

Antwort.

Antwort Capital S.A.

AIFM Proxy Voting Policy

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1 Glossary

Term	Description
AIF	An alternative investment fund managed by the AIFM
AIFM	Antwort Capital SA, a public limited company qualifying and authorized by the CSSF as an alternative investment fund manager under the AIFM Law
AIFM Law	The Luxembourg law of 12 July 2013 on alternative investment fund managers, as amended from time to time
AIFMD	Directive 2011/61/EU on alternative investment fund managers
Board	Board of Directors of the AIFM
Company Law	Luxembourg law of 10 August 1915 on commercial companies, as amended
Compliance - CO	The conducting officer of the AIFM responsible for its compliance function
Conflict(s) of Interest	Situation where different parties have interests that might conflict with each other. Such conflicts may arise where between different functions and/or units of the AIFM and the AIFM, as well as between one AIF or Investor and another AIF or Investor
CSSF	<i>Commission de Surveillance du Secteur Financier</i> , the Luxembourg financial supervisory authority of the financial sector
CSSF Circular	The CSSF Circular 18/698 issued by the CSSF on 23 August 2018 regarding authorisation and organisation of Luxembourg investment fund managers
Delegate	Any third party carrying out on behalf of an AIFM: <ul style="list-style-type: none"> • one or more functions included in the activity of collective portfolio management as defined in Annex II of the 2010 Law as well as part of the risk management activities in accordance with point 222 or functions included in Annex I of the 2013 Law, respectively; • for an AIFM, the external valuer;
Depository	Banque de Luxembourg S.A. a limited company authorized as Bank to carry on their activities pursuant to Article 2 of the Law of 5 April 1993 and supervised by the CSSF
Director	Duly appointed member of the Board of Directors of the AIFM
Material Conflict of Interest	Such conflicts are typically based on the specific facts and circumstances associated with the issues that are the subject of the proxy and the AIFM's, a Portfolio Manager's and their employees' business dealings with a particular proxy issuer or closely affiliated entity. A material conflict of interest may exist where, for example: (1) the company soliciting the proxy, or a person known to be an affiliate of such company, is known to be an investor in an AIF managed by the AIFM; (2) the company soliciting the proxy, or a person known to be an affiliate of such company, to the knowledge of the individual(s) charged with voting the proxy, is being actively solicited to be an investor in an AIF ; (3) an investor, or an interest group supported by an investor, actively supports a proxy proposal; or (4) the AIFM or an employee has personal or other business

	relationships with participants in proxy contests, corporate directors or candidates for corporate directorships, or in any other matter coming before shareholders
Portfolio Management – CO	The conducting officer who is part of the Senior Management and has been appointed by the Board as responsible for the AIFM's portfolio management function as per the AIFM Law
Regulation	Commission Delegated Regulation (EU) No 231/2013 of 19 December 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, as amended from time to time
Target Master Fund or Third-Party Master	A fund the AIFM invests in as part of their fund of funds strategy. Each compartment of the SICAV invests in one single Target Master Fund.

2 Applicable laws and regulations

The AIFM will in particular comply with the regulatory requirements stated in Appendix A. New and/or updated regulations might have been issued since the issuance of this document, as such the list might not be up to date. Conversely, the list may contain regulations that are no longer applicable since replaced by new regulation.

3 Introduction

The AIFM is authorized and supervised by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) under the AIFM Law and established under the form of a public limited company (*société anonyme*) subject to the Company Law.

3.1 Objectives of the Policy

This policy (the “**Policy**”) aims at ensuring consistent exercise of voting rights associated with equity or debt instruments held, directly or indirectly, by AIFs, in the best interests of the AIFs and their respective investors and in accordance with the investment strategy of each AIF.

The AIFM believes that promoting good corporate governance standards is an essential part of its and the AIFs ownership responsibilities. Corporate governance refers to the system by which a corporation is directed and controlled. It relates to the functioning of the managing board, supervision and control mechanisms, their inter-relationships and their relations with stakeholders. A good corporate governance creates the framework ensuring that a corporation is managed in the long-term interest of its investors.

The AIFM expects underlying funds, and final assets in the case of co-investments when relevant, in which the AIFs invest in to comply with high corporate governance standards. Thus, exercising the voting rights is a key component for ensuring this objective.

The AIFM also believes that voting right attached to certain debt instruments may be instrumental to the protection of the interest of the investors in the AIF investing in such instruments.

3.2 Ownership of the Policy

The conducting officer in charge of the compliance function of the AIFM (the “**Compliance – CO**”) has been formally appointed as the owner of this policy, as further described under Section 4.2 and shall ensure that this Policy is at all time up to date and reviewed at least once a year.

This Policy and any amendments or updates thereof are approved by the Board.

4 Governance model overview

4.1 Board and senior management

The Board shall decide upon the proxy voting strategy and policy and is responsible for ensuring that this policy is properly followed.

The Board has appointed three conducting officers in charge of the conduct business and the daily management of the AIFM.

The conducting officers form a committee that is responsible for the execution of decisions taken by the Board and the effective management of the AIFM.

In this context, the AIFM Board duties are set forth below:

- Issuing Voting Guidelines where deemed appropriate,

- Monitoring the relevant corporate actions or actions,
- Ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant AIF and in the AIF's best economic interests over the long-term – that is, the common interest that all investors in such AIF share in seeing the value of a common investment increase over time, and
- Preventing or managing any conflicts of interest arising from the exercise of voting rights.

4.2 Conducting Officer responsibilities

The Compliance – CO is in charge of the proper execution of this Policy and shall in particular ensure that, for each new investment where an AIF is eligible to voting rights, this Policy is properly applied.

In addition to this Policy, voting guidelines may be established with respect to a specific AIF (the "Voting Guidelines"), in collaboration with the conducting officer in charge of the portfolio management function.

Such Voting Guidelines shall cover:

- the way voting rights will be exercised, i.e.:
 - directly by the AIFM, the Portfolio Management - CO, the AIF or any intermediary holding vehicle being the shareholder of the company where decisions are subject to shareholders' votes, or
 - by a Proxy Service Provider as further described under Section 4.4 of this Policy;
- the strategy that is sought for in exercising, directly or indirectly, its voting rights, based on its specific investment strategy and the nature of the beneficial ownership it holds, directly or indirectly, in the specific company.

The Compliance – CO is also responsible for:

- maintaining the documentation that supports the AIFM's, the Portfolio Management - CO's or a Proxy Service Provider's decision with respect to specific votes. Such documentation may include, but is not limited to, any information provided by the Portfolio Management - CO and, if any, a Proxy Service Provider and, with respect to an issuer that presents a potential conflict of interest, any Board decision explaining the decision that has been made,
- producing an annual report providing an overview of the AIFM's voting rights activities during the year including at least the items detailed in the Section 5.2
- ensuring that all votes, either exercised by the AIFM or any other party, comply with the Voting Guidelines or any decisions that the AIFM may have made in this respect, and
- maintaining and reviewing this Policy at least annually.

4.3 Delegation of voting rights to the Portfolio Management - CO

The AIFM believes that the Portfolio Management – CO responsible for the investments of the AIF is in general in best position to exercise the voting rights on portfolio's assets in the most beneficial way to the relevant AIF and have access to all relevant information to do so. For this reason, the AIFM will generally seek to delegate the exercise of voting rights, with respect to a specific AIF, to the Portfolio Management – CO managing such AIF.

Exercising voting rights consist of analyzing decisions subject to voting and proxy statements of issuers whose shares, interests or debt instruments are partly or wholly owned by AIFs managed by the AIFM and exercising the right to vote with care, skill, prudence and diligence.

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4.4 Proxy Service Provider

The AIFM and/or the Portfolio Manager may appoint, on a permanent or *ad hoc* basis, an independent third-party service provider in a legal representative or advisory role (the "Proxy Service Provider").

The Proxy Service Provider may assist the AIFM and/or the Portfolio Manager in:

- analyzing proxies of stock held by the AIFs,
- providing in-depth analyses of shareholder meeting agendas and vote recommendations,
- handling the receipt of proxy ballots, custodian bank relations, account maintenance, vote execution, ballot reconciliation, vote record maintenance and reporting services.
- The AIFM and/or the Portfolio Manager shall decide, in their sole discretion, not to follow advice or recommendations from the Proxy Service Provider.

5 Voting rights exercise

5.1 Exercising voting rights

The AIFM will develop, for each AIF, adequate and effective strategies for determining when and how any voting rights held by AIFs in portfolios assets are to be exercised, to the exclusive benefit of the relevant AIF and its investors, as further described under the relevant Voting Guidelines.

5.2 Voting rights principles

The AIFM and/or the Portfolio Management - CO shall exercise their independent judgment in making voting decisions. As a matter of policy, they will ensure that they all exercise voting rights in the best interests of an AIF and its investors. The decision of the sense of the vote will be based on:

- For: the proposed resolution reflects good practice and is in the best interests of an AIF and its investors
Against: the proposal is not acceptable and is not in the best interests of an AIF and its investors
- Abstain: The proposal raises issues of concern for shareholders or lacks sufficient information.

The voting rights exercised will be registered including the following items (non-exhaustive list)

- The name of the AIF and the sub-fund
- The name of the company and the object of the voting
- Percentage of vote
- The strategy applied and the sense of the vote
- Conflict of interest detected
- The justification behind the decision taken when it has financial impact for the AIF

The AIFM will exercise its voting rights with the objective to reach the optimal development and performance of the AIF portfolios it manages. This involves dealing with matters related to the composition of each investee Target Master Fund's management bodies, corporate actions, capital or debt structure of the portfolio asset.

A description of the strategies normally applied, unless otherwise provided for with respect to a specific AIF under the relevant Voting Guidelines, are as follows:

- **Corporate Governance:** the AIFM and/or the Portfolio Management - CO will generally vote in favor of the management's proposed directors in uncontested elections. For contested elections, the AIFM and/or the

Portfolio Manager will vote for candidates that, in their opinion, best serve the interests of the concerned AIF. The AIFM and/or the Portfolio Management - CO will further generally vote in favor of the appointment of external/independent directors at the boards of underlying securities issuers, as usually such directors are beneficial to the development of the relevant securities issuers. The AIFM and/or the Portfolio Management - CO will oppose to the appointment of any directors considered as unsuitable on the basis of his experience or qualifications.

- **Takeover Defense and Related Actions on a Target Master Fund's management company:** all proposals will be reviewed on a case-by-case basis, taking into consideration elements such as the profitability and the best interests of the AIF
- **Compliance with investment objective / policy of the AIF:** as anticipated in this Policy, the AIFM and/or the Portfolio Management - CO, when exercising voting rights in relation to securities held by the AIF, shall always exercise such voting rights in compliance with the investment objective and policy of the relevant AIF.

In any of the above-mentioned strategy, the AIFM will always prevent and manage any Conflict of Interest arising from the exercise of voting rights.

5.3 Proxy voting process

The following structure outlines the key steps of the proxy voting process:

- Notification from the company about its Annual General Meeting, Extraordinary General Meeting or any voting rights associated with equity or debt instruments
- Depository provides the AIFM with the ballot
- The AIFM analyses of voting items
- The AIFM applies its voting rights policy
- Voting execution

6 Conflicts of interest

The AIFM can sometimes be faced with potential conflicts of interest in the exercise of voting rights. Those situations should generally be addressed in compliance with the AIFM's Conflicts of interest Policy.

Conflicts of interest situations may, among others, include:

- AIFM personnel or members of the Board being linked personally or professionally with an issuer of instruments granting the voting rights,
- business relations existing between the issuer of instruments granting the voting rights and another investment held by an AIF or another fund managed by the AIFM.

The AIFM implemented several principles, mechanisms, and decision process, to prevent conflicts of interest from happening, such as:

- the Proxy Voting Policy stresses that voting rights are exercised in the best interests of the AIF's investors in order to protect and enhance the long-term value of their shareholdings,
- resolutions submitted to vote are examined on the basis of analyses conducted carefully and with the support of Proxy Service Provider when applicable,
- AIFM personnel are due to respect the Fair treatment, gifts and entertainment Section of the Code of Conduct and to declare any other professional activity to the AIFM Compliance Officer.
- disclosure of an identified potential or actual conflict of interest to the relevant parties where and as applicable laws so require.

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Where conflicts of interest cannot be avoided, they are escalated, before a voting right is exercised to:

- the Compliance – CO,
- the Conducting Officer in charge of the risk management function, and
- the Board.

Potential conflicts of interest and remediation steps taken are recorded as provided for under the AIFM's conflicts of interest policy.

7 Investors disclosures

The following is made available, without cost, upon request from investors in an AIF:

- a copy of this Policy in the AIFM's website
- a copy of the relevant Voting Guidelines, if any,
- details on the actions taken on the basis of this Policy and the relevant Voting Guidelines, if any.

Appendix A: Regulatory framework

This Policy is in line with the following laws and regulations applicable to the AIFM:

- CSSF Circular 18/698 (Part II, Chapters 2, 3, 4 and 5)
- Law of 12 July 2013
- CSSF Circular 20/758 as amended by Circulars CSSF 21/785 and CSSF 22/806.

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