

ENGAGEMENT POLICY

Through engagement, we signal our intentions and expectations as a long-term shareholder, building strong relationships and achieving 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 Committee determines if and how to escalate. Issues are considered on a case-by-case basis but possible escalation strategies can include:

- Communication with more senior management or board member;
- 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 integrity, sustainability 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 five categories:

- Environmental Considerations
- Carbon Risk and Climate Change
- Human and Social Capital

- Governance
- Business Strategy

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 a company identifies an objective and seeks confirmation to proceed from the Investment Stewardship Committee.
- Another member of the Research Team or Investment Executive identifies an objective and flags this to the investment manager or analyst responsible for the company. Agreement to proceed is then sought from the Investment Stewardship Committee.
- The Investment Stewardship Committee 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

Proxy voting acts as a complement to our ongoing interactions with

management. Considered voting enables us to support strong corporate governance and protect long-term shareholder value. 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. Any salient issues are discussed with the Investment Stewardship Committee and, if appropriate, the wider Research Team and Investment Executive.

COLLABORATION

We think collaboration with other investors can be a useful tool in certain situations. Not only can collective engagement help drive ongoing improvements in sustainability and governance practices at our investee companies, but it is an opportunity to share insights and knowledge to mutual benefit. As well as collaborating on company-specific matters, we will also engage with other investors on regulatory and policy matters, as well as with regulators and policymakers directly on relevant issues.

We are a signatory to Climate Action 100+, an investor-led initiative that encourages significant greenhouse gas emitters to take action on climate change. Our collaboration through Climate Action 100+ involves structured dialogue with investee companies on specific climate-related objectives and allows us to scale our potential impact on material issues.

As signatories to CDP, we work with other investors to promote greater environmental disclosure

and behavioural change on the part of investee companies. Collaboration through CDP can help drive the disclosure of more and better environmental data, which facilitates more focused engagement and enhances our ability to analyse businesses.

Whether to collaborate is a decision that we approach on a case-by-case basis and is the responsibility of the Investment Stewardship Committee. We will only undertake to work with other investors if we believe it is likely to prove effective and 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 Mellon. 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 Shareholder Rights Directive II, we publish an annual report outlining how we have implemented our engagement policy in the previous 12 months.

**REGULATORY
INFORMATION**

Walter Scott & Partners Limited (Walter Scott) is an investment management firm authorised and regulated in the United Kingdom by the Financial Conduct Authority in the conduct of investment business. Walter Scott is a wholly owned non-bank subsidiary of The Bank of New York Mellon Corporation. Walter Scott is registered in the United States under the Investment Advisers Act of 1940.

Walter Scott provides investment management and advisory services to non-UK clients and, Walter Scott is responsible for portfolios managed on behalf of pension plans, endowments and similar institutional investors.

Walter Scott is registered with the SEC in the United States of America, as an Exempt Market Dealer in all Canadian provinces and, with the FSCA in South Africa.

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INFORMATION FOR USA**

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**IMPORTANT
INFORMATION FOR
CANADA**

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INFORMATION FOR
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**RISK FACTORS
& IMPORTANT
INFORMATION**

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