

NIKKO ASSET MANAGEMENT LUXEMBOURG S.A.

VOTING RIGHTS POLICY

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Nikko Asset Management Luxembourg S.A.

Société Anonyme

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PREFACE

Nikko Asset Management Luxembourg S.A (the "**Management Company**") is a management company authorised under Chapter 15 of the amended Law of 17 December 2010 on undertakings for collective investment (the "**2010 Law**"). It acts as the designated Management Company of Nikko AM Global Umbrella Fund, Nikko AM Global Umbrella Trust and Nikko AM Global Investments, three Luxembourg undertakings for collective investment in transferable securities ("**UCITS**") within the meaning of Directive 2009/65/EC of the European Parliament and of the Council on the coordination of laws, regulations and administrative provisions relating to UCITS (the "**UCITS Directive**").

This document purports to fulfil the requirements of (i) the 2010 Law, (ii) the CSSF Regulation 10-04 transposing Commission Directive 2010/43/EU of 1 July 2010 implementing the UCITS Directive as regards organisational requirements, conflicts of interest, conduct of business, risk management and content of the agreement between a depositary and a management company (the "**CSSF Regulation 10-04**"), and (iii) CSSF Circular 18/698 on authorisation and organisation of investment fund managers governed by Luxembourg law ("**CSSF Circular 18/698**").

PURPOSE

This voting rights policy (the "**Policy**") applies to the Management Company and to the appointed investment managers in the context of managing UCITS (the "**Funds**") and is aimed at describing how the Management Company and/or the appointed investment managers will participate in shareholder meetings of the companies under investment by the Funds.

As at the date of this Policy, the sub-funds of the Funds are managed by Nikko Asset Management Co., Ltd., Nikko Asset Management Europe Ltd, Nikko Asset Management Asia Limited, Nikko AM Limited and Nikko Asset Management Americas Inc. (together the "**Investment Managers**"), the entities of the Nikko AM Group (like the Management Company).

REFERENCE REGULATIONS

The referenced regulations on the exercise of voting rights linked to the financial instruments held by the Funds are as follows:

- the section 5.5.10. of the CSSF Circular 18/698;
- the Article 23 "Strategies for the exercise of voting rights" of CSSF Regulation 10-04.

EXERCISING THE RIGHTS TO VOTE

The Management Company adheres to the "Nikko Asset Management Group Proxy Voting Policy" put in place at the level of Nikko AM Group. This document is attached in Appendix I.

The Management Company delegates the exercise of voting rights to the Investment Managers.

The Management Company also ensures that the exercise of voting rights is done in accordance with the investment objectives and policy of the relevant Funds.

CONFLICTS OF INTEREST

In order to ensure that the right to vote is exercised in the best interests of the investors in the relevant Funds, the Management Company shall carefully assess the situations in which potential conflicts of interest exist or may exist, as they are determined in the

policy on conflicts of interest adopted by the Management Company and shall take appropriate steps to manage any such conflicts or potential conflicts.

TRANSPARENCY TOWARDS INVESTORS

In accordance with the CSSF Circular 18/698 and the CSSF Regulation 10-4, a brief description of this Policy is made available to investors free of charge on emea.nikkoam.com as well as at the registered office of the Management Company upon request. Details of the actions taken on the basis of this Policy shall be made available to investors free of charge and on their request.

APPENDIX 1

NIKKO ASSET MANAGEMENT GROUP

PROXY VOTING POLICY

Proxy voting rights in investee companies are the most important right granted to shareholders in order to increase investee companies' medium to long-term corporate value. Nikko AM Group exercises proxy voting rights independently and solely in the interests of our clients and beneficiaries in order to fulfill our fiduciary responsibilities. We believe that the three core factors behind sustainable, responsible investing - environmental, social, and governance ("ESG") - are inherent to long-term value creation.

Nikko AM Group is an active owner, through its proxy voting process and engagement with its invested companies. As a long term investor, we believe an active dialogue and engagement with the management team, where appropriate, can both improve ESG performance and sustainability, and help an investor to more fully understand these efforts. Where we invest through passive strategies, we strive to incorporate ESG through the voting of proxies and the engagement process, where appropriate.

When conducting appropriate engagement or exercising voting rights, for example, if Nikko AM Group invests in an affiliated company, an supplier or a client (including companies with connections to a client), the possibility of conflicts of interest cannot be ruled out.

Nikko AM Group has established appropriate risk management and compliance frameworks to ensure that the interests of clients and beneficiaries are the top priority and that such conflicts of interest are appropriately managed if they arise. Portfolio managers, research analysts and governance specialists aim to avoid the occurrence of any conflicts of interest in compliance with our internal regulations.

In order to manage conflicts of interest and enable objective decision making in our exercise of voting rights, Nikko AM Group companies have established the control framework by combining means such as the advice of an independent third party, disclosure of proxy voting results to a customer (and obtaining of customer's consent, as the case may be), segregation of divisions (seclusion of information), and management by installation of monitoring organization etc. to maintain appropriate voting decisions.

Nikko AM Group focuses in particular on the following criteria when exercising voting rights in order to conduct appropriate monitoring of corporate governance at each investee company and to increase shareholder value.

(1) Shareholder Return

With regard to the disposition of surplus, Nikko AM Group places emphasis on ways to provide sufficient returns to shareholders over the medium to long-term and to provide adequate accountability to shareholders, taking into consideration not only total return ratio levels, such as shareholder dividends and stock purchase plans, but also the extent of internal reserves and investment plans based on future business plans.

(2) Directors' Execution and Supervisory Functions

The separation of execution and supervisory functions in management is necessary to realize good corporate governance. A company's board of directors must be appropriate in size and composition so as to ensure that thorough, balanced discussions take place and that appropriate decisions are made. Some of the directors should be independent directors.

(3) Executive Compensation System

Nikko AM Group positively assesses executive compensation systems that offer incentives and increase shareholder value, such as those linked to company performance. At the same time, appropriate levels of compensation in terms of company performance and profit distribution to shareholders should be required while the system itself should ensure sufficient accountability to shareholders.

(4) Company Control and Takeover Defenses

Nikko AM Group is basically opposed to resolutions aimed at maintaining company control or preventing the acquisition of company control. On the other hand, because acquisition proposals that may damage shareholder value cannot be assessed positively, takeover defenses may be assessed positively to the extent that the existence of such acquisition risks are clear and existing shareholder value would not be damaged.

(5) Business Restructuring

Nikko AM Group scrutinizes whether or not the restructuring of business through mergers and acquisitions is the best option for a company from the view point of consistency with its management strategy and enhancement of shareholder value in the medium to long-term. In addition, the valuation of a company's acquisition price must be a fair price calculated by a neutral third party.

(6) Capital Policy

Whether or not resolutions on the issuing of company stock are appropriate capital policy should be determined cautiously, taking into account the investee company's management strategy, financial standing and market environment. In particular, Nikko AM Group does not evaluate such capital increases positively if there is a possibility that they will significantly dilute the equity of existing shareholders and place them in a disadvantageous position overall.

(7) Other Resolutions

Other resolutions shall be examined and considered from the standpoint of maximizing shareholder value.