

# Engagement Policy

June 2022

## Introduction

This policy sets out the approach to engagement and voting of Federated Hermes Limited ('Federated Hermes'), which includes Hermes Investment Management Limited, Hermes Fund Managers Ireland Limited and Hermes Alternative Investment Management Limited. Federated Hermes will comply with the letter and spirit of the EU Shareholder Rights Directive II and other relevant rules including the UK Conduct of Business Sourcebook rules and UK's 2020 Stewardship Code. Hermes GPE LLP, a subsidiary of Federated Hermes Limited, is not in scope of this policy.

Federated Hermes honours its responsibility as a fiduciary for investors and their beneficiaries and seeks always to act in their best interests. Federated Hermes undertakes stewardship and long-term engagement to exercise active ownership of investee companies and assets on behalf of investors, and to deliver our purpose of helping investors achieve their financial objectives. For Federated Hermes, stewardship is both a responsibility and an input to achieving sustainable wealth over the long-term. Federated Hermes takes a comprehensive approach to stewardship, engaging globally with investees and key stakeholders, in particular policy makers and regulators.

Our public markets engagement is carried out in a co-ordinated manner by our investment teams and by our in-house stewardship service provider EOS at Federated Hermes ('EOS') to maximise the impact of our engagement. Federated Hermes benefits from the long engagement history and established relationships of EOS in relation to both Federated Hermes investee companies and its broader investable universe, including directly owned assets.

The implementation of this policy is reported publicly on an annual basis. Federated Hermes provides additional reporting on its stewardship and engagement to its clients.

## Our approach to engagement

As an active investment manager, we have concluded that successfully creating sustainable wealth over the long term for our clients is much more responsible than doing so over the short term. We believe there are two mutually reinforcing strands of responsible investment management: responsible investment and responsible ownership. Together, these aim to generate sustainable wealth creation for the end beneficiary investor, encompassing investment returns and their social and environmental impact.

- As responsible investors, we embrace high-active-share investing. We take a holistic approach that integrates material environmental, social and governance ('ESG') considerations and engagement insights alongside traditional fundamental performance factors into all of our investment products, something that offers our fund managers an additional vantage point with which to assess an asset's potential to deliver long-term sustainable wealth. We firmly believe that our ability to mitigate ESG risks and capture the investment opportunities arising from these considerations is essential to achieving consistent investment outperformance for our clients and the end beneficiary investor.

- As responsible owners of the assets we manage on behalf of our clients, we actively engage through dialogue with companies and other assets on all long term performance factors including strategic and material ESG issues. We believe that this is essential to build a global financial system that delivers improved long-term returns for investors, as well as better, more sustainable outcomes for society.

Consistent with our aim to generate sustainable wealth for the end beneficiary investor, our engagement is outcomes-driven.

## How Federated Hermes integrates engagement in its investment strategy

We integrate ESG considerations and engagement insights into our investment processes in all of our products, across all asset classes. This enables us to develop a more comprehensive view of both the risk and opportunities a company or asset is exposed to and to factor this into valuations and investment decisions.

Research and analysis by our investment teams includes evaluation of performance on strategy, financials, risk, material ESG factors, and the overlaps between these elements. Engagement with company management, boards, subject specialists as well as other shareholders and stakeholders is a key input into this process and investment strategy. Such engagement is carried out both by our investment teams as well as by EOS on their behalf. The public equities and fixed income teams have access to the reports on shareholder engagement carried out by EOS with investee companies and the broader investable universe and may take such information into account when making investment decisions.

We believe that responsible investors should not rely on external ESG data alone, as it is often backward looking and updated infrequently and with a time lag. As such, engagement and – for equities – voting activities can be used by our investment teams to provide a more forward-looking view of ESG and broader performance implications of a company or asset.

In private markets, depending on the ownership structure of the individual investments, as a responsible steward, we will either directly manage or engage with the asset to create sustainable wealth. ESG analysis and engagement insights are considered as part of the analysis of each potential investment. Engagement can be an important source of information about a company or asset prior to investment given the lack of publicly available data in such asset classes. ESG factors are also actively monitored after investment and where concerns arise in relation to one of our existing investments, engagement is often a means to both raise concerns with the investee and seek to reduce the risk. The subject matter experts in the EOS team support the private markets teams in their engagement efforts through their sectoral and thematic ESG and sustainability expertise.

All our investment activity is supported by our dedicated Investment Office and Responsibility Office, both of which report directly to our CEO. Regular meetings are held between the two offices and with the investment teams to ensure proper coordination and ESG integration, including engagement.

### How Federated Hermes monitors investee companies and assets on relevant matters and identifies engagement opportunities

The investment teams monitor performance and risk of investees in terms of strategy, financials, risk, material ESG factors and the overlaps between these throughout the life of the investment.

While the most pressing material risks are those that will crystallise in the short term, we are long-term investors that seek sustainable wealth creation for our clients and end beneficiaries. This means that our definition of materiality is necessarily wider. We believe that a wider range of risks will ultimately become material over a longer timeframe and that we need to engage proactively to mitigate them. ESG issues are prioritised at the sector level and we look at material areas of concern for each of the sectors and industries, with an overlay of material ESG issues by region. This is done by using both primary and external research, as well as insights from EOS. Relevant ESG issues – whether macroeconomic risks or those specific to that company – are then considered on a company-by-company basis, with implications for both inclusion and weighting in an investment portfolio, as well as engagement. We disclose our approach to managing climate risk and opportunities on an annual basis in our Climate-related Financial Disclosures Report, which is available on our website.

For our public markets strategies, with regards to monitoring strategy, financial, capital structure and material ESG performance and risk, this is done through financial analysis of company reports, attendance of analyst meetings, investor presentations, use of media and third-party research and engagement meetings. Each investment team is responsible for looking at the financial performance and risk and the capital structure of investee companies. Where there is a concern this will inform engagement and investment decisions.

In addition to external research providers, the investment teams and EOS have access to a number of proprietary tools which enable them to pinpoint environmental, social and governance risks at both the company and portfolio level, which may then inform subsequent engagement and investment decisions. For public markets, on social and environmental impact and corporate governance issues in particular the monitoring is informed and supplemented by the engagement and voting recommendations provided by EOS. The investment teams have access to the engagement management database which records the outcomes of EOS engagement meetings, the progress on specific objectives and all voting recommendations EOS makes for Annual General Meetings.

We adopt a systematic approach to identifying companies for engagement. We select companies and tailor the intensity of engagement based on the size of our investment, materiality of the risks and issues and feasibility of achieving change through engagement. The investment teams input into the process to ensure that due attention is paid to materiality considerations. We believe that this enables us to most effectively serve our clients' needs by focusing our efforts on where they are needed the most and can have the most impact. We may also engage with a company or asset in response to a newly identified risk or opportunity.

For our private-market strategies, engagements are prioritised according to the exposure of the portfolios. Material financial, strategic and ESG issues will often form part of engagement with the company prior to investment and once invested. The ESG subject matter expertise of EOS as well as specialist team members within our private market teams, helps the private market strategies to stay abreast of key ESG trends in relevant sectors which informs the investment teams' own engagements with investee companies and assets.

Our real-estate business' ESG team has a comprehensive monitoring programme to measure, monitor and report on the ESG performance of real-estate assets, working with property managers, facilities managers and consultants. ESG and engagement information continue to be integrated into the development and monitoring of our real-estate assets after purchase. The team has a series of procedures and tools to assess, monitor and manage social and environmental risks and opportunities in the real-estate portfolio, which informs the objectives of our engagement. The team also engages with our tenants to ensure sustainability initiatives are successfully delivered.

Following the completion of an investment in the private debt strategies, risks – including material ESG risks – are monitored for any changes. Should an ESG risk arise during the life of the investment, the investment team would engage with the relevant party to rectify or improve the issue.

### How Federated Hermes conducts dialogues with investee companies

Federated Hermes has a well-established outcomes-based philosophy that underpins our approach to engagement and stewardship. There are clear and well-established protocols on how to identify engagement objectives, to escalate and to measure an engagement's effectiveness.

In public markets, the majority of dialogues that form Federated Hermes' engagement with investee companies are conducted by its stewardship services team EOS. Members of EOS may be joined by relevant portfolio managers or analysts from our investment teams. Our investment teams also regularly discuss salient ESG issues with company management directly. The Responsibility Office ensures that our investment teams and EOS work closely together with a joined-up approach.

Federated Hermes adopts a systematic approach to identifying companies for engagement. We select companies and tailor the intensity of engagement based on the size of our investment, materiality of the risks and issues, and feasibility of achieving change through engagement.

Dialogue with investee companies is conducted through meetings, calls, letters or emails, either directly or as part of a collaborative group. The nature and frequency of the dialogue depends on the location of the company, stage of engagement, materiality of the issue and willingness by the company to engage. Federated Hermes uses its own relationship to initiate and progress engagements on the majority of cases, whether through the investment teams or EOS. This is in addition to attending meetings facilitated by intermediaries. The majority of dialogues are conducted with the board of directors, executive teams, corporate secretary, subject specialists or investor relations.

We escalate the intensity of an engagement activity over time, depending on the nature of the challenges each company faces and the attitude of the board towards our dialogue. Generally, our engagement activity becomes more active where we believe engagement will lead to an increase in or prevent/limit a decrease in the value of a company over the long term. While we can be robust in our dealings with companies, the aim is to deliver value for clients, not to seek headlines which could undermine the trust that we believe should otherwise exist between a company and its owners. As a result, we generally prefer to conduct engagement privately rather than taking a public route when seeking change at companies. However, on the occasion that we should not be able to achieve success by using our usual methods of conversations behind closed doors, we may escalate our engagement by choosing to speak publicly at the company's annual general meeting (AGM) to garner additional investor support and add further pressure. When doing so, we would normally notify a company in advance. We may also vote against a resolution or management/the board at a company's AGM. Such choices are carefully considered, as this technique is only used if our usual engagement approach has consistently stalled and we are not confident that the company is taking any action to address our concerns.

Within private markets, our Real Estate team has an extensive community and occupier engagement programme. The investment team works with our property and asset managers on site to engage with the delivery teams, tenants, occupiers and visitors. Our private debt teams focus on identifying current and potential meaningful ESG risks before investing, due to the difficulty of divesting and the capped upside. Because of the current limitations in third-party data, the teams use more qualitative information – often gained through dialogue with the borrower – as well as information contained in the due-diligence packs. Should an ESG issue arise during the life of the investment, the investment team will seek to engage directly with the borrower. The ESG subject matter expertise of EOS informs the investment teams' own engagements with investee companies and assets.

## How Federated Hermes exercises voting rights and other rights attached to shares

Federated Hermes views the exercise of shareholder rights as part of its fiduciary duty and a responsibility of effective stewardship. We are fully cognisant that we, as shareholders, are granted a wide range of rights which both offer us a level of protection and enable us to fulfil effectively our stewardship responsibilities. In particular, we consider the vote as part of the asset and accept that we have a responsibility to exercise this right in a considered fashion.

Federated Hermes' voting and engagement are co-integrated as part of its overarching approach to stewardship. As such our voting decisions as well as EOS' advice to clients on voting decisions are informed by the insights and experience from engagement with the investee company, and the outcomes of voting also inform engagement.

Federated Hermes uses the services of EOS to provide voting research and recommendations that inform Federated Hermes' exercise of voting rights. As such our voting decisions are primarily based on the EOS Regional Corporate Governance and Remuneration Principles, which inform both EOS' Global Voting Guidelines and Federated Hermes' Global Voting Policy and Guidelines. Please refer to the EOS literature section of the Federated Hermes website for further information.

Votes are escalated, including to the executive team where needed, where they are especially significant for the company, complex, or where a disagreement or potential conflict of interest arises with the recommendation received from EOS. The investment teams make the final voting decision in line with their fiduciary obligations to clients, based on the voting recommendation provided by EOS. In those limited circumstances where a conflict over our approach to voting (aside from that directed by client specific policies) or engagement arises -including a disagreement on the appropriate voting action – the matter will be logged and escalated for consensus to be reached at the director level. If the matter cannot be resolved in this way, it is referred to an 'escalation group' whose composition is the same as the Governance Committee. The escalation group comprises the Heads of Investment, Responsibility, Client Relations (observer), Compliance and EOS, as well as Managing Legal Counsel. The group is guided in reaching its decisions by Federated Hermes' mission to deliver sustainable wealth creation, our published Responsible Ownership Principles, voting policies and other appropriate industry endorsed guidance. If there is no majority view of the group then the CEO will make a final decision. If such an instance were to occur, it would be documented and reported to Federated Hermes' Risk and Compliance Committee – an independent sub-committee of the Federated Hermes Board.

Federated Hermes may attend AGMs of investee companies or arrange for representation at AGMs by EOS. This can include asking questions or making statements to the board. Federated Hermes may also file or co-file shareholder resolutions.

The exercise of all voting rights is based on an evaluation of materiality and an analysis of costs and value.

## How Federated Hermes cooperates with other investors

Federated Hermes sees value in both direct and collaborative engagement, and it is the combination of both which leads to the most influence and effective stewardship. Federated Hermes may collaborate with other investors when this may be beneficial for the engagement and influencing the actions and governance of investees. We seek collaboration where interests are aligned, and the objectives are based on material issues. Any collaboration is done in line with applicable rules on anti-trust, conflicts of interest and acting in concert.

## How Federated Hermes communicates with relevant stakeholders of the investee companies

In order to succeed in the long run, we believe that companies will need to effectively manage relationships with key stakeholders. Our stewardship activities may include discussions with relevant stakeholders of investee companies, such as industry bodies, policymakers, regulators, customer groups, employee groups and civil society organisations.

All of our activities are supplemented by our belief in transparency, and our public reporting may also be of value to relevant stakeholders.

## How Federated Hermes manages actual and potential conflicts of interests in relation to the firm's engagement

We actively identify, report and mitigate conflicts of interest in our engagement activities. When any staff member recognises a potential conflict of interest with a company in which they are engaging, they must raise this with their line manager and Compliance. Potential conflicts of interest may arise in relation to engagement or voting relating to a holding in our own shareholders Federated Hermes, Inc. or clients or the sponsors of pension fund clients.

We have internal procedures to regulate the processes and restrict the flow of information among, and within, business units so that activities are carried out with the appropriate level of independence. For example, engagement with and/or generation of voting recommendations in relation to our shareholder is delegated to a senior member of the EOS stewardship team and relevant Federated Hermes investment team members, not the EOS client relationship director.

In our voting and engagements with companies which are the sponsors of, or in the same group as, our clients, we are careful to protect and pursue the interests of all of our clients by seeking to enhance or protect the long-term value of the

companies concerned. In the first instance, we make clear to all pension fund clients with corporate sponsors that we will treat their sponsoring companies in the same way as any other company. In addition, we ensure that in such situations the relevant Federated Hermes client relationship director or manager is not leading the engagement or making the voting recommendation to our investment teams or to EOS clients who request to receive voting recommendations. This same approach would hold true with respect to any engagement with a company with whom Federated Hermes, our owners or our clients, have a strong commercial relationship.

We also have policies that seek to avoid any potential conflicts for individual Federated Hermes staff members arising from engagements with companies in which individuals have personal interest or a material personal relationship with a relevant individual. Where a staff member has a personal connection with a company, he or she is required to make this known and is not permitted to be involved in any relevant engagement activities.

EOS is fully owned by Federated Hermes and led by the Head of Responsibility of Federated Hermes. Any conflict which may arise between clients of the EOS service and other Federated Hermes clients will be addressed in a similar way to conflicts between any of Federated Hermes clients.

Please refer to the Federated Hermes Stewardship Conflicts of Interest Policy, available on our [website](#), for further detail.

Our real estate business has formal procedures to deal with conflicts of interest. Where there are any potential conflicts of interests related to the allocation of real-estate investments between client portfolios, the allocation decision will be approved by the CEO of our real-estate business and the rationale for the allocation set out in the papers presented to the investment executive for formal approval. Any other type of potential conflict of interest would be reported to and dealt with by our real estate Board, or the appointments committee for matters relating to our Federated Hermes Property Unit Trust (FHPUT) fund.

## Further information

Annual reporting on our engagement and voting activities is available on the [Policies and Disclosures](#) page of our website, as well as under the [Insights](#) section.

Please refer to the EOS literature section on the Federated Hermes website as Federated Hermes' appointed stewardship services provider for further information on our stewardship approach and activities.

## Federated Hermes

Federated Hermes is a global leader in active, responsible investing.

Guided by our conviction that responsible investing is the best way to create long-term wealth, we provide specialised capabilities across equity, fixed income and private markets, multi-asset and liquidity management strategies, and world-leading stewardship.

Our goals are to help people invest and retire better, to help clients achieve better risk-adjusted returns, and to contribute to positive outcomes that benefit the wider world.

All activities previously carried out by Hermes Investment Management are now undertaken by Federated Hermes Limited (or one of its subsidiaries). We still offer the same distinct investment propositions and pioneering responsible investment and stewardship services for which we are renowned – in addition to important strategies from the entire group.

## Our investment and stewardship capabilities:

- **Active equities:** global and regional
- **Fixed income:** across regions, sectors and the yield curve
- **Liquidity:** solutions driven by four decades of experience
- **Private markets:** real estate, infrastructure, private equity and debt
- **Stewardship:** corporate engagement, proxy voting, policy advocacy

For more information, visit [www.hermes-investment.com](http://www.hermes-investment.com) or connect with us on social media:

