



---

Active Ownership

# **Voting Rights Policy**

**(Version 7 as of September 2025)**

## Document history

Version	Date	Description	Author	Next Regular Review
1	03/09/2019	Initial version	BB/JK	September 2020
2	01/09/2020	Updated version	BB/JK	September 2021
3	01/09/2021	Reviewed version	BB/JK	September 2022
4	01/12/2022	Reviewed version	BB/JK	December 2023
5	01/09/2023	Reviewed version	BB/JK	September 2024
6	01/09/2024	Reviewed Version	FE/JK	September 2025
7	01/09/2025	Reviewed Version	FE/JK	September 2026

## Table of Contents

1	Definitions .....	4
2	Introduction .....	5
3	Scope and Purpose of the Policy .....	5
4	Strategy in exercising voting rights .....	6
5	Actions to fulfil legal and regulatory requirements.....	6

## 1 Definitions

Abbreviation	Definition
AIF	Alternative Investment Fund(s) or sub-fund(s) thereof managed by AOCorp
AIFM	Alternative Investment Fund Manager, as defined in the AIFM Law
AIFM Law	Luxembourg Law of 12 July 2013 on alternative investment fund managers, as amended
AIFM Regulation	Commission Delegated Regulation (EU) n°231/2013 of 19 December 2012 and/or all other applicable laws, regulations, circulars and other binding rules and guidelines.
AOCorp or Company	Active Ownership Corporation S.à r.l.
Conducting Officer or CO	A Conducting Officer of the AIFM
CSSF	The Luxembourg regulator of the financial sector (Commission de Surveillance du Secteur Financier)
RCS	The Luxembourg Register of Companies

## 2 Introduction

AOCorp is an AIFM authorised by the CSSF in Luxembourg under Chapter 2 of the AIFM Law, the AIFM Regulation and all other relevant and applicable Laws, Regulations and CSSF Circulars in their currently valid version.

AOCorp has its registered office at 19, rue de Flaxweiler, L-6776 Grevenmacher and is registered with RCS under no. B 237.258.

AOCorp was granted its AIFM license on 13 August 2019, and is listed under CSSF register number A00002485. The license was extended on 08 March 2022 to include the Private Equity investment strategy.

Under the AIFM Regulation and relevant European regulations, an AIFM must have a solid internal governance system to ensure its activities and risks are managed responsibly. This means the governance must support careful and effective oversight of all operations and risks. To meet this requirement, the AIFM must follow the 'three lines of defense' model in its internal setup.

To meet the above requirements AOCorp established, implemented, and maintains the below described procedures setting out the legal and regulatory requirements, as well as the related actions, which the AIFM complies with in order to meet its obligations in the area of voting rights (“**Policy**”).

The AIFM developed an adequate and effective policy for determining when and how voting rights attached to instruments held in the managed portfolios are to be exercised, so that these rights benefit exclusively the AIF concerned.

The Policy is reviewed on a regular basis, at least once a year or event driven in order to comply with the AIFM Regulation.

## 3 Scope and Purpose of the Policy

The AIFM has a suitable and efficient Policy in place permitting the exercise of voting rights attached to the instruments held in the portfolios in the exclusive interest of the AIF concerned. This Policy is regularly updated.

The Policy determines measures and procedures for:

- monitoring relevant corporate events;
- ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the AIF;
- preventing or managing any conflicts of interest arising from the exercise of voting rights.

It is also acceptable for the AIFM, when establishing its own policy for exercising voting rights, to refer to recognized international standards.

A summary description of this Policy, as well as details of the actions taken based on it, are made available to investors by the AIFM free of charge and upon their request.

The AIFM maintains in an adequate and orderly manner records of its activities and its internal organization. To this end, the AIFM puts in place "management information" permitting the follow-up of its activity and covering the exercise of voting rights.

#### **4 Strategy in exercising voting rights**

It is the strategy of AOCorp to acquire significant minority stakes in publicly listed companies, and to run a concentrated portfolio consisting of 5-20 core investments, each normally making up between 5% and 25% of an AIF's invested capital. Based on this strategy, AOCorp intends to exert, directly or indirectly, significant influence on a portfolio company and its management.

Part of AOCorp's proper management of its AIFs is the exercise of shareholders' rights. Inter alia by exercising voting rights, AOCorp can influence the development of its portfolio companies and positively steer their increase in value sustainably.

When attending shareholder meetings AOCorp acts in the best interest of the investors in an AIF, while staying independent from third party interests, avoiding conflicts of interest and respecting the integrity of the market. In general, AOCorp's portfolio managers attend shareholder meetings physically in person and voting rights are exercised directly without the use of proxies. How voting rights will be exercised will be assessed on a case-by-case basis after having conferred with the respective analyst of the company in line with the investment objectives and policy of the AIFs and depending on the strategy pursued for the respective company. There is no general voting scenario provided. Strategies taken into consideration may be revenue growth, margin expansion, improving capital allocation or improving corporate governance, or mergers and acquisitions.

If shareholder meetings are not attended physically in person, which may be the case for portfolio companies in which only a minor stake is held, AOCorp either exercises voting rights by proxy voting or abstains from a vote, after having conferred with the respective analyst of the company.

The monitoring of corporate actions linked to the shares held is performed by the portfolio managers, in collaboration with the central administration.