

List of Signatures

Page 1/1

**P-MI-19 02 - Active Ownership Policy_07 05 2025_EXE COPY.pdf**

Name	Method	Signed at
Gitte Lillelund Bech	MitID	2025-05-09 09:59 GMT+02
Astrid Haug	MitID	2025-05-08 21:15 GMT+02
Henrik Parkhøi	MitID	2025-05-08 19:32 GMT+02
Peter Busk	MitID	2025-05-08 15:30 GMT+02
Jørgen Tang-Jensen	MitID	2025-05-08 14:43 GMT+02
Karsten Dybvad Dalsjö	MitID	2025-05-19 10:58 GMT+02
Kirsten Slot	MitID	2025-05-09 13:42 GMT+02



This file is sealed with a digital signature. The seal is a guarantee for the authenticity of the document.

External reference: B23973E3D7CE44DEBF7ACFF9C94F185D

30. april 2025
MS/SSJ/NLI

Active Ownership Policy

1. General Approach

- 1.1 This policy outlines Fondsmæglerselskabet Maj Invest ("Maj Invest") general approach concerning active ownership on behalf of our clients. Maj Invest aligns its active ownership policy with international principles, such as the UN-supported Principles for Responsible Investment (PRI). Maj Invest incorporate ESG considerations into policies and practices to ensure responsible investment management.
- 1.2 This policy applies to Maj Invest and its client relationship with Investeringsforeningen Maj Invest (Denmark), Maj Invest Funds (Luxembourg), Maj Invest Global Value Equities Fund, LP (US), Maj Invest Global Value Equities CIT (US), but also other discretionary mandates. For discretionary mandates, this policy applies unless others follow from the specific agreement with the client or specific legal or governance requirements from clients necessitate special arrangements, which is particularly relevant in respect of voting activities.
- 1.3 Maj Invest recognizes the importance of avoiding and managing conflicts of interest in relation to engagement activities. Active ownership is conducted in accordance with instructions outlined in Maj Invest Code of Ethics and Conflict of Interest Policy and underlying procedures.

2. Expectations and objectives for engagement and voting activities

- 2.1 Maj Invest undertakes engagement and voting activities with the aim to align long-term value creation for shareholders by addressing relevant ESG risks, governance structures, sustainable practices, and transparency and disclosure on ESG matters. Maj Invest continuously monitors companies to assess their strategic direction, financial and non-financial performance, risk profile, capital structure, environmental and social impacts, and corporate governance practices. This is part of the investment team's ongoing monitoring of the portfolio to stay informed about company developments and identify active ownership priorities.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
B23973E3D7CE44DEBF7ACFF9C94F185D

- 2.2 Maj Invest may, where relevant, collaborate with other shareholders – for example, in connection with engagement activities, dialogue with company management, or the submission of shareholder proposals. Such collaboration is conducted in accordance with applicable regulations, including rules on market abuse and the disclosure of major shareholdings. When such collaboration occurs, it is documented and included in the reporting to the Board of Directors. Communication with relevant stakeholders in portfolio companies may also take place in the context of material corporate events, legal proceedings, or other developments that could influence the valuation of the investment. If Maj Invest's involvement triggers disclosure obligations under the Danish Capital Markets Act—such as flagging requirements—the relevant information will be disclosed in accordance with applicable legislation.

3. Engagement

- 3.1 Maj Invest participates on behalf of clients in engagement processes through two approaches: For some clients, Maj Invest combines direct engagement with engagement facilitated through partnerships with third-party data providers. For other clients, engagement is conducted exclusively through third-party data providers. The objectives of Maj Invest's engagement activities are to mitigate ESG-related risks that may affect financial returns and address sustainability issues across both mandatory and selected voluntary Principal Adverse Impacts (PAIs), ensuring that minimum standards for good governance are upheld. As part of the voluntary indicators, Maj Invest focuses in particular on CO₂-reduction targets and human rights policies.

Direct engagement

- 3.2 Direct engagement is typically initiated when Maj Invest identify companies exposed to significant ESG-related risks that could impact long-term financial returns. This typically includes assessments of the company's strategic positioning, financial and non-financial performance, risk exposures, capital allocation, and governance practices. These risks are identified either by using third-party data, such as Sustainalytics' ESG Risk Ratings, which flag companies with high exposure to, or poor management of, issues across corporate governance, stakeholder governance, access to basic services, business ethics, community relations, data privacy and cybersecurity, emissions, effluents, and waste, carbon emissions, human rights, human capital, land use and biodiversity, occupational health and safety, product governance, resilience, water use, raw material use or through the extensive knowledge the investment teams have developed over many years of familiarity and ongoing dialogue with the company.
- 3.3 A flagged "High Risk" or "Severe Risk" ESG rating will typically trigger the initiation of direct engagement. However, direct engagement may also be initiated based on



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
B23973E3D7CE44DEBF7ACFF9C94F185D

internal concerns identified by the investment team, even in the absence of a formal third-party rating, where material ESG risks are believed to be present. This approach is systematically applied in Maj Invest's listed Danish equities strategy. For other listed equity strategies and corporate bond portfolios, direct engagement may be initiated on an ad hoc basis but is not mandatory. In all cases, the decision to initiate engagement is guided by the potential financial materiality of the ESG issue and its relevance to long-term value creation.

- 3.4 Progress on direct engagements is monitored through an engagement log, which is updated quarterly and shared with clients. This log includes identified concerns and outlines follow-up actions if the engagement does not lead to the desired changes. Escalation measures may include additional meetings with executive management or board members, voting against company recommendations at annual meetings, or, as a last resort, divesting from the company.
- 3.5 Engagement activities may involve letters to portfolio companies' management, email correspondence, in-person and virtual meetings, and, in rare cases, site visits. These engagements typically involve company representatives, including board members, the chairman, the CEO, ESG managers, and/or investor relations personnel.

Engagement through third-party data provider

- 3.6 Engagement through third-party data providers is implemented across all listed equity and corporate bond strategies, where engagement is directed at the issuing company. This type of engagement is primarily triggered by assessments of a company's non-financial performance, environmental and social impacts, and corporate governance practices. Maj Invest collaborates with the third-party provider, Sustainalytics, whose specialists possess extensive expertise in handling such engagements. These engagements are incident-driven identifying companies that have breached, or are at risk of breaching, international norms. The objective is to encourage companies to address and resolve these incidents in ways that improve their ESG performance and risk management, strengthen good governance practices, and prevent future issues.
- 3.7 Sustainalytics monitors engagement progress using various indicators, such as "Progress," "Response," "Performance," and "Milestones." For each engagement case, a structured strategy is developed, including a primary change objective broken down into interim steps to guide a step-by-step dialogue with the company. Engagement



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
B23973E3D7CE44DEBF7ACFF9C94F185D

tools include emails, letters, calls, and in-person or virtual meetings with management, the board, or other company representatives.

- 3.8 If the engagement process does not result in changes within approximately two years, the company is placed on Sustainalytics' disengagement list. The consequence hereof, will most likely be, that Maj Invest will divest from the investment.

4. Voting

General approach

- 4.1 The exercise of voting rights is a part of Maj Invest's active ownership on behalf of clients, guided by the aim of securing the best possible long-term returns for clients. The approach to voting is tailored to each client's specific legal, governance, or strategic requirements, as defined in their agreements with Maj Invest.
- 4.2 As a starting point, Maj Invest makes investments for clients as an asset manager and as portfolio investments and not investment acquisitions to achieve control of the individual portfolio company. Maj Invest will, in principle, not exercise voting rights in portfolio companies on the client's behalf to achieve control of the portfolio companies.
- 4.3 As a general rule, the agreement between Maj Invest and the client will specify one of three approaches to voting: a **non-voting approach**, a **voting approach** (which may include proxy voting or a case-by-case approach), or a **consultative approach** where Maj Invest provides advice on specific voting matters upon request. If no specific agreement regarding voting has been made, clients or their management companies may seek advice from Maj Invest before exercising voting rights. Tailored arrangements can also be agreed upon for individual clients, ensuring alignment with their needs and preferences.
- 4.4 If the client has opted to retain full proxy voting authority, Maj Invest may upon request make a specific recommendation on how the client could exercise its voting rights. In such case, any voting recommendation from Maj Invest would be approved by the client. The client/client's management company will ensure that the voting rights are exercised unless another approach is agreed with the client and its custodian.
- 4.5 Decisions on whether to exercise voting rights in a portfolio company are always made in accordance with the client agreement, taking into account the relevant circumstances and ensuring that the action is in the client's best interests. When proxy voting



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
B23973E3D7CE44DEBF7ACFF9C94F185D

is involved, specific voting instructions may be established and communicated for each strategy to maintain consistency with the client's objectives.

- 4.6 When agreed with the client, Maj Invest uses a third-party external service provider (Third-Party Service Provider) for carrying out the proxy voting on client securities. For this purpose, Maj Invest has retained Third-Party Service Provider ISS Governance to provide advice on proxies and assist in coordinating and voting proxies with respect to client securities. Maj Invest conducts all voting activities exclusively through proxy voting and does not participate in voting in person.

5. Proxy voting

- 5.1 When casting votes, Maj Invest carefully evaluate a range of factors, including the resolution's alignment with corporate governance best practices, environmental sustainability, social responsibility, and its relevance to clients' investment objectives. Voting decisions are informed by a combination of insights from proxy voting advisors and internal research, ensuring consistency with this policy.
- 5.2 Maj Invest uses either ISS Socially Responsible Investment (ISS SRI) guidelines or ISS United States Public Fund Recommendations (Public Fund Policy)¹ to guide voting decisions. ISS SRI emphasizes critical ESG factors, such as climate change, human rights, labor practices, board diversity, executive accountability, and shareholder rights. It provides a framework for evaluating resolutions on these issues, ensuring that voting decisions are consistent with the best global practices and aligned with recognized international standards, such as the United Nations Principles for Responsible Investment (PRI). ISS SRI also considers region-specific governance practices, enabling a globally consistent approach while accounting for local market nuances.
- 5.3 While these guidelines and recommendations are informative, Maj Invest also independently assesses each voting decision to account for the specific circumstances of the portfolio company and prioritize the best interests of our clients. Members of the investment team will review recommendations in instances where there is a discrepancy between the voting recommendations of the Third-Party Service Provider and the portfolio company's management and make the final decision. This review will also apply to voting agendas that are significant and materially impactful to the investment value of the relevant security, such as non-routine items with a clear potential for positive or negative effects on the client's portfolio. This review may also lead to a decision

¹ Maj Invest is transitioning from Public Fund Policy to ISS SRI as the primary suggestion for clients. In a period both may be used.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
B23973E3D7CE44DEBF7ACFF9C94F185D

to vote against the recommendation of the Third-Party Service Provider in cases where specific circumstances justify doing so. For example, Maj Invest may choose to support the re-election of key board members, even if not recommended by the service provider, where such individuals have played a significant role in delivering long-term value and growth in the company.

- 5.4 As part of their regular portfolio monitoring the investment team assesses company performance in areas such as strategic direction, financial and non-financial performance, risk profile, capital structure, environmental and social impact, and corporate governance. These assessments inform voting decisions.

6. Prioritization of voting activities

- 6.1 In certain cases, Maj Invest may determine that exercising voting rights could significantly impact the returns on an investment, aligning with the client's investment goals and strategy. Voting rights can sometimes serve as an alternative to divesting ownership interests or securities in a portfolio company. When recommending the exercise of voting rights, Maj Invest may apply a proportional approach, considering the client's ownership stake in the portfolio company.
- 6.2 Resolutions with a material impact on portfolio companies' performance or those addressing key ESG risks and opportunities are given high priority to ensure alignment with our clients' investment objectives and responsible investment and active ownership in general.
- 6.3 While Maj Invest strives to participate in all eligible votes, there are circumstances where Maj Invest may choose not to vote on behalf of the client. This may occur in cases where abstaining is used to signal a specific stance or when there is insufficient information or communication to make an informed decision – or costs related to local voting requirements are not proportional with the investment objectives.

7. Reporting and Transparency

- 7.1 Maj Invest is committed to maintaining transparency in voting activities. Maj Invest ensures that voting records are accurately maintained and made available to stakeholders upon request or as part of reporting to clients.
- 7.2 Maj Invest's voting reports provide detailed insights into the decisions made, including the resolutions voted on, the rationale behind voting decisions, and instances where



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
B23973E3D7CE44DEBF7ACFF9C94F185D

votes differed from management recommendations or proxy advisor guidelines. By providing this information, Maj Invest aim to give clients and stakeholders a clear understanding of how voting aligns with investment objectives and overall policy agreed for the client.

8. INFRINGEMENT AND REVISION

- 8.1 If this policy is infringed, the Executive Board must notify (i) the Board of Directors by no later than the next meeting of the Board of Directors, and furthermore (ii) the Chairman of the Board of Directors without undue delay, unless a shorter deadline is specified in the policy or in legislation. In collaboration with the Board of Directors and without undue delay, the Executive Board must take the measures necessary to ensure that the policy is complied with once again.
- 8.2 This policy must be kept updated because of legislative amendments, guidelines from the Danish FSA or other conditions that make updating necessary.
- 8.3 The policy is revised annually by Maj Invest's Executive Board, or as required, including any significant changes in the underlying assumptions, and is approved by Maj Invest's Board of Directors.
- 8.4 The Executive Board is responsible for ensuring that the current policy at any time is available to the company's employees. Employees for whom the policy may be relevant in their day-to-day work must in principle accept that they are bound by the policy (e.g. in instructions or as an email receipt), and, in the event of less formal changes, to receive notification thereof by email.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
B23973E3D7CE44DEBF7ACFF9C94F185D

9. ENTRY INTO FORCE

- 9.1 This Policy will enter into force upon its approval and signing by the Board of Directors at the Board Meeting May 7, 2025.

Approved by the board on May 7, 2025

Chairman
Henrik Parkhøi

Board Member
Gitte Lillelund Bech

Board Member
Karsten Dybvad

Board Member
Jørgen Tang-Jensen

Board Member
Astrid Haug

Board Member
Kirsten Slot

Board Member
Peter Busk



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
B23973E3D7CE44DEBF7ACFF9C94F185D