

Strategy for exercising rights attached to financial instruments of managed UCITS

Wording:

Fideuram Gestions S.A. adopts and applies the following strategy for exercising the participation and voting rights pertaining to the financial instruments held in managed UCITS in order to ensure that these rights are exercised for the sole purpose of promoting the interests of the investors in said UCITS.

It is stressed that Fideuram Gestions SA has currently delegated its management activity concerning UCITS to Fideuram Asset Management (Ireland) LTD under a dedicated Investment Management Agreement, Article 17 of which provides for the exercising of voting rights attached to shares in the managed funds to be signed over to the delegated party. For this reason, under monitoring and control obligations defined by the above article, and which are to be determined by the delegating party, the company asks that Fideuram Asset Management (Ireland) LTD follow the policy outlined below and report to the delegating party on the adoption of its provisions.

The Company normally represents the managed portfolios at the shareholders' meetings of selected companies when it is judged of advantage to the managed portfolios, and where there is an opportunity to affect decisions regarding the shares with voting rights held by the Company.

Strategy for exercising voting rights attached to financial instruments of managed UCITS

1. Introduction

In compliance with regulation in force in Luxembourg concerning full disclosure, as stipulated in Directive 2007/14/EC, Fideuram Gestions SA (hereinafter the Company) adopts and implements the following strategy for exercising voting rights attached to financial instruments of UCITS promoted and managed by the Company in order to ensure that those rights are exercised in the sole interest of UCITS holders.

In particular, this strategy specifically identifies procedures and measures to:

- monitor corporate events connected with the financial instruments in the portfolios of managed UCITS when required by the characteristics of the financial instruments incorporating the rights to be exercised;
- assess the procedures and timing for exercising any participation and voting rights on the basis of a cost-benefit analysis that also considers the objectives and investment policy of managed UCITS.

2. Significant corporate event monitoring

The Custodian Bank monitors and communicates to the Company those events connected to financial instruments pertaining to UCITS promoted by the Company incorporating the rights to be exercised.

In particular, the Custodian Bank notifies the Management Company within an appropriate lapse from publication and/or notification of a meeting of the company issuing the financial instruments pertaining to managed UCITS, with sufficient notice to allow attendance, and at the same time forwards the relevant agenda.

3. Evaluation of procedures and timing for the possible exercise of attendance and voting rights

The Board of Directors of the Company (hereinafter BOD) assigns powers to the General Manager, or in case of his absence or impediment, to the Vice-Chairman who represents the

Company in meetings it or its managed UCITS have the right to attend, and submits lists of Directors and Auditors authorized to vote during said meetings.

Allied to the above, all decisions on attendance at a meeting of the issuing company and the exercise of voting rights are made by the General Manager, or in case of his absence or impediment, by the Vice-Chairman on the basis of an accurate cost-benefit analysis that also takes into consideration the objectives and policy of each managed UCITS, and in the sole interest of the shareholders.

When the voting rights accruing to the Company in relation to all managed UCITS constitute a qualifying holding, the General Manager, or in case of his absence or impediment, the Vice-Chairman, records the decision to attend or not and also the vote on points of particular importance on the issuer's agenda for the meeting .

In particular, the Company:

- is prohibited from exercising its voting rights in meetings of parent companies and the exercise of voting rights is not bound by, or subject to, voting or blocking shareholders' agreements;
- is prohibited from making public, and in particular from disclosing to the other companies in the group, information relevant to its voting intentions in the meetings of the companies issuing the financial instruments in managed UCITS assets.

If the agenda of the issuer's meeting includes provision for decisions of significant importance, such as for example extraordinary operations (mergers, acquisitions, liquidations, transformations, etc.), the General Manager decides whether to submit the decision on participation and exercise of voting rights to the Board of Directors.

Finally, should the General Manager, or in case of his absence or impediment, the Vice-Chairman wish to delegate the exercise of voting rights to a third party, he issues clear instructions concerning the vote to be cast and specific requests to be made during the meeting with regard to each item on the agenda, binding the third party to follow the instructions received and asking for a written report on the vote cast and on the conduct of the meeting.

In no circumstances must the exercise of voting rights be delegated to employees of other companies in the group.

4. Full disclosure of the vote cast

The General Manager, or in his absence or impediment, the Vice-Chairman, first having approved the regular reports on managed UCITS, reports to the Board of Directors on evaluations carried out and the conduct of company meetings attended by FAMI.

The Company assures full disclosure of conduct by preparing a report to be made available to shareholders in managed UCITS. To this end, the Company provides a list of financial instruments held by managed UCITS for which the participation and voting rights were exercised, with a specific introductory remark in the annual report.

The company also formalizes and documents relevant proof of the decision-making processes described above.

5. Management activity

It is stressed that Fideuram Gestions SA has currently delegated its management activity concerning UCITS to Fideuram Asset Management (Ireland) LTD under a dedicated Investment Management Agreement, Article 17 of which provides for the exercising of voting rights attached to shares in the managed funds to be signed over to the delegated party. For this reason, under monitoring and control obligations set out in the above article, and which are to be determined by the delegating party, the company asks that Fideuram Asset Management (Ireland) LTD follow the policy outlined above and reports to the delegating party on the adoption of its provisions.