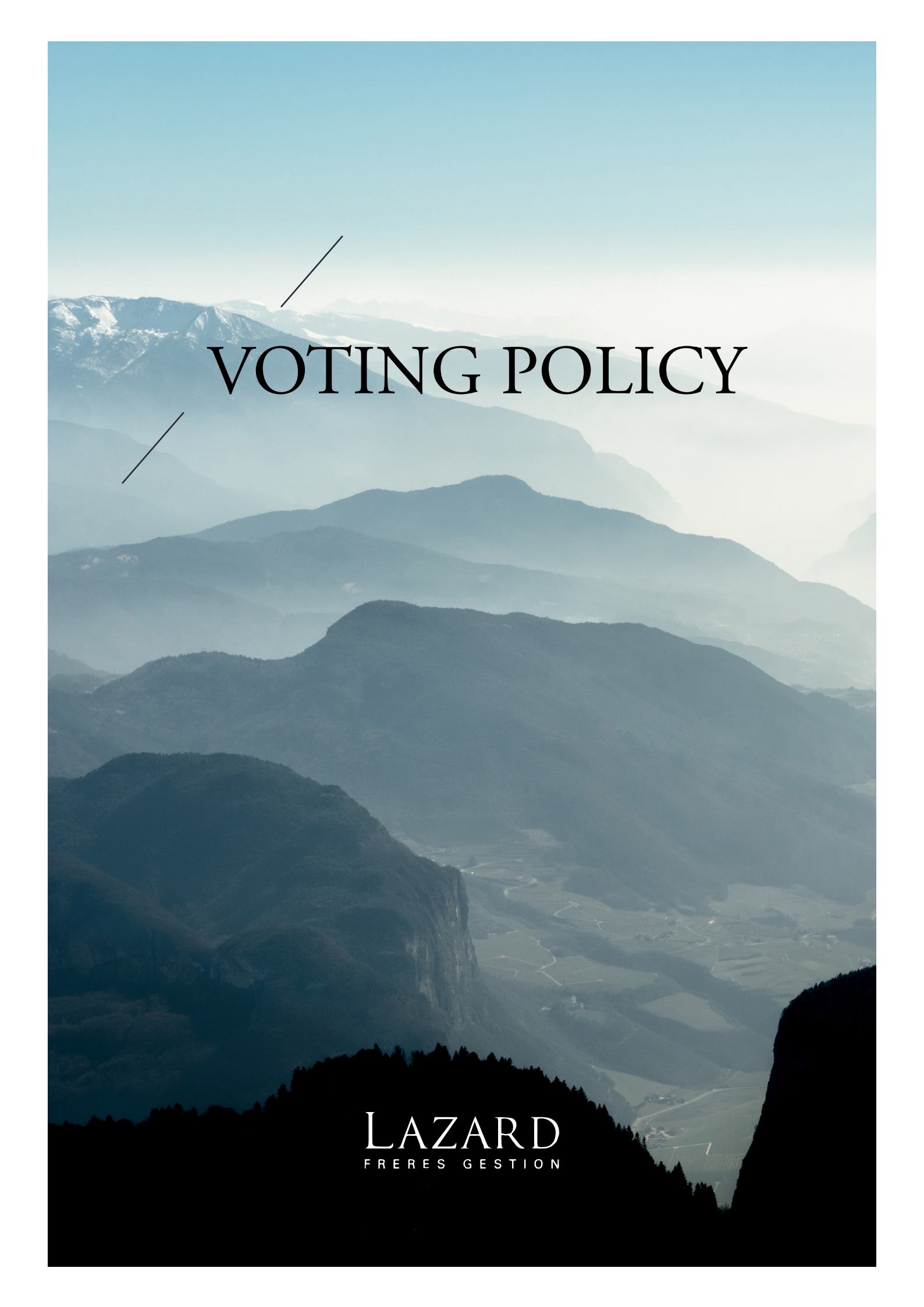




VOTING POLICY

LAZARD
FRERES GESTION

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VOTING POLICY

VOTING PRINCIPLES

Lazard Frères Gestion's investment process is characterised by active portfolio management from a long-term investment perspective. Fundamental analysis of each issuer lies at the heart of this process. The investment analysts focus on the relevance and clarity of the strategy, the quality of the financial information provided and the expertise of executive managers and supervisory bodies. Initiating a close, trust-based relationship with the management team, developed over the course of meetings with management and on-site inspections, has always been a key element.

Choosing to invest in a company means placing trust in the management team and approving its strategy.

As a matter of principle, Lazard Frères Gestion generally votes in favour of resolutions submitted by the Board of Directors of a portfolio company. However, each proposed resolution is analysed individually.

Our voting policy highlights our goal of preventing potential conflicts of interest between companies and their management that could hinder the strategy defined in the medium term. It also aims to protect the interests of minority shareholders such as ourselves.

In our view, long-term investment performance is not limited to financial strategy alone. It is also important to factor in the company's interaction with its social, economic and financial environment.

As a signatory of the Principles for Responsible Investment since February 2015, Lazard Frères Gestion has undertaken to observe the 6 principles for responsible investment defined by the United Nations. In particular, principle 2 states that "We will be active owners and incorporate ESG issues into our ownership policies and practices".

By incorporating ESG criteria when exercising its voting rights, Lazard Frères Gestion is committed to promoting sustainable value creation. Resolutions on ESG issues are analysed from the standpoint of the ESG risks and issues specific to each company and its sector of operation. Lazard Frères Gestion thus works to encourage the incorporation of all stakeholder interests and the dissemination of marketplace best practices.

In accordance with these guidelines, Lazard Frères Gestion has defined 6 voting principles reflecting its convictions:

1

Approval of financial statements and management report

Principle: Transparency and verification of information provided

2

Structure and composition of the Board

Principle: Separation of duties, independence and scope of authority of the Board

3

Appropriation of income, capital management and capital transactions

Principle: Appropriate management of capital, transparency and strategic interest of financial operations

4

Remuneration of executive managers and employee share ownership

Principle: Transparency, consistency and fairness of pay

5

Amendments to Articles of Association and Shareholder Rights

Principle: Observation of minority shareholders' rights

6

Environmental and Social Issues

Principle: Consistency and motivation

Environment: Limitation of the environmental footprint

Social: Consideration of all stakeholders' interests

VOTING SCOPE

In a continuous improvement approach, we have decided to lower our target integration threshold within the scope from 0.2% to 0.1% of our assets for the fiscal year 2023. To this change, we have added the requirement to vote on at least 90% of the companies present in our SRI funds.

Thus, the exercise of voting rights is carried out on the shares of:

- **All companies present in our SRI-labeled funds.**
- **All companies representing more than 0.1% of the total equity assets of the OPCs managed by Lazard Frères Gestion.**

As of December 31, 2022, this requirement involved including in our voting scope all companies in which we had a cumulative position exceeding 8.7 million euros.

This represents 90% of our equity assets.

Lazard Frères Gestion votes at all General Meetings where voting by correspondence is possible.

These thresholds have been set in the interest of exercising voting rights as broadly as possible while keeping the associated costs and human resources under control.

Lazard Frères Gestion reserves the right to vote outside this voting scope, which tends to be the case when analyst-portfolio managers deem resolutions to be particularly important.

This voting scope applies to all funds managed by Lazard Frères Gestion, including dedicated funds (unless otherwise agreed-upon with the client), wealth management funds and specialised professional funds.

Lastly, Lazard Frères Gestion does not carry out temporary sales of securities with attached voting rights.



APPLICABLE VOTING PRINCIPLES

APPROVAL OF FINANCIAL STATEMENTS AND MANAGEMENT REPORT

Approval of parent company and consolidated financial statements:

As a general rule, we vote in favour of these resolutions, save in exceptional circumstances in which the statutory auditors have refused to certify the financial statements or have issued a qualified opinion.

A major dispute between the marketplace and an issuer's management team is another potential reason for Lazard Frères Gestion to vote against the resolution

Discharge:

If there are no legal disputes involving the issuer's board of directors, executive managers or business management, we vote for the resolution.

Related-party agreements:

We look closely at related-party agreements submitted to the General Meeting for approval, and particularly at their financial terms and conditions. The agreements are analysed on a case-by-case basis by the portfolio managers and their approval depends on their clarity and justification of

their economic terms and conditions.

Any agreements found to be poorly completed, unquantified, unjustified or preventing an informed decision on the resolution are rejected.

Statutory auditors:

Lazard Frères Gestion votes for the appointment of statutory auditors presenting a guarantee of their objectivity and independence.

LFG votes against the appointment of statutory auditors where the term of office exceeds 12 years (24 years in the case of a joint auditor).

Similarly, statutory auditors' fees for non-audit services may not account for more than 50% of the fees paid in respect of their audit assignment.

STRUCTURE AND COMPOSITION OF THE BOARD

Governance structure:

Lazard Frères Gestion does not issue a specific recommendation distinguishing between issuers with a single oversight body (Board of Directors) or with dual oversight (management and supervisory board) as long as shareholders' interests are duly observed.

LFG is in favour of separating the duties of Chief Executive Officer and Chairman of the Board. If it is appropriate to combine the two offices for a given company, sufficient checks and balances must be established (highly independent board, independent senior director, deputy CEOs, etc.).



Composition and appointment

Lazard Frères Gestion believes that the ideal number of board members is between 5 and 15.

The percentage of independent directors should be:

- 50% for non-controlled companies
- At least equal to the % of free float for controlled companies

Employee directors and employee shareholders are excluded from the calculation.

To qualify as independent, directors or members of the Supervisory Board should be free of any potential conflicts of interest. Based on the AFEP-MEDEF recommendations, Lazard Frères Gestion considers that directors should:

- Not currently be or have in the last five years been:
 - Employees or executive corporate officers of the company
 - Employees, executive corporate officers or directors of an entity consolidated by the company
 - Employees, executive corporate officers or directors of the company's parent or of an entity consolidated by the parent
- Not be executive corporate officers of an entity in which the company directly or indirectly holds a directorship, or in which an employee designated as such or an executive corporate officer of the company (currently or in the last five years) holds a directorship
- Not be major clients, suppliers, investment bankers, corporate bankers or advisers:
 - Of the company or its group
 - Or for which the company or its group represents a significant share of the business

- Not have close family ties with a corporate officer
- Not have been the company's statutory auditor in the last five years
- Not being a director of the company for more than twelve years

Independence alone is not the sole determining factor of the quality of a potential board member. Lazard Frères Gestion prioritises the expertise of prospective new members. Their professional experience, areas of expertise and skills should be complementary and consistent with the company's strategy. Diversity in terms of gender, age, nationality and seniority also contributes to the optimal performance of the board.

Lazard Frères Gestion also examines the availability and attendance rates of the Board members. The Board meeting attendance rate should be at least 75%. Any lower attendance rate should be justified.

Lazard Frères Gestion also votes against a resolution when a director holds more than five offices. For non-executive chairmen and executive corporate officers, the maximum number of offices should be two.

Lazard Frères Gestion believes it important to be able to express its views regularly on directorships. Accordingly, the term of office should not exceed 4 years, with two possible reappointments. After serving for 12 years, directors are no longer considered to be free of conflicts of interest. Lazard Frères Gestion reserves the right to vote against reappointing such directors if the board is not found to be sufficiently independent.



Lazard Frères Gestion encourages companies to implement a non-discrimination policy in all its forms, particularly regarding balanced representation of women and men within governing bodies. Thus, we would vote AGAINST if the candidate is a man while the feminization rate is below the 30% threshold.

Exception: If the company has not managed to reach the minimum required threshold but we are convinced that it has implemented significant measures to achieve greater balance in the representation of men and women, we would vote FOR nonetheless. This conviction must be based on an engagement with the company dedicated to this issue.

Finally, Lazard Frères Gestion is not in favor of an overrepresentation of majority shareholders.

APPROPRIATION OF INCOME, CAPITAL MANAGEMENT AND CAPITAL TRANSACTIONS

Dividend distribution:

We vote against any dividend payouts deemed excessive in light of cash flow generation or an assessment of the group's balance sheet strength in a given economic and financial environment.

In general, and subject to justified exceptions, Lazard Frères Gestion aims to ensure that dividend payouts for a given year are fully funded by the cash generated that same year.

Share issuance and buyback programmes:

Lazard Frères Gestion is committed to the principle of Board neutrality during public share offerings. We systematically vote against any resolutions that do not comply with this principle.

Capital increases

Lazard Frères Gestion votes against:

- Capital increases with Pre-emptive Subscription Rights (DPS) potentially representing more than 50% of the share capital.
- Capital increases without Pre-emptive Subscription Rights (DPS), but with a guaranteed priority period, potentially representing more than 1/3 of the share capital.
- Capital increases through private placement
- Capital increases in return for unspecified contributions in kind

Resolutions to authorise capital increases for the purpose of funding special projects (major acquisitions restructuring plans) are reviewed on a case-by-case basis.

Share buybacks

Authorisations for share buybacks are approved, other than those authorised during public share offerings or when not permitted by the company's financial position.



REMUNERATION OF CORPORATE OFFICERS AND EMPLOYEE SHARE OWNERSHIP

Remuneration of executive managers:

The remuneration granted to corporate officers depends on the duties fulfilled, results achieved and level of responsibility assumed. It should be consistent not only with the change in the company's value creation, but also with standards and practices in the company's country and sector of operation.

Information on remuneration principles and mechanisms, as well as the various components (fixed pay, short-term and long-term variable pay, severance pay, pension system, special benefits) should be transparently disclosed.

Finally, Lazard Frères Gestion stresses the importance of ensuring that the targets on which executive pay is based are consistent with the interests of minority shareholders and votes against any exorbitant remuneration policy.

Remuneration of directors:

We believe it is necessary to have precise information on the methods and criteria applied to the distribution of attendance fees among directors (amount proportional to Board meeting attendance rate, equal distribution among directors, committee members, etc.)

Director pay should be:

- Consistent with the company's geographic area, sector and size
- Fair to ensure the independence of directors
- In line with the work carried out and the time spent on their duties

Lazard Frères Gestion votes against any exceptional remuneration granted to directors for the additional work that may be involved in examining a public share offering because, in our view, this type of work is part of their general duties.

Employee share ownership:

Capital increases restricted to employees

Lazard Frères Gestion is in favour of developing employee share ownership and approves resolutions authorising capital increases reserved for employees provided they are reasonable, i.e. capped at 5% of share capital.

We vote against any capital increases reserved for employees where employee share ownership is already predominant and where we do not believe that the employee shareholder representation scheme is appropriately democratic (not independent of Management).

Free share grants

Given their dilutive potential, authorisations to grant free shares are reviewed on a case-by-case basis and should be accompanied by economic and stock market performance conditions.

AMENDMENTS TO ARTICLES OF ASSOCIATION AND SHAREHOLDER RIGHTS

Lazard Frères Gestion supports the “one share, one voice” principle. Any amendments to the Articles of Association that comply with this principle, as well as the standards of good governance and observation of shareholder information rights, are approved. Conversely, any resolution imposing double voting rights or limited voting rights is rejected.

Lazard Frères Gestion is against including an obligation to report threshold crossings in the Articles of Association or strengthening any such obligation due to the associated potential to deprive shareholders of their voting rights.

Finally, Lazard Frères Gestion systematically opposes resolutions combining multiple decisions (“block vote”).

ENVIRONMENTAL AND SOCIAL RESOLUTIONS

Since its creation, Lazard Frères Gestion has seen investment as a vector for not only economic but also social and human development in the long term.

Current societal issues have strengthened our desire to prioritize a long-term approach, centered on our values, to better adapt to the major changes the world is experiencing. The interactions of companies with their social, economic, and financial environments, with their “stakeholders,” more than ever determine their sustainable presence in the economic landscape.

Moreover, in accordance with our Climate policy and our commitments under the company's Article 29 report, we pay particular attention to resolutions that may impact companies' climate and biodiversity strategies. A signatory of the PRI since 2015, Lazard Frères Gestion has gradually implemented a strengthened responsible investment process and now integrates numerous extra-financial criteria into its management.

Thanks to ongoing dialogue with company management and voting practices aligned with our principles, Lazard Frères Gestion is able to support and guide companies towards more virtuous behaviors not only in terms of governance but also concerning environmental, climate, and social aspects.

We observe a general trend aiming to introduce resolutions addressing Environmental, Social, and Governance (ESG) issues at company general meetings. These resolutions can be spontaneously presented by the issuer or submitted by shareholders.

Say On Climate

The “Say on Climate” are advisory vote resolutions aimed at ensuring dialogue on environmental issues between issuers and investors.

We analyze the Say on Climate according to several objective criteria:

- Transparency of the strategy in line with recognized standards;
- Carbon emission reduction targets compatible with the Paris Agreements.

External Resolutions:

We support shareholder-submitted resolutions aimed at advancing the company on environmental, social, and governance aspects, provided these resolutions respect our engagement principles.

Executive Committee Intervention:

In the case of environmental resolutions that do not reach consensus, either publicly or internally, due to questions about their relevance or risks to the company's strategy, a reasoned study of these resolutions would be presented to the executive committee, which would decide on the direction of the vote.

ORGANISATION OF THE VOTING PROCESS

ANALYSIS OF RESOLUTIONS

Our voting policy is aligned with our investment decisions resulting from our financial analysis and allows us to formalise dialogue with issuers throughout the investment process.

The voting process aims to secure extensive knowledge of the companies in which we invest:

- Internal restatement of past financial statements to assess the reality of the company's economic profitability;
- Frequent meetings with executive managers to measure the relevance and implementation of their strategy.

Due to our approach, our investment choices are reasoned, transparent and guarantee high-quality corporate governance.

The two ESG equity specialists, along with the entire team of analyst-managers (13 people), are involved in the application of the voting policy.

We do not use proxy voting.

The analysis of resolutions is conducted internally by the sector-specialist analyst-manager responsible for the relevant stock and is an integral part of Lazard Frères Gestion's financial analysis process.

The resolution analysis conducted by the analyst-manager relies on the services of the "proxy provider" Glass Lewis.

This service is used as a decision-making and advisory tool to more quickly identify resolutions that might contradict the principles defined in this policy.

The recommendations issued by proxy providers are not binding. Final voting responsibility lies with the analyst-portfolio manager specialising in the sector, in accordance with the principles set out in the voting policy.

Lazard Frères Gestion acknowledges that strict application of voting principles may, in some cases, prove inappropriate with regard to the interests of minority shareholders. Accordingly, on an exceptional basis, analyst-portfolio managers may go against these principles with due justification.

VOTING PROCEDURE

STEP 1

Identification of securities falling within the voting scope by the ESG team.
Identification of general meeting dates through information provided directly by issuers, custodians, information systems, or the AFG.

STEP 2

Analysis of resolutions and recommendations communicated by our voting advisor, Glass Lewis.

Verification of the compliance of resolutions with the principles defined in Lazard Frères Gestion's voting policy.

Voting in our funds via our Broadridge and ISS platforms, and voting through our contacts at Lazard Frères Banque for securities we hold in registered form.

Transmission by the custodian of the proxy accompanied by the certificate of immobilization of the securities to the concerned company or its representative, or issuance of a Swift message to local sub-custodians.

In case of blocking of the securities between the record date and the vote, Lazard Frères Gestion votes by exercising at least 50% of the voting rights, according to the decision of the analyst-manager and the specific market conditions.

STEP 3

Updating by management of a summary table of the exercise of voting rights by company, including the nationality of the company, the date, the type of General Meeting, and the resolutions voted on.



PREVENTION AND MANAGEMENT OF CONFLICTS OF INTEREST

Lazard Frères Gestion has implemented a Conflict of Interest Prevention and Management Policy aimed at conducting its business in the exclusive interest of its clients.

To ensure that the measures taken to detect and prevent conflicts of interest are suitable, the Compliance Department maps out and regularly reviews potential conflicts of interest.

Thus, Lazard Frères Gestion exercises the voting rights in funds in their exclusive interest and acts impartially regardless of any external interests and independent of its group. In order to avoid any conflict of interest with Group entities that have business relationships with a company

affected by voting, a strict information barrier is in place between the Investment Manager and other Lazard Group entities, aimed at ensuring that Lazard Frères Gestion's employees remain independent in carrying out their duties.

The primary guarantee of voting independence also lies in the fact that the exercise of voting rights is determined as decided by the analyst-portfolio managers, based on their professional judgement. Analyst-portfolio managers are subject to strict ethical obligations, which are subject to periodic controls. For example, analyst-portfolio managers are required to report any potential conflicts of interest to the Compliance

Division. In particular, they must not only disclose the list of offices and/or functions held within companies affected by voting, but also report any gifts and perks received.

Lastly, as referred to above in this Policy, Lazard Frères Gestion is particularly careful to ensure that its votes defend minority shareholders in the event a company's Management pursues interests conflicting with their own.

By default, the principles of the Voting Policy are applied. For any vote outside the framework set by the Policy, a compliance control process is implemented.

TRANSPARENCY IN THE APPLICATION OF THE VOTING POLICY

As required by law, Lazard Frères Gestion reports on the exercise of the voting policy as follows:

ON-TIME COMMUNICATION

In accordance with AMF Position-Recommendation DOC 2005-19, LFG notifies investors at their request of:

- **Votes against** resolutions submitted by the Management Board or the Board of Directors of the issuing company;
- **Votes that do not comply with the principles** set out in this document;
- **Cases in which it abstained** or did not take part in the vote.

If LFG has voted for a resolution in accordance with the principles set out in this document and with the proposals of the Management Board or the Board of Directors, it is not required to respond to an investor's request for information on how it voted.

When LFG does not respond to such requests for information, its silence should be interpreted, after a period of one month, as indicating that it voted in accordance with the principles set out in the Voting Policy

and the proposals of the Management Board or the Board of Directors.

Requests for information should be submitted to your usual Lazard Frères Gestion sales representative, or by post to the Corporate Secretary's Office of Lazard Frères Gestion at 25 rue de Courcelles, Paris VIII.

ANNUAL VOTING REPORT

Lazard Frères Gestion provides its clients, on request submitted to their usual Lazard Frères Gestion sales representative, or by post to the Corporate Secretary's Office of Lazard Frères Gestion at 25 rue de Courcelles, Paris VIII, with the annual voting report on the exercise of voting rights pursuant to this Policy.

It is also published on the website at the following link: https://www.lazardfreresgestion.fr/EN/ESG-ISR/Notre-approche_147.html.

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