

## Voting and Shareholder Engagement Policy

### Objective of the policy

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In accordance with Article L533-22 of the French Monetary and Financial Code, MELANION CAPITAL is required to develop and publish a voting and shareholder engagement policy describing how it integrates its role as shareholder into its investment strategy.

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### Policy Updates

Version	Date	Status	Nature of the modifications
1	10/08/2024	In force	Creation of this policy

## 1) Preamble

MELANION CAPITAL manages Alternative Investment Funds (AIF) under third-country law intended for professional or similar clients and a UCITS under French law, ETF listed in passive management (replicating an index), distributed to professional and non-professional clients.

As part of its various strategies, MELANION CAPITAL may be required to acquire securities traded on a regulated or organized market to which voting rights are attached.

MELANION CAPITAL may exercise the voting rights attached to the securities held in the interest of investors in the managed OPCs.

## 2) Regulatory References

The main regulatory references regarding voting and shareholder engagement are as follows:

- Directive 2007/36/EC of 11 July 2007
- Article L. 533-22 of the Monetary and Financial Code
- Article R. 533-16 of the Monetary and Financial Code

## 3) Exercising voting rights and shareholder engagement

MELANION CAPITAL does not actively exercise voting rights with regard to its activities and the OPCs it manages.

The voting right will be exercised if the managed UCITS/AIFs hold at least 5% of the issuer's market capitalization overall. In determining this threshold, only equity or diversified UCITS will be taken into account. Below this threshold, Melanion Capital's participation is not sufficiently influential to effectively defend the interests of the holders, and generates costs that are too high compared to the interest that the vote is likely to represent for the latter. For foreign securities, this decision is motivated by the difficulties in identifying the dates of general meetings, in obtaining the documents necessary for voting on resolutions and in analyzing the latter in a foreign legal and regulatory framework.

The management company invests only in listed companies. These maintain communication with investors, through their regulated periodic communication and the holding of general meetings, but also on the occasion of events such as analyst meetings, trade fairs dedicated to meeting with investors, or remote presentations.

#### **4) Prevention and management of actual or potential conflicts of interest in relation to their commitment**

In general, MELANION CAPITAL relies on an organization and the definition of binding rules for its managers, employees and directors in order to limit as much as possible and supervise, if necessary, the risks of conflicts of interest:

So:

- MELANION CAPITAL has established a conflict-of-interest map to prevent and manage potential conflicts of interest.
- All employees of the company are subject to strict rules of ethics concerning personal operations on the financial markets. When they join the company, and then each year, employees declare the securities accounts opened in their name, with a third party or for which they have a power of attorney.
- Finally, MELANION CAPITAL exercises particular vigilance with regard to the risks of conflicts of interest generated by any corporate mandates held by the company's managers and directors. These situations are subject to specific controls, carried out independently of the operational teams, aimed at supervising any conflicts of interest likely to affect the free exercise of voting rights.

MELANION CAPITAL's conflict of interest management policy is available on its website: [www.melanion.com](http://www.melanion.com)

#### **5) Dissemination and review of policy**

Melanion Capital makes this policy and the annual reports on its application available to its clients upon request. An information of the existence of this policy is also available on the SGP website.

The SGP does not plan an annual review of this policy; it will be updated as necessary.