

Engagement Policy

September 2024



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1. Introduction

Within the scope of its activities, Santander Asset Management Luxembourg, S.A. (hereinafter "SAMLux"), has the fiduciary duty to act in the best interest of its investors. In line with market standards, to meet this objective, one of the aspects that SAMLux takes into consideration is the exercise of engagement activities or dialogue with the issuers in which SAMLux invests, as well as with other parties (governments, regulators, other asset managers, etc.).

The aim of this policy is to describe the principles followed by SAMLux in relation to environmental, social and governance (hereinafter "ESG") engagement activities with the companies in which it invests or has an interest in investing, as well as with other parties, either individually or through collaborative engagement initiatives.

Engaging in a constructive dialogue with issuers influences their activities and behaviour and can help improve their transparency and management on ESG issues, which are essential in assessing the assets in which SAMLux invests. SAMLux believes that, on many occasions, conducting these engagement processes is a better way to promote change than opting for a divestment strategy. The principles and guidelines outlined in this policy are aligned with this approach and are critical for ensuring the long-term performance of assets managed by SAMLux and for contributing to value creation for customers and society as a whole.

SAMLux aims to continue to encourage and broaden its engagement activities in to promote greater transparency and improved company ESG performance, and to drive the development of sustainability through dialogue with other parties such as regulators and the investment community.

2. Scope of application

SAM LUX delegates the portfolio management function to SAM (asset manager business of the Santander Group), or third-party portfolio managers where the external portfolio manager is responsible for the investment decision process, as well as for prioritizing and performing engagement activities.

The purpose of this policy is to define the general principles to be followed by SAMLUX's Investment Managers in the development of their engagement actions, as well as the control mechanisms established by SAMLUX to monitor them and their alignment with these principles.

Third party Investment Managers may conduct engagement activities according to their own policies and procedures. However, the Third party Investment Manager, which manage ESG mandates, must be generally aligned with the principles set out in this policy, which is reviewed and assessed as part of the due diligence conducted on them.

Third party Investment Managers managing ESG mandates must report its engagement activities to SAM Lux.

This policy applies to listed and unlisted companies present (or that will potentially be present) in SAMLux equity and fixed income instruments, as well as government entities present in sovereign exposures, in all sectors and countries in which SAMLux invests, selected according to the criteria defined in this policy.

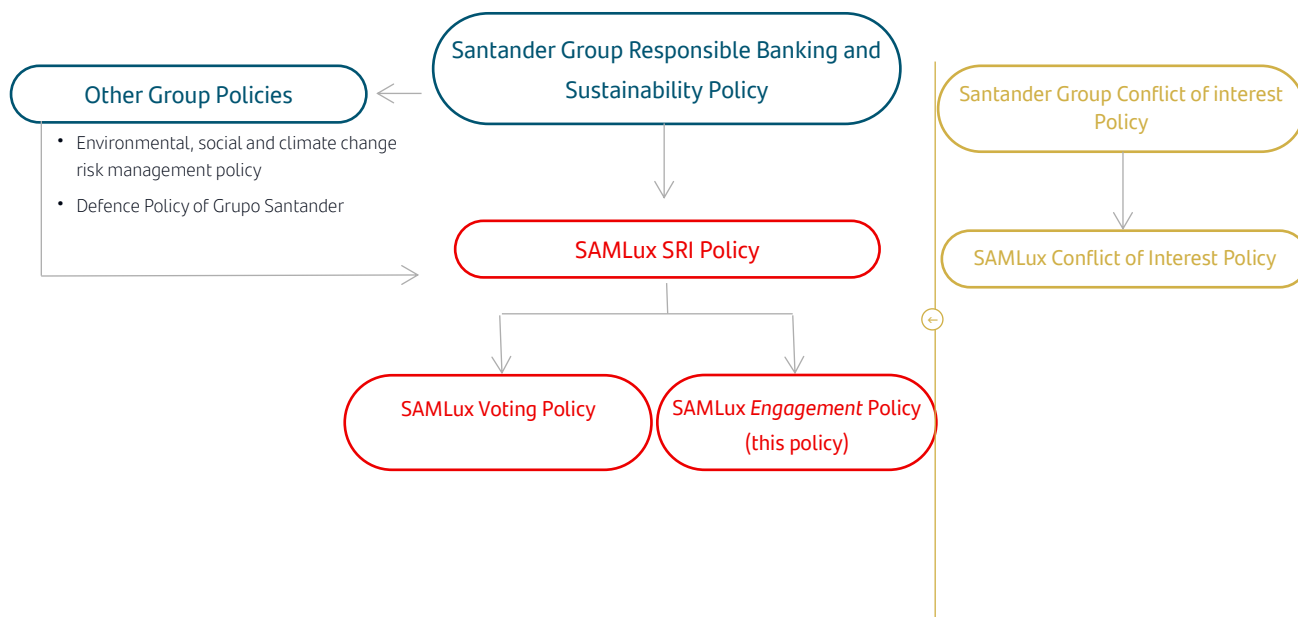
For the case of investment in third-party funds, SAMLux, as part of the due diligence process it performs on its Investment Managers, will conduct an analysis of the controls and procedures established by them to assess the engagement and voting capabilities of the fund manager.

In addition, this policy includes involvement with other parties such as regulators and sectoral associations.

3. Relationship with other policies

SAMLux tracks the issuers it invests in to protect the interests of its clients, promote long-term value creation, manage risks and foster good governance. In this sense, SAMLux is aware that certain investment activities can cause impacts on sustainability factors, and seeks to minimise them, whenever possible, through the strategies of integration of environmental, social and governance factors contained in Santander Group and SAMLux policies, including the process of dialogue activities as defined in this policy.

Therefore, this policy is complemented by other policies of SAMLux and the Santander Group¹, according to the following scheme:



¹ SAMLux takes into account the Anti Trust Policy of SAMLux and Santander Group in its relations with other sectoral or regulatory associations, as well as participation in collaborative engagements.

This policy is inspired by best practices contained in international conventions and protocols, codes of conduct and guidelines applicable in this field, including:

- Principles of Responsible Investment of the United Nations
- UN Global Compact.
- United Nations Sustainable Development Goals.
- United Nations Universal Declaration of Human Rights.
- United Nations Guiding Principles on Business and Human Rights.
- OECD Guidelines for Multinational Enterprises.
- Fundamental conventions of the International Labour Organisation (ILO).
- United Nations Convention against Corruption
- Agreements reached at COP21 Paris 2015 on climate change.
- Recommendations from the Financial Stability Board (FSB) *Task Force on Climate Related Financial Disclosures*
- Conventions and treaties on the non-proliferation of weapons included in the Santander Group's Defence Policy
- *International Corporate Governance Network (ICGN) Global Stewardship Principles*
- OECD Principles on Corporate Governance
- Code of Good Governance at Local Level (e.g., Code of Good Governance and Code of Good Practice for Investors of the Spanish CNMV, *UK Stewardship Code*, *AMEC Stewardship Code in Brazil*, etc.)
- Net Zero Asset Managers Initiative

4. Types of engagement

Engagement consists of a constructive dialogue between SAMLux, the Investment Managers and third parties to improve the management of risks associated with ESG aspects and to take advantage of the opportunities associated with sustainability challenges.

There are different types of engagement, depending on the interlocutor, the approach, and the theme or objectives of the engagement.

Interlocutor	Approach	Theme/Objective
<ul style="list-style-type: none"> • Companies • Governments/supranational agencies • Regulators • Sectoral associations • Asset Managers • Others 	<ul style="list-style-type: none"> • Individual engagement • Collaborative engagement 	<ul style="list-style-type: none"> • Transparency and ESG performance • Thematic • Controversies • Controversial sectors • Shareholder meetings • Guidance on strategic sustainability plans • Principal adverse impacts • Others

Types of interlocutors

SAMLux's Investment Managers may conduct engagement activities with different interlocutors according to the needs they identify at each time. The following table describes, in a generic way, the activities that SAMLux's Investment Managers may carry out with each of them.

Interlocutor	Main engagement activities
Companies Governments/agencies	<ul style="list-style-type: none"> • Engagement with issuers in which SAMLux invests (which is delegated to the Investment Managers) to learn first-hand about its ESG performance and/or to promote best practices. This may include dialogue actions on the overall performance of issuers or engagement on specific topics (e.g. climate change, controversies, etc.)
Regulators	<ul style="list-style-type: none"> • Engagement through public consultations, working groups, letters, etc. with the aim of contributing to the development of regulations for the promotion of responsible investment, provide industry insight into its practical application and/or advocate for regulation and standards that promote transparency and guide issuers' improved ESG performance.
Sectoral associations	<ul style="list-style-type: none"> • Engagement through participation in associations' working groups to promote best practices, foster and share sustainability knowledge in the industry.
Asset Managers	<ul style="list-style-type: none"> • Engagement with third-party asset managers to know their practices in responsible investment and share knowledge about the application of new regulation, development of sustainability best practices, etc.
Others	<ul style="list-style-type: none"> • Engagement with any other actor with whom SAMLux's Investment Managers may identify as a necessary dialogue in order to comply with SAMLux's fiduciary duty.

Approach to the engagement process: Individual and collaborative

SAMLux's Investment Managers may use two approaches to these activities, individual engagement with each issuer and collaborative through initiatives that bring together different investors. Main steps that they may follow are detailed below.

Individual engagement

In this case SAMLux's Investment Managers communicate directly with the issuer through different means (email, telephone, in-person meetings, etc.). Prior to the contact with the issuer, an engagement plan can be established in which the objectives to be achieved are set, with their corresponding key performance indicators (if applicable), as well as a proposed timetable.

For companies, in general, the contact is made through their area of investor relations. However, this is analysed on a case-by-case basis, being able to contact other areas or people of the organisation that are considered more appropriate to deal with the aspects in question. For third-party funds, communication is generally made directly between SAMLux's Investment Managers and the fund manager.

It may be the case that the issuer itself contacts SAMLux's Investment Managers proactively with the aim of establishing a dialogue. In this case, they may evaluate the desirability of this engagement based on the prioritisation criteria defined in their policies, as well as their availability of resources, in order to decide if it is possible to carry out the engagement activity.

Collaborative engagement

In this type of engagement, SAMLux's Investment Managers may collaborate jointly with other investors through initiatives with different formats: open letters on a particular topic or sector, letters addressed to the board or *management* of certain companies, working groups, bilateral dialogue initiatives between investors and companies, interaction with regulators in the development of regulations for the promotion of socially responsible investment, etc.

Collaborative engagement may be preferable when there is a consensus among several investors to act on a particular issue. With this, a greater impact is achieved and more efficiently, getting in touch with a greater number of companies and requiring less effort by them, as they do not have to satisfy separately the requirements of the different investors.

Engagement with governments, sovereign agencies, or regulators may take place through participation in consultations or working groups and by providing feedback on regulation on ESG issues, if it is deemed appropriate and transparent. In general, it is carried out through sectoral associations.

On certain occasions, and for some specific engagements, SAMLux's Investment Managers may use the services of external providers to carry out collaborative engagement exercises. These suppliers act collectively on behalf of all their customers.

Types of engagement by theme/objective

Engagement processes can have different objectives, depending on the needs of each case.

Engagement activities have a clear sectoral approach and are based on the concept of materiality, as SAMLux's Investment Managers may focus on those aspects most relevant to each sector. In addition, engagement processes can cover several topics, in cases where several objectives converge at the same time.

According to the regulatory requirements and voluntary commitments acquired by SAMLux, the most frequent objectives for which SAMLux's Investment Managers engages may be usually the following:

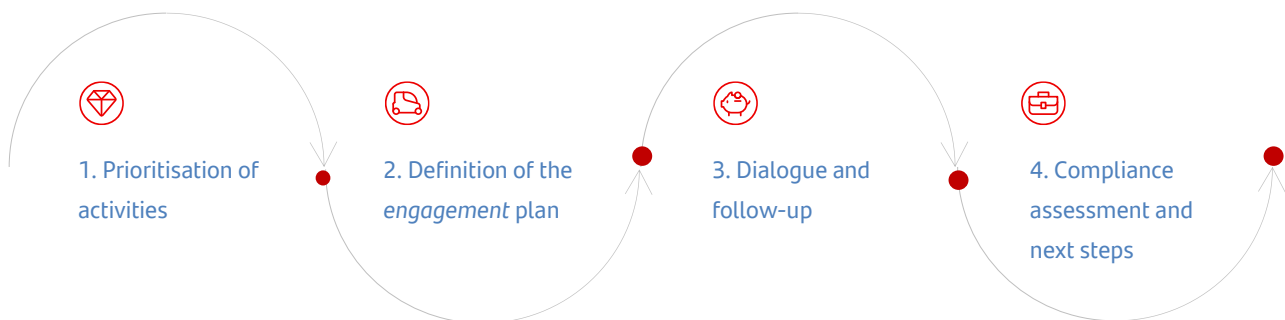
Subject	Objectives
Transparency and ESG performance	<ul style="list-style-type: none"> • Strengthen the availability of ESG data by issuers. • Strengthen the overall ESG performance of issuers based on the Investment Manager's own ESG scoring methodology.
Thematic	<ul style="list-style-type: none"> • Establish engagement actions with issuers on specific sustainability issues, such as climate change or other issues such as biodiversity, social issues, etc.
Controversies	<ul style="list-style-type: none"> • Analyse the ESG performance of issuers potentially exposed to controversies or breaches of international standards. • Ensure issuers comply with the legal requirements of each jurisdiction and with the requirements arising from SAMLux or SAMLUX's Investment Managers initiatives and policies.
Controversial sectors	<ul style="list-style-type: none"> • Analyse the potential exposure of issuers to sectors excluded by different investment policies and strategies.
Shareholder meetings	<ul style="list-style-type: none"> • Collect additional information on the performance of companies prior to shareholders meetings. • Explain SAMLux's voting criteria and/or intention to vote at shareholders' meetings.
Guidance on strategic sustainability plans	<ul style="list-style-type: none"> • Contribute to the definition of strategic sustainability plans of companies and their ESG materiality analysis. • Strengthen knowledge of companies' ESG plans.
Principal adverse incidents	<ul style="list-style-type: none"> • Establish dialogue actions with companies, third-party managers, and sovereign/supranational entities on their management of indicators of principal adverse incidents, including environmental, social and governance aspects.

During these engagements, some ESG areas to which SAMLux’s Investment Managers can pay attention are:

 Environmental factors	 Social factors	 Governance factors
They can refer to greenhouse gas (GHG) emissions, carbon footprint, GHG intensity, exposure to companies in the fossil fuels sector, production and consumption of non-renewable energy, activities with impact in sensitive areas of biodiversity, emissions to water, and other environmental factors or hazardous waste, among others.	They may cover issues related to the workplace, labour standards, talent management, or the wage gap, as well as issues related to relationships with local communities or respect for human rights, among others.	They may include issues related to ethical culture and integrity systems, the composition of the board of directors (independence, diversity, leadership), remuneration policy, shareholder rights, or violations of international standards such as the United Nations Global Compact or the OECD Guidelines, among others.

5. Process of engagement and escalation

This process begins when SAMLux’s Investment Managers identify the need for engagement, which can occur at any time of the year.



Each of the phases may involve the following activities:

1. **Prioritisation of activities:** In accordance with the criteria defined in this policy or in the Engagement policy of the SAMLux’s Investment Managers.
2. **Definition of the engagement plan:** By which SAMLUX defines the objectives, tasks, and schedule.
3. **Dialogue and follow-up:** Once the plan is defined, the dialogue activities themselves and the monitoring of the tasks defined and the achievement of the objectives take place.
4. **Compliance assessment and next steps:** In the final phase, an analysis of the achievement of the objectives is carried out. The following cases may occur:
 - The objectives have been met. In this case the engagement is closed.

- The objectives have not been met, but they are achievable within a longer time frame. In this case, SAMLux's Investment Managers may choose to continue with engagement.
- The objectives have not been met and are not expected to be met. In these cases, an escalation process is chosen to try to achieve the objectives.

Escalation process

SAMLux believes that a constructive dialogue with issuers is more effective than excluding them from our investment universe. However, there are cases where the application of an escalation process may be necessary. In SAMLux, or SAMLux's Investment Managers a lack of response and reaction from the issuer during engagement activity can trigger:

- Escalating the engagement objectives to the management or board of directors of the issuer in cases where the objectives are not achieved through previous interactions with the company teams.
- SAMLux or SAMLux's Investment Managers commitment to collaborative engagement initiatives to combine support among investors.
- Voting against certain agenda items at shareholder meetings, for example: Election of board members, approval of reports, or assessing shareholder support/submission of resolutions where possible and deemed appropriate.
- The reduction of the position in the issuer and, eventually, divestment

6. Prioritisation of engagement activities

SAMLux's Investment Managers Engagement Plans, Engagement policies and prioritisation frameworks must be assessed as part of the due diligence perform on them with the aim of undertaking engagement activities in accordance with SAMLux commitments in the most efficient way possible and always following international standards and best practice guidelines on environmental, social and governance issues.

The prioritisation framework for engagement activities aims to select those that have greater relevance and generate greater impact. In general, engagement with issuers that are in the portfolio of SRI products will be prioritised, in which companies' ESG performance is decisive for investment decision making. However, engagement with companies in which SAMLux invests through other non-SRI products is also considered. In addition, collaborative engagement activities with a focus on a specific ESG aspect may apply to companies in which SAMLux invests through both SRI and non-SRI products.

In general, for the prioritisation, SAMLux's Investment Managers take into account different aspects such as the interest in the investment by managers, the specific sectors or markets particularly exposed to ESG risks, issuers

with a high potential for positive or negative impact on ESG matters, or companies with a poor ESG score, among others.

In this regard, our focus on climate change is noteworthy. In line with our Net Zero commitment, as members of the Net Zero Asset Management Initiative, SAMLux is part of the specific engagement plan developed by SAM to meet the requirements of this initiative, which takes into account the volume of greenhouse gas emissions financed and the degree of alignment of companies with the Net Zero objective according to the maturity scale defined by the Institutional Investors Group on Climate Change, and the degree of alignment of companies with the Net Zero objective, among other aspects.

On the other hand, the management of the principal adverse impacts of products subject to Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019, on the disclosure of information related to sustainability in the financial services sector (hereinafter 'SFDR') is particularly relevant, as detailed in the Principal Adverse Impacts Statements published annually on the SAMLux's web page.. In terms of engagement, SAMLux aims to cover all mandatory indicators of Principal Adverse Impacts that consider environmental (such as climate change and biodiversity), social (such as violation of international standards) and governance (such as diversity in the council) aspects.

7. Conflicts of interest

Engagement activities can sometimes lead to SAMLux's conflicts of interest with its clients.

The Santander Group has established policies and procedures to manage potential conflicts in a way that protects the interests of all clients. When potential conflicts are identified, SAMLux is committed to ensuring that they are managed fairly and effectively to prevent these conflicts harm the interests of our clients.

In the event of a conflict of interest, the provisions of this Policy shall apply, as well as the SAMLux Voting Policy, the SAMLux Global Conflict of Interest Policy, and the Santander Group's Code of Conduct and Conflicts of Interest Policy.

Likewise, this activity is subject and must comply with the provisions on the management of privileged information defined in the internal regulations of SAMLux and in accordance with the regulations in force in each geography.

In addition, SAMLux follows the following premises to avoid or resolve possible conflicts of interest:

- To have this Engagement Policy aligned with best practices and to submit it to regular monitoring and updating.
- Engagement activities are in the best interests of clients to protect and enhance the long-term value of their investments.
- SAMLux has an adequate organisational structure that ensures that SAMLux employees act independently and neutrally in their missions and responsibilities. There is a functional, hierarchical, and physical separation of the Asset Manager from other entities of the Santander Group, with information barriers that prevent or control the exchange of information; as well as separate areas to prevent the flow of privileged or non-public information between the entities of the Santander Group.

- There is an internal governance structure, with forums where solutions to possible conflicts of interest are discussed and agreed upon.
- Conflicts of interest that could not be prevented or resolved are escalated to senior management.

It is expected, and must be reviewed during due diligence processes, that SAMLux's Investment Managers have their own conflict of interest policies.

8. Transparency

SAMLux expects companies to report on ESG aspects that are relevant to their business model and that can substantially influence the analysis and decisions of investors and other stakeholders. It also expects companies to be open to dialogue and collaboration.

SAMLux's Investment Managers must communicate clearly, directly, and transparently with the companies with which they engage, as well as with partners in collaborative engagement initiatives. The bases that define SAMLux's engagement activities carried out by SAMLux's Investment Managers are accessible to any interested party through this policy which is publicly available on the web.

Likewise, SAMLux complies with the requirements legally required regarding the reporting of the engagement activities carried out, as well as the results thereof.

In addition, SAMLux promotes socially responsible investment through participation in different associations and forums (presentations, working groups, etc.) and through the organisation of events for the dissemination of responsible and sustainable investment practices.

9. Organisational structure and monitoring of engagement activities

Portfolio oversight function

This function tracks the ESG performance of issuers and therefore provides the necessary information on their ESG practices. This information is one of the inputs to be considered in the prioritisation of engagement activities explained in point 5 of this policy. This team works closely with Investment Managers (who are also involved in the process) and monitors the ESG engagement activities that they conduct.

Sustainability strategies monitoring Forum

SRI products have an Investment and Sustainability Forum in which compliance with the ESG requirements of the products is monitored. In this forum, engagement progress made by the SAMLux's Investment Managers is monitored.

Voting Committee

The Committee is made up of representatives from different areas of SAMLux involved in voting activities (Portfolio oversight, Compliance, Legal and Risk Management)). They are responsible for overseeing compliance with SAMLux's voting policy and monitoring and controlling all activities related to it.

In addition, there is a periodic report to the senior management of SAMLux, through the various forums in which ESG aspects are discussed on the voting and engagement activities carried out.

10. Policy owner and update

The owner of this policy is the Board of Directors of SAMLux, which is responsible for approving and supervising its implementation.

The content of this policy constitutes a process of continuous improvement that will be reflected in the periodic revisions of this document.

11. Change control

Version	Responsible area	Description	Committee Adoption	Date of adoption
1	Global SRI Team	Approval of the Global <i>Engagement</i> Policy	SAM Investment Holdings Ltd. Board	18.03.2020
2	SAM LUX Portfolio Oversight and SAMLUX Compliance	Local Policy Review of <i>Engagement</i>	SAMLux Board of Directors	08.02.2024
3	SAM LUX Portfolio Oversight and SAMLUX Compliance	Minor changes in "Relationship with other policies scheme"	SAMLux Board of Directors	10.09.2024

Annex: Glossary of terms

Socially Responsible Investment (SRI): Form of investment that applies financial and extra-financial criteria in the analysis and decision-making processes.

ESG criteria: Environmental, social and governance criteria.

Voting rights: The right of shareholders to vote at general meetings of shareholders on corporate policy matters, including decisions on the composition of the board of directors, the initiation of corporate actions, the making of substantial changes in the operations of the corporation, etc.

Engagement: It is the practice of monitoring the behaviour of issuers and establishing a dialogue with them, with the aim of improving information about them and promoting change in terms of strategy, risk management, ESG performance, etc.