

## Aegon Asset Management Investment Company (Ireland) Plc (the “Company”)

### Exercise of Voting Rights and Shareholder Engagement Policy (the “Policy”)

In accordance with section 74 of the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended, this Policy sets out the Company’s mechanism and procedures for:

- i. monitoring relevant corporate events;
- ii. ensuring the exercise of voting rights is consistent with the investment objective and policies of the relevant sub-fund of the Company (a “**Sub-Fund**”); and
- iii. preventing or managing conflicts of interest that arise from the exercise of voting rights.

In addition, in accordance with the Shareholder Rights Directive <sup>1</sup>, as amended, this Policy also sets out the Company’s approach in respect of shareholder engagement, given the investment strategy of the Sub-Funds.

### Exercise of Voting Rights

The Company will procure that Aegon Asset Management UK Plc (the “**Investment Manager**”) to whom it delegates portfolio management and the exercise of voting rights on behalf of the Company will comply with this Policy.

### Monitoring Relevant Corporate Events

The Company requires that the Investment Manager will give due consideration to the investment objective and policy of the relevant Sub-Fund prior to the voting of proxies or participation in a corporate event.

The Company further requires that, once a decision to vote or to participate in a corporate event has been made by the Investment Manager, the corporate event is monitored through to completion of the relevant action.

The depositary of the Company, Citi Depositary Services Ireland Designated Activity Company (the “**Depositary**”) will advise the Company and its delegates / service providers, including the Investment Manager of relevant corporate actions.

### Ensuring that the Exercise of Voting Rights is in accordance with the Investment Objective and Policy of the relevant Sub-Fund

Proxy voting is a fiduciary duty of the Company and an integral component of the investment process. Proxy votes are valuable assets and the authority to vote proxies can be delegated or retained but the ability to vote should only be exercised in the best interests of holders of shares in the Company (“**Shareholders**”), taking into account all the costs and benefits of voting or abstaining. This Policy applies to any voting or consent rights with respect to securities held by a Sub-Fund.

The Investment Manager shall ensure that voting rights attached to instruments held by a Sub-Fund are to be exercised, to the exclusive benefit of the relevant Sub-Fund.

The Investment Manager has adopted its own policy in relation to the exercise of voting rights which includes measures and procedures for:

- i. monitoring relevant corporate events;
- ii. ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of each Sub-Fund; and
- iii. preventing or managing any conflicts of interest arising from the exercise of voting rights.

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<sup>1</sup> 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.

## Preventing or Managing any Conflicts of Interest arising from the Exercise of Voting Rights

See also the Company's policy regarding conflicts of interest.

## Shareholder Engagement

Shareholder engagement is the practice of maintaining a dialogue with investee companies which informs decisions on the exercise of rights attaching to the ownership of companies. The purpose of engagement is to improve and influence long term investment outcomes over a range of topics both financial and non-financial. The board of directors of the Company (the "**Board**") recognises the value to the Company of shareholder engagement.

Taking into account the internal organisation of the Company and the resources and expertise of the appointed Investment Manager, the Board has adopted the Investment Manager's engagement policy which includes information on the following:

- How shareholder engagement is integrated into each Sub-Fund's investment strategy;
- How investee companies are monitored on relevant matters such as: corporate strategy; financial and non-financial performance; risk; capital structure and environmental, social and governance matters;
- A description of how dialogue is conducted with investment companies for engagement purposes;
- How voting rights are exercised;
- The management of conflicts of interest which arise during engagement activities;
- How engagement activities may be coordinated with other shareholders; and
- How relevant stakeholders of investee companies are communicated with.

The engagement policy and disclosure will be available on the website of the Investment Manager.

## Shareholder Engagement – Disclosure

The Investment Manager will, on an annual basis, provide disclosure to the Company for reporting to the shareholders on how the shareholder engagement policy set out herein has been implemented, including: (i) a general description of voting behavior; (ii) an explanation of the most significant votes; and (iii) how the Company voted at general meetings of investee companies (where the Company voted at such general meetings and such votes were not insignificant due to the subject matter of the votes or the size of the Company's holding in the investee companies).

This Policy will be available free of charge in the Disclosures section on the website of the Investment Manager ([www.aegonam.com](http://www.aegonam.com)) and will be reviewed annually by the Company, and more frequently, where required.

The Company will require the Investment Manager to maintain a record of every voting right actioned or otherwise in order that it may respond to specific information requests from Shareholders in relation to specified issues.