



Shareholder engagement and voting rights policy

iM Global Partner

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Internal

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1. Preamble

The EU Directive “Shareholders' rights” transposed into French law aims to strengthen long-term investment in companies and to promote the transparency of investments made by “institutional investors”. iM Global Partner is required to describe and make publicly available their long-term commitment to the issuers of shares with which it invests its funds and mandates.

The management company under Luxembourg law iM Global Partner Asset Management, a subsidiary of iM Global Partner, has a specific and independent policy for the exercise of voting rights.

However, within the framework of its current management activities (only the iM Square SAS fund classified as “other AIF”, iM Global Partner does not hold any right to participate in General Meetings. The procedure therefore describes, in the event that its universe of investment in listed or unlisted shares would lead it to obtain such rights, the way in which iM Global Partner would integrate its role as shareholder into its investment strategy. It fully incorporates the voting policy and describes the additional measures that would be implemented by iM Global Partner to strengthen dialogue with its issuers in relevant cases.

With the exception of its voting policy applied regularly to each participation in a general meeting, iM Global Partner follows as much as possible the various shareholder engagement criteria described below. When it does not apply them, or in an incomplete manner, it sets out the reasons for this in this policy.

iM Global Partner implements the environmental, social and governance criteria of quality (ESG) described in its ESG policy available on the website www.imgp.com

2. Scope of application

The shareholder engagement policy describes how the company integrates its role as shareholder into its investment strategy. It therefore targets investments made in shares.

The French Fund Management companies managing UCITS, AIFs which are subject to the full implementation of the AIFM Directive (COMOFI Art. L 533-22 § I) or warrants are due to implement a shareholder engagement policy covering these instruments.

While the engagement policy concerns investments in shares made by UCITS and AIFs subject to the AIFM directive, the voting policy covers only investments in shares potentially made by:

- UCITS
- “General public” private equity funds (FCPR, FIP, FCPI)
- The FFA
- FPS and FPCI
- FPVG
- Employee savings funds

On the scope of the portfolios managed by the Management company and within its program of activity.

3. Policy objectives

The shareholder engagement policy describes how the following elements are ensured in particular:

- Monitoring of strategy, financial and non-financial performance, risks, capital structure, social and environmental impact and corporate governance;
- Dialogue with the companies held;

- The exercise of voting rights and other rights attached to shares;
- Cooperation with other shareholders;
- Communication with relevant stakeholders;
- Prevention and management of real or potential conflicts of interest in relation to their engagement

One or more of this information may not appear in the shareholder engagement policy if the reasons for which they are excluded are mentioned.

4. Policy provisions

4.1. The monitoring of issuers

Under the management of the FIA iM Square SAS, iM Global Partner seeks to acquire minority stakes in non-listed management companies, managing approximately 1 to 20 Billion US Dollars based mainly in the US, but also in Europe, Asia or Australia. Before each investment, a diligence is carried out covering all the regulatory, strategic, commercial, tax and social aspects that are then followed for the duration of the investment. This monitoring is carried out by the investment and research team headed by Jean Maunoury.

Monitoring strategy, financial performance, risks, capital structure, as well as corporate governance are inherent in the selection of issuers at iM Global Partner.

iM Global Partner undertakes to fully exercise its shareholder responsibility in the interest of the investors, by investing with a long-term horizon, analysing listed companies in detail (if applicable), with the aim of creating value. To this end, the managers carry out an analysis of the economic and financial performance of the companies in which they invest, and pay particular attention to their good governance, as well as their social and environmental footprint.

The iM Global Partner management team frequently meets with the executives of the companies in which it has invested. These interviews aim to better understand and update companies' strategy, their opportunities and their risks.

4.2. Dialogue with the companies held

As a management company investing mainly in capital in unlisted companies, iM Global Partner wishes to bring added value by supporting portfolio companies so that they benefit as much as possible from the opportunities available to them, while helping them to anticipate and prepare for risks. Prior to any investment, iM Global Partner performs a due diligence of various kinds (commercial, external growth, tax, financial, social, strategic). The analyses carried out before each investment are presented to the investment committee and the cases are voted on by the members of the committee.

Post-investment, these elements are being monitored on a regular basis: the managers regularly meet the managers and senior executives of the companies in the portfolio. The dialogue is structured through governance bodies (board of directors or supervisory board), working meetings or ad hoc requests. During this phase, the business plans defined before the investment are compared with the actual figures, any deviation is analysed, and when necessary an action plan setup.

The cornerstone of our management company's approach is therefore the dialogue that iM Global Partner establishes upstream of any investment with the entrepreneurs at the head of the companies in which we invest on behalf of our clients.

4.3. Exercise of voting rights and other rights attached to shares held

- General principles applicable to the analysis of resolutions

The Management Company's principles are:

1. to act in the exclusive interest of unitholders, in compliance with Fund regulations and applicable conflict of interest management rules,
2. to ensure that transparency exists on providing information to shareholders,
3. to ensure that the powers of the general meeting are maintained.

In accordance with these principles, iM Global Partner examines on a case-by-case basis the resolutions submitted to a vote and in particular:

1. Decisions leading to a modification of the statutes (extraordinary general meetings),
2. The issuance and repurchase programs for equity securities,
3. The approval of the accounts and the allocation of the result,
4. The appointment and dismissal of corporate bodies,
5. Regulated agreements,
6. The designation of the statutory auditors.

The implementation of the procedure for exercising the voting rights of iM Global Partner is based on the monitoring and analysis of the resolutions that are proposed at the General Meetings of Shareholders, in application of the basic principles of good governance, below mentioned:

- monitoring compliance with the statutory rights of shareholders (application of the “one share, one vote” principle),
- monitoring the quality and powers of members of the board of directors or supervisory board (application of the principles of separation of powers and board independence),
- monitoring the remuneration of directors and, in general, verifying the appropriateness and proportion of the participation of directors and employees in the companies’ capital (application of the principles of transparency and pay equity),
- monitoring the allocation of income and the use of own funds (application of the principle of “reasoned management” of own funds including the cash remuneration of directors),
- approval of the accounts, management, regulated agreements and the renewal of the Statutory Auditors (application of the principles of integrity of the accounts, the quality of communication, and limitation of situations of conflicts of interest during the renewal of CAC mandates),
- analysis of strategic developments and capital transactions (which must be justified and balanced and respectful of the shareholder’s preferential subscription rights) such as share buyback programs or the issue of new shares, as well as all the various proposals that may be submitted to shareholders (attendance fees, other statutory changes, etc.).

- Organization of the exercise of voting rights

The persons authorized to vote are the managers of the funds concerned in charge of examining and analyzing the resolutions presented by the directors of the companies, in which the funds managed by the Management Company are invested in, under the instruction of the Compliance Committee. The Finance team is responsible for organizing and reporting on the exercise of voting rights.

To assist them in their decision, iM Global Partner may refer to the main recommendations of the AFG (Association Francaise de Gestion) or to external services providers even if iM Global Partner has not subscribed to such services until today.

Depending on the available information, the Management Company may or may not exercise the right of communication prior to the General Meeting.

The Management Company usually participates in General Meetings when it is entitled to do so. In case of unavailability, the Manager may vote by correspondence.

The reasoned opinions (vote “for”, “against”, “abstention”) are kept in the internal network of iM Global Partner, as well as the minutes of the deliberations of the General Meetings and the related documents.

- Conditions for exercising voting rights

Provided the investments in managed vehicles give the right to vote.

- Nationality of companies :

Voting rights will be exercised for issuing companies headquartered in France. Indeed, a device allowing systematically voting at meetings of foreign listed companies would generate expenses considered too high.

- Threshold of detention :

Voting rights will be exercised if the UCITS / AIFs managed globally hold at least 3 % of the issuer's market capitalization. In determining this level, only UCITS with an equity or diversified profile will be taken into account.

Depending on the circumstances, the management team may decide to exercise its voting rights for companies that do not meet the two criteria provided (nationality and holding threshold) if deemed appropriate. The resolutions are analysed by the manager, more particularly in charge of monitoring the company concerned and by the Head of Compliance and Internal Control (RCCI). They take care to identify aspects unfavourable to the interests of the company or minority shareholders.

The principles set out below relate to all the securities on which iM Global Partner is called upon to vote. These principles may be irrelevant, depending on the nationality of the companies, as national laws grant different prerogatives to shareholders' meetings.

4.4. Cooperation with other shareholders

iM Global Partner invests primarily in unlisted companies. Dialogue with the company and the shareholders between them is governed by the articles of association. Usually, and because the number of shareholders is limited in unlisted companies, the articles of association are supplemented by a shareholders' agreement if necessary. The potential agreements are complementary to the constitution status and define, among other thing, the means to solve conflicts, to protect minority shareholders and to prevent the sale of shares from leading to a loss of control or a liquidation of the company.

Finally, any shareholders' pacts cover three types of purposes relating to the share capital (e.g. locking in the composition of the share capital), voting rights (e.g. prior consultation before each general meeting) and organizational conditions and the functioning of society (eg availability of information on a more regular basis than regulations).

4.5. Communication with relevant stakeholders

Given its size and the nature of its activity, iM Global Partner does not have sufficient human resources to actively participate in working groups on shareholder engagement practices.

iM Global Partner has by default no relationship with stakeholders of listed companies (representing groups of minority shareholders, issuers governance bodies, extra-financial rating organizations, etc.). iM Global Partner nevertheless reserves the right and the possibility to do so in the event of exceptional transactions or when it considers participating in a vote. Any exchange made with one of the stakeholders will be subject to supervision by the RCCI. With the exception of the situations mentioned above, iM Global Partner does not communicate with issuers or other shareholders, and in principle does not use proxy voting providers.

iM Global Partner interacts with various stakeholders of unlisted invested companies (shareholders and in particular co- investors, directors and senior executives, bankers, legal advisers, consultants, and sometimes even certain clients / suppliers). The co-investors are certainly, together with the managers and the main executives who represent the first circle of relevant stakeholders in our activity, the added value being brought by both the managers and the financial investors. These exchanges can be part of a larger initiative that aims to address systemic issues such as climate change, or concerns more specific to a particular company, shared collectively by a group of investors.

4.6. Prevention and management of conflicts of interest

In application of the management and prevention of conflicts of interest policy defined by the Management Company, the members of the investment team must, in the context of the exercise of votes:

- behave with loyalty and act with fairness in the best interests of the unit holders and the integrity of the market,
- exercise their activity with the skill, care and diligence required in the best interests of the unit holders and the integrity of the market, transparency and security of the market,
- comply with all the regulations applicable to the exercise of its activities so as to promote the best interests of the unit holders and the integrity of the market,
- ensure, by virtue of their functions, that the information communicated to them is used for the sole benefit of the customers.

The members of the investment team must alert the RCCI, without delay, of any conflict of interest situation likely to affect the free exercise of voting rights. The Management Company will then assess the usefulness of voting after having previously obtained the opinion of the RCCI.

5. Reports on the exercise of voting rights and shareholder engagement policy

In accordance with its obligations, iM Global Partner reports on the manner in which it has exercised its voting rights and implemented its shareholder engagement policy in a report appended to the annual management report on the scope of the portfolios covered by this obligation.

iM Global Partner therefore draws up a report every year in which it reports on the application of its voting policy and its shareholder engagement policy.

This report is drawn up by one of the members of the investment team, it is sent to the unitholders within six months of the end of the financial year of the Management Company (together with the annual report). This communication is not mandatory when this information is already available on the Management Company's website www.imgp.com .

The report states in particular:

- A general description of how the voting rights were exercised;
- the number of companies in which iM Global Partner exercised voting rights compared to the total number of companies in which it held voting rights,
- the cases for which it considered that it could not comply with the principles appearing in this present procedure, as well as the cases of conflict of interest that it has faced for the votes,
- the method of exercising voting rights, the direction of the vote or abstention for each resolution,

- and if applicable, the decisions taken with regard to the resolutions of related companies in which funds may be invested and the resolutions that are proposed by minority shareholders without the consent of the Board,
- An explanation of the choices made on the most important votes,
- Information on the possible use of services rendered by proxy advisers,
- The orientation of the votes cast during general meetings, possibly excluding votes deemed insignificant because of their object or the size of the participation in the company,

In addition, and in accordance with the provisions of the France Invest / AFG code of ethics, iM Global Partner reports, in the annual report of the Funds it manages, on its practice in terms of voting rights whether or not the securities are admitted to the negotiations on a Market within the scope of the portfolios covered by this obligation. This report may, for the part of the securities admitted to trading on a Market, refer to the management report of the Management Company or reproduce the management report.

6. Dissemination and review of the policy

iM Global Partner makes this policy and the annual reports available to its clients and AIF unitholders on request.

A notice of the existence of this policy is also available on the website of iM Global Partner www.imgp.com

iM Global Partner does commit on an annual review of this policy as it will be updated when necessary.