

TT International Asset Management Ltd – Engagement and Voting

Pursuant to the publication of FCA Policy Statement PS19/13, enacting the EU Shareholder Rights Directive II, below is TT International Asset Management's ("TT") group-wide policy covering our dialogue with companies that we invest in and their stakeholders, our voting decisions and our cooperation with other shareholders. It should be read in conjunction with TT's ESG Policy and Conflicts Policy.

Company Engagement and Stewardship

As active managers, we strongly believe in frequent and detailed engagement with the companies in which we invest, as well as with those in the broader universe. As such, we seek to engage with a large number of companies on a regular basis. As firm believers in transparency, we publish statistics on our company engagements on our website. We would normally expect to engage with all of our holdings at least once per year.

Engagement is a cornerstone of our stewardship activities. We primarily engage with companies through meetings. Members of the investment team regularly have one-on-one meetings with senior management or the investor relations team of companies. The purpose of such engagement is manifold, including to:

- Understand the competitive environment in which a company operates
- Assess the alignment of management goals and strategy with those of minority shareholders
- Understand key drivers of growth
- Understand a company's risks and vulnerabilities, including sustainability risks

As ESG is fully integrated into our bottom-up investment process, any relevant ESG issues are discussed alongside financial and strategic issues during company assessment and engagement. We prioritise our stewardship activities on the basis of heightened financial and reputational risk and the size of our investments, including where we are amongst the largest investors in a company. We also engage with our investee companies to help them improve their ESG disclosure and market perception. We meet with the chair or other board members and, on occasion, write letters to companies to raise our concerns. Our analysts work with the Head of ESG on these targeted ESG engagements. Examples of the topics that we raise with companies are detailed in our ESG Policy.

We believe that investing in companies with strong and/or improving environmental, social, and governance performance is likely to generate superior risk-adjusted returns for investors. We track our targeted ESG engagements internally, including their outcomes. Some of our engagements focus on a single topic, while others cover a multitude of ESG issues. It is important to stress that we raise ESG issues during our company engagements more widely; however, the targeted engagements are those where there is a significant ESG risk facing the company and where we need to understand the company's handling of this risk.

TT is a signatory to the UNPRI and the UK Stewardship Code and is compliant with the Local Government Pension Scheme Advisory Board's Code of Transparency.

Voting Policy

In line with our active management approach, we vote on all issues on every stock that we own unless there is share-blocking. We publish our voting statistics and vote decisions on our website every quarter.

TT uses leading proxy advisory firm Institutional Shareholder Services (ISS) for its proxy voting requirements and adopts ISS' proxy voting policies. We have chosen to not create a custom-made voting policy at this time, as we believe that ISS has more stringent policies in place than custom-made policies. ISS provides research and voting recommendations for each meeting, which we then consider. Details of any contentious votes will be sent to the fund managers to decide what action TT should take. We specifically hold internal discussions on meetings where ISS issues a recommendation against management. In specific cases, we also engage with companies prior to finalising our vote.

Importantly, TT makes the ultimate decision on how we vote. All issues presented for shareholder vote are voted in what TT believes to be in the best interests of our clients, in accordance with our fiduciary duty. If we have material concerns about the management or governance of a company in which we are invested, we will vote against management, engage with them on the topic, and may ultimately decide to sell the shares.

Voting is executed by our dedicated Proxy Voting team, in consultation with the relevant portfolio manager. The voting decisions are ultimately the portfolio managers' responsibility. We internally record our rationale where we diverge from ISS recommendations.

TT also has an ESG Committee to oversee voting policy and recommend improvements to internal processes. It reports to the Firm's Management Committee. The ESG Committee consists of: Basak Yeltekin (Head of ESG and Chair); Harry Thomas (Portfolio Manager); Chris Stoate (Chief Risk Officer); Rob Murray (Head of Voting), and Peter Fox (Chief Compliance Officer) / Katie Queening (Senior Compliance Officer).

Shareholder Cooperation

While we do not usually collaborate directly with other investment managers, we do have the ability to do so and will do so if we think it is in the best interests of investors. We also participate in collaborative engagements with companies.

Conflicts of Interest

TT has policies and procedures in place to identify and manage actual and potential conflicts of interest arising from its engagement with companies and its voting activities. TT's Compliance department will consider all potential conflicts of interest relating to proxy voting brought to its attention and will determine whether there is a material conflict of interest. A conflict of interest will be considered material if Compliance determines that it has the potential to influence TT's decision-making in its proxy voting.

Where Compliance determines that a material conflict of interest does exist, either as determined by Compliance (i) the proxy shall be voted subordinating the interest of TT to that of the client or (ii) the material conflict shall be disclosed to the client together with TT's recommendation for voting the proxy, and the client's consent shall be sought on whether the proxy may be voted as recommended by TT.

TT will publish annually on its website details of any such conflicts including information on how the conflicts were dealt with.