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October 2020

Engagement Policy

Version 1.0

Review history:

| Version | Date | Edited by | Signed off by | Comments |
|---------|---------|-----------|---------------|----------|
| 1.0 | 2020 10 | TT / WB | MT | Initial |

Update frequency: Annual

Strictly confidential

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GLOSSARY OF TERMS

| | |
|------------------------|--|
| CFM or the Firm | Collectively, the Capital Fund Management group of companies |
| Client | Any fund, mandate or account managed or advised by a CFM entity |
| ESG | Environmental, Social and Governance factors refers to three families of factors, scores or criteria, depending on the context, used to evaluate companies' behavior and impact in relation to their significant stakeholders and efforts with sustainability. |

Introduction

This policy (the “Engagement Policy”) sets out the framework applied at the Capital Fund Management group of companies (collectively “CFM” or the “Firm”) in order to achieve its obligations as required by the Shareholders Right Directive II (“SRD II”) and its implementation in French law.

1. Fiduciary duty

CFM serves as discretionary investment manager for its clients (the “Clients”), which include funds and managed accounts. It acts in a fiduciary capacity with respect to each of its advisory clients and shall seek to act in their best interest.

CFM’s intention is to carry out its fiduciary duty to its investors in line with the principles laid out in the ‘Fiduciary Duty in the 21st Century’ report backed by the UN PRI, UNEP FI, UNEP Inquiry and UN Global Compact. CFM is a signatory of the UN PRI.

2. CFM

CFM SA is a French limited liability company registered as a UCITS portfolio management company with the French AMF. The Firm is registered as an RIA with the SEC. The Firm is registered with the CFTC as a 4.7 exempt CTA and a 4.7 exempt CPO, and is a member of the NFA in each of those capacities.

CFM SA has four wholly owned subsidiaries: Capital Fund Management International, Inc. (“CFMI”), CFM North America, Inc (“CFM NA”), both incorporated in Delaware (U.S.), CFM Corporate Member Ltd incorporated in the UK and CSysNet in France. CFMI carries out the investor relations activities of CFM in the US. CFM NA acts as the Managing Member/General Partner and CPO of certain on-shore limited liability companies (LLCs) and offshore limited partnerships (LPs). CFM Corporate Member Ltd is the managing member of Capital Fund Management LLP (“CFM LLP”) which is registered as an AIFM with the UK Financial Conduct Authority (“FCA”). CSysNet is a French company dedicated to the procurement of IT hardware and software to the CFM group of companies.

None of the subsidiaries listed above perform any investment activities (CFM LLP has delegated all portfolio management to CFM SA). All investments are directed by CFM SA.

Monitoring investee companies

1. Fundamental analysis (corporate strategy, financial and non-financial performance, risk and allocation of capital)

CFM implements trading programs as automated computer programs that generate trading orders (i.e. an instruction to trade a specific quantity of a financial instrument for the account of a Client) based on various data, including price and fundamental data related to issuers. CFM’s investment universe includes over 8,000 issuers. This data is updated constantly and the trading programs evaluate it every day.

2. ESG analysis

As of the date of this Policy, CFM does not generally integrate ESG factors or data in any investment decision making. This was partly a result of initial research, presented in the academic paper “Is ESG an Equity Factor or Just an Investment Guide?”⁽¹⁾.

However, in March 2020, a decision was made to further investigate ESG data, with a particular attention to material ESG sub-factors and carbon related datasets, in relation to possibilities to enhance risk adjusted returns of investment strategies.

In late 2020, following further research and acquisition of new data sources, the Firm launched a climate transition focused program, and plans to gradually introduce (as soon as 2021) some of the predictors already deployed in this program into other investment programs managed by CFM whose risk return profiles could reasonably be expected to stand to benefit from such addition in the long run.

3. Exclusion of issuers

CFM refrains from establishing long exposures in manufacturers of controversial weapons:

- cluster bombs,
- cluster ammunitions,
- anti-personal mines, and
- chemical and biological as well as depleted uranium weapons.

In addition, CFM currently refrains from taking any positions on coal future contracts.

CFM may from time to time receive requests from managed account clients to exclude certain securities from their investment universe based on their own policies. CFM will endeavour to accommodate the requests of managed account clients regarding their exclusion policies as far as legally and operationally possible and as long as such lists do not materially impact the investment strategy that CFM is expected to deliver.

Dialogue with issuers, stakeholders and other shareholders

Given that CFM’s trading activities are based on quantitative strategies, CFM does not currently engage directly with issuers, stakeholders and other shareholders. However, CFM may at times support collaborative engagements. For instance, the Firm is a signatory of the Carbon Disclosure Project, which urges issuers to provide more transparency as to their carbon emissions. The Firm has also signed the letter addressed by the Swiss Sustainable Finance organisation to index providers asking them to remove controversial weapons manufacturers from their mainstream indices. Finally, CFM has also joined the CAI 100+ initiative.

CFM may take part in class actions with other shareholders, notably when an issuer goes bankrupt or damages the rights of CFM’s Clients. The Firm will generally have an authority to process class action claims on the behalf of Clients. Clients that are managed accounts generally also retain the right to file class action claims themselves.

Voting

CFM acknowledges that positioning, voting and engaging activities may produce a societal impact.

¹ Breedt, André and Ciliberti, Stefano and Gualdi, Stanislao and Seager, Philip, Is ESG an Equity Factor or Just an Investment Guide? (July 3, 2018). <https://joi.pm-research.com/content/28/2/32>, Available at SSRN: <https://ssrn.com/abstract=3207372> or <http://dx.doi.org/10.2139/ssrn.3207372>

1. Direct engagement

CFM's trading activities are based on quantitative signals that aim to predict prices on different time scales that generally range from shorter-term (approximately a day) to medium term (a few months). The securities portfolios CFM manages are generally designed to be highly diversified and do not seek to include controlling stakes. At the date of this document, none of CFM's investment strategies seek to participate actively in the governance of the issuers of securities that it includes in client portfolios.

2. Proxy voting

CFM votes by proxy in all shareholder meetings that it is notified of, using a third-party proxy voting adviser (the "Proxy Agent"), except when Clients' holdings in an issuer are insignificant. CFM will generally vote by proxy in line with recommendations of the Proxy Agent. To this end, CFM has subscribed to the Proxy Agent's ESG Guidelines (included as an Appendix to the Proxy Voting Procedure) and has verified, based on general guidelines and principles, that it rather systematically supports shareholder motions that demand more transparency from companies in terms of strategy for climate change and handling of related risks, in terms of lobbying money being spent on climate change related initiatives, and in terms of linking management remuneration to achieving ESG related targets. For position above a certain size, for ballots relating to particularly sensitive topics, the CFM ESG team will furthermore from time to time verify that the Proxy Agent's recommendation fits its clients' best interest.

It should be noted that the Firm may only vote proxies when it has a mandate to do so and when securities are held in trust with a custodian that allows for proxy voting. Securities that are held with a prime broker that has taken title interest in the security through re-use are generally not available to vote.

At the date of this document, the physical securities portfolios advised by CFM only include securities listed in the US. The Firm generally trades exposures to non-US equities as single stock swaps or CFD's and such instruments thus do not provide the possibility to vote proxies.

Conflicts of interest

CFM has implemented a Policy on Conflicts of Interest.

CFM has performed a review of potential conflicts of interest that may arise in the ordinary course of its business activities, and where necessary, has implemented mitigating controls.

CFM has also set up an organization scheme designed to limit the risks of conflicts of interest and ensure an effective separation between the main functions of CFM. The reporting lines of the different departments of CFM are subject to particular attention.

For example, whenever new products are launched or contracts signed with new counterparties (shareholders, subsidiaries, investors, brokers...), CFM makes sure that these new situations do not give rise to conflicts of interest. Should a potential conflict be identified, and should CFM wants to proceed with the considered launch or contract, the issue would be managed according to the procedure.

Review

This Engagement Policy is reviewed and approved annually or more frequently as needed and is publicly available on CFM's website.