



## Proxy voting Policy

## Contents

<b>1. Purpose of the Policy .....</b>	<b>3</b>
<b>2. Scope of the Policy .....</b>	<b>3</b>
<b>3. Regulatory background .....</b>	<b>3</b>
<b>4. Voting rights principles / General principles .....</b>	<b>4</b>
<b>5. Conflicts of interest arising from the exercise of voting rights .....</b>	<b>4</b>
<b>6. Process for exercising voting rights and tracking voting decisions .....</b>	<b>5</b>
<b>7. Disclosure/publicity and transparency .....</b>	<b>5</b>
<b>8. Approval of and amendments to the Proxy Voting Policy .....</b>	<b>5</b>

## 1. Purpose of the Policy

The purpose of this Policy is to define the principles to be respected when exercising voting rights attached to instruments held in the funds managed by CaixaBank Asset Management Luxembourg S.A. (“CABK AM LUX” or “the ManCo”), to the exclusive benefit of the funds concerned.

With regard to the exercise of the rights inherent in the securities that make up the portfolios of SICAV under management, in line with the applicable investment management agreements in place, the proxy voting instructions from the ManCo or its delegate investment manager shall be understood as instructions from the SICAV, taken in accordance with the general principles detailed below.

## 2. Scope of the Policy

This Policy is applicable to CABK AM LUX as management company of the various funds under its management.

In practice, CABK AM LUX has delegated the investment management function of its funds to CaixaBank Asset Management SGIIC, S.A. (“CABK AM”), who should follow the principles of this Policy at the time of exercising voting rights on behalf of funds under management.

Should CABK AM further delegate part of the proxy voting tasks to sub-delegates, or leverage the services of an external proxy voting advisor, the latter would also be subject to the principles of this Policy.

## 3. Regulatory background

CABK AM LUX is a Luxembourg management company licensed by the Commission de Surveillance du Secteur Financier (“CSSF”) to manage Undertaking for Collective Investments in Transferable Securities (“UCITS”) as per Chapter 15 of the Law of 17 December 2010 (“UCITS Law”).

The laws and regulations applicable to CABK AM LUX and/or companies in which it invest on behalf of its funds in the context of **proxy voting / voting rights** include:

- Law of 17 December 2010 relating to undertakings for collective investment (“UCITS Law”);
- CSSF Regulation 10-4 transposing Commission Directive 2010/43/EU of 1 July 2010 implementing the UCITS Directive as regards organisational requirements, conflicts of interest, conduct of business, risk management and content of the agreement between a depositary and a Management Company (“CSSF Regulation 10-4”), in particular Article 23 thereof;
- CSSF Circular 18/698 on Authorisation and organisation of Luxembourg management companies (“CSSF Circular 18/698”), in particular Sub-section 5.5.10. thereof;

- Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement ("Shareholder Rights Directive II – SRD II");
- Law n°562 of August 1, 2019 implementing the SRD II and amending the Luxembourg law of May 24, 2011 on the exercise of certain rights of shareholders in listed companies (the Law)

This Policy shall be governed by the provisions of the above laws and regulations as amended or replaced from time to time.

#### **4. Voting rights principles**

CABK AM LUX, or CABK AM by delegation, should exercise votes of funds under management, following the performance of an analysis of each Company, of the agendas and voting proposals of the general meetings.

This analysis should conclude in the formulation of internal recommendations in favor or against each of the proposals, according to the principles of this Policy.

In order to implement the Policy, CABK AM LUX will ensure that appropriate voting platforms are made available to the funds under its management, with corresponding corporate event alerts, and tracking system for exercised votes.

In practice, the delegated investment manager will be responsible on a daily basis for determining the direction of the vote of the points of the agenda of each General Meeting of Shareholders, considering the internal recommendations as referred to earlier.

As a general criterion, the ManCo and by extension the delegate Investment Manager will exercise the voting rights inherent to the securities that are invested by the funds under management when the issuer is a company listed on markets located in the European Union, as well as issuers that have their registered office in a member state, in line with what is recommended by the SRD II.

As for the agenda points on which the voting right should be exercised, where possible CABK AM LUX expects CABK AM to apply the principles of its own Policy for Environmental, Social and Governance Responsibility ("ESG Policy").

#### **5. Conflicts of interest arising from the exercise of voting rights**

CABK AM LUX has a Conflicts of Interest Policy for dealing with conflicts of interest, outlined in accordance with the applicable regulatory requirements.

In accordance with its Conflicts of Interest Policy, CABK AM LUX will try to avoid conflicts when exercising voting rights on behalf of funds under its management, and take appropriate measures to mitigate and disclose conflicts should they cannot be mitigated.

## **6. Process for exercising voting rights and tracking voting decisions**

When implementing the Policy from an operational perspective, CABK AM LUX ensures that its delegate puts in place systems and controls which allow the following:

- Receipt of information on corporate events and data on the company
- Electronic exercise of the voting right, without need to physically attend the shareholder meetings
- Traceability of the voting decisions, with confirmation of voting execution
- Reporting on a regular basis, for ongoing supervision or upon request of a fund investor

## **7. Disclosure and transparency**

Where applicable, specific disclosure on the application of this Policy will be inserted in the annual reports of funds under management.

In addition, in line with Article 23 of CSSF Regulation 10-4, this Policy shall be made available to investors through CABK AM LUX corporate website.

Details of the actions taken on the basis of those strategies shall be made available to the unitholders free of charge and on their request.

## **8. Approval of and amendments to the Proxy Voting Policy**

This Policy will become applicable after initial approval from the CABK AM LUX Conducting Officers and Board of Directors in November 2019.

Once approved, this Policy will be made available publicly on the corporate website of CABK AM LUX.

It will be reviewed upon publication of a new relevant regulation and as a minimum on an annual basis, to assess whether any update needs to be performed.