

REPORT ON THE EXERCISE OF VOTING RIGHTS

METROPOLE GESTION

2021

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This report on the exercise of voting rights sets out the information required on this matter in the annual report on shareholder engagement policy in accordance with article **R533-16 § II** of the French Monetary and Financial Code (Code monétaire et financier).

1- Principles of voting policy

METROPOLE Gestion considers the effective exercise of voting rights as an essential element of the relationship between a company and its shareholders.

METROPOLE Gestion therefore exercises its voting rights in all the companies whose securities it holds in its portfolio, in accordance with its voting policy.

This voting policy sets out the principles applied by METROPOLE Gestion when exercising voting rights.

We examine all the resolutions subject to shareholder vote and determine our vote with the sole interest of our clients as our objective, by following the principles and recommendations of our sector association AFG (Association Française de la Gestion financière) or locally accepted best practices.

As signatory to the UNPRI (United Nations-supported Principles for Responsible Investment), we ensure that our voting policy endorses the environmental, social and governance criteria defined in our transparency code, and with the CSR (Corporate Social Responsibility) policy implemented by METROPOLE Gestion, both of which are available on our website.

We reserve the right not to vote in certain specific cases where voting would not be to the advantage of our clients. Examples would include votes leading to prohibitive administrative costs or when exercising a vote would require blocking securities, thereby limiting their liquidity and penalising the portfolio management flexibility.

Barring exceptions, METROPOLE Gestion exercises the voting rights over all securities held in the UCIs (UCITS/AIFs) under its management and for which it holds the voting rights, or for which it has been delegated the voting rights, provided that the regulatory provisions and technical constraints imposed by markets and custodians allow for the optimised exercise of the vote in the sole interest of the shareholders.

METROPOLE Gestion has subscribed to the proxy voting services provided by ISS. The ISS dedicated platform enables us to vote in General Meetings across all the countries in which our vehicles hold eligible stock positions. ISS advises us of the dates of GMs and the resolutions to be put to them, and allows us to vote in accordance with our established voting policy, communicated to ISS for systematic application to all resolutions put to GMs.

Under no circumstances may ISS substitute for METROPOLE Gestion, which determines its voting in the sole interest of shareholders and unitholders, in accordance with its voting policy.

2- Exercise of voting policy

2.1 Votes effectively exercised at General Meetings

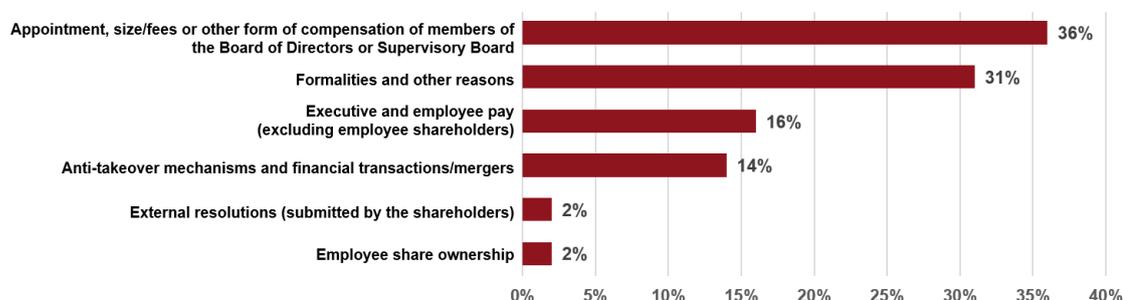
In 2021, the asset management company exercised its voting rights at **136** out of **138** General Meetings (in which it had an interest at the date on which the voting right was exercisable).

In total, METROPOLE Gestion voted on **2,270** out of **2,300** resolutions representing, across all the portfolios, **5,593** out of **5,661** resolutions, giving a participation rate of **98.8%**.

Geographical breakdown of General Meetings at which votes were exercised:

| | Number of General Meetings | Percentage |
|---------------------------|----------------------------|------------|
| France | 30 | 22% |
| Europe (excluding France) | 105 | 77% |
| Rest of world | 1 | 1% |
| Total | 136 | 100% |

Breakdown of votes resolutions' topics:



METROPOLE Gestion looks favourably upon resolutions put to the vote on environmental, social and governance (ESG) matters, because it considers that businesses need to integrate environmental and social issues into their growth strategies, as they do with economic issues.

In 2021, in line with our engagement policy, we supported a resolution not approved by the Board of Directors of Royal Dutch Shell. Follow This, an activist organisation encouraging oil companies to accelerate their energy transition, has jointly tabled a resolution with a consortium of shareholders calling on Shell to set targets in line with the Paris Climate Agreement.

As climate, energy and ecological transition issues were once again under-represented among the resolutions put to shareholder vote, we also address these issues as part of our three-part engagement policy:

- individual engagement with companies (dialogue and exercise of voting rights on ESG resolutions);
- thematic engagement (focused on climate change since 2019);
- collective engagement: since 2020, METROPOLE Gestion has joined the Non-Disclosure Campaign, which aims to improve the transparency of information relating to climate change communicated by companies, and the CDP SBTi campaign, which invites companies to adopt CO2 emissions reduction targets validated by the SBTi. Through the Climate Action 100+ initiative, we are committed to the decarbonisation of companies in the cement industry.

2.2- Analysis of votes against

The analysis of votes against includes votes given "against" on resolutions proposed by the Management Board or Board of Directors of the issuer, as well as votes "in favour of" resolutions not approved by the Board.

In 2021, METROPOLE Gestion, acting on behalf of the UCITS/AIFs under its management, voted against **243 different resolutions (11% of the total number of resolutions voted upon)** at **82 General Meetings**.

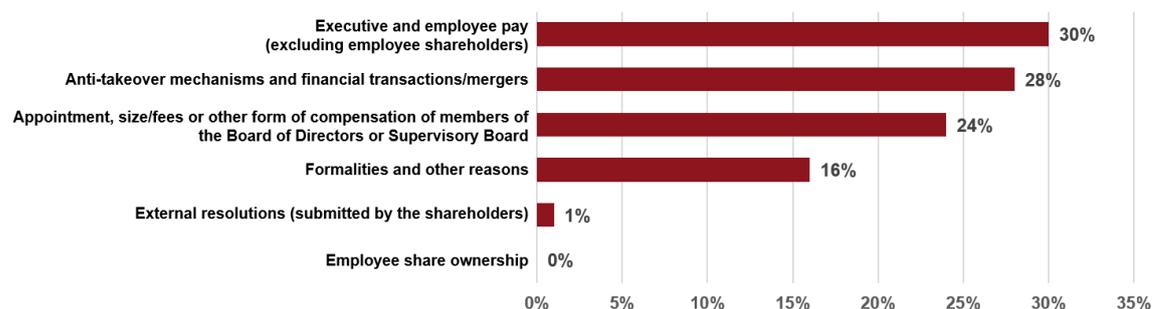
Geographical breakdown of General Meetings at which at least one vote against was cast:

| | Number of General Meetings | Percentage |
|---------------------------|----------------------------|-------------|
| France | 23 | 28% |
| Europe (excluding France) | 58 | 71% |
| Rest of world | 1 | 1% |
| Total | 82 | 100% |

Geographical breakdown of votes against:

| | Number of resolutions voted upon | Percentage |
|---------------------------|----------------------------------|-------------|
| France | 116 | 48% |
| Europe (excluding France) | 126 | 52% |
| Rest of world | 1 | 0% |
| Total | 243 | 100% |

Breakdown of against votes resolutions' topics:



2.3- Exceptions to our voting policy

During the year 2021, we carried out a vote in opposition to our policy. Following Wickes' split from the Travis Perkins Group, a management retention plan was put to a vote at a Special General Meeting. Part of this plan, which did not, a priori, have a performance objective, seemed to be incompatible with our voting policy. Following telephone contact with the group, the clarifications provided made it possible to remove certain doubts and to vote in favour of the resolution for which we had initially voted against. A time frame too short to reverse our vote nevertheless resulted in a "vote against" our policy.

2.4- General Meetings where votes were not cast

In 2021, there were two General Meetings where votes were not cast. For one, the documentation submitted for the vote was rejected by the company. A second vote could not be cast due to a technical issue encountered during the General Meeting votes presentation.

2.5- Management of conflicts of interest

METROPOLE Gestion identified no conflict of interest in the case of votes cast during the 2021 financial year.