details can be found in our Proxy Voting Policy.

MONITORING ENGAGEMENT

It is the responsibility of the relevant investment manager or analyst to monitor the progress of engagements using a

consistent process set by the ISSC. Any salient issues are discussed with the PVEG and, if appropriate, the wider Research team, ISSC and Investment Executive. The ISSC monitors engagements and the effectiveness of our approach at a formal quarterly meeting.

COLLABORATION

We think collaboration with other investors can be a useful tool in certain situations. For example, collective engagement can help drive ongoing improvements in governance and sustainability practices at our investee companies. As well as collaborating on company-specific matters, we may also choose to engage with other investors on regulatory and policy matters, as well as engaging with regulators and policymakers directly on relevant issues.

Whether to collaborate is a decision that we approach on a case-by-case basis and is the responsibility of the ISSC, on the recommendation of the PVEG or the Sustainability Policy and Regulations Group as appropriate. We will only undertake to work with other investors if we believe it is likely to prove effective and that it is in the best interests of our clients.

CONFLICTS OF INTEREST

In the event of a conflict of interest, or potential conflict of interest, we follow our Conflicts of Interest Policy. We also adhere to the conflicts policy of our parent company, BNY. Our Proxy Voting Policy outlines our approach to any ambiguity or potential conflicts of interest in relation to proxy voting.

REPORTING

All engagements are recorded on internal systems and meeting notes are sent to all relevant parties within Walter Scott. Under the Shareholder Rights Directive II, we publish an annual report outlining how we have implemented our engagement policy in the previous 12 months.

Responsibility for internally reporting material changes lies with Investment Operations. Quarterly updates requested from the relevant investment manager / analyst will inform internal reporting to the ISSC on all material changes during the period.

OWNERSHIP

This policy is owned by the Investment Management Committee and is reviewed annually.

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