

## Shareholder Rights Directive Engagement Policy



At William Blair, we are passionate about the profession of investment management. We are an independent, 100% active employee-owned firm with no distractions from our sole priority: creating strong, risk-adjusted returns for our clients.

This policy seeks to provide an explanation as to how William Blair as a group takes an active interest in the decisions made by the companies in which we invest and demonstrates William Blair International and William Blair B.V.'s (together "William Blair") compliance with the the Shareholder Rights Directive (SRD II) Engagement Policy requirements.

October 2023

# Introduction

Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC (together with the relevant national implementing regulations in Ireland, the “SRD”), requires asset managers to develop and publicly disclose an engagement policy that describes how they integrate shareholder engagement in their investment strategy, or publicly disclose a clear and reasoned explanation why they have chosen not to do so, to the extent that they invest in shares of companies (“investee companies”) which have their registered office in a European Union member state (a “Member State”) and whose shares are traded on a regulated market on behalf of investors (the “Shares”).

William Blair is an independent and employee-owned firm with expertise in investment banking, investment management, and private wealth management. William Blair Investment Management (“William Blair Investment Management,” “WBIM,” “We,” or “Our”) refers to the institutional investment management business of the William Blair Group.

# Shareholder Rights Directive Engagement Policy

## ESG Integration and Active Ownership

William Blair Investment Management believes in the importance of integrating key environmental, social, and governance (“ESG”) considerations into our investment processes. We believe that integrating targeted, financially material ESG factors alongside traditional financial metrics in our fundamental research helps us make a more holistic assessment of investment risks and opportunities and is commensurate with the pursuit of superior risk-adjusted returns on behalf of our clients and their beneficiaries.

In 2011, William Blair Investment Management signed the United Nations-supported Principles for Responsible Investment (PRI) given the natural alignment of those principles with our quality-focused approach to investing. As a PRI signatory, we strive to uphold Principle 2, which states that “we will be active owners and incorporate ESG issues into our ownership policies and practices.” Active ownership at William Blair Investment Management is primarily pursued through company engagement and proxy voting.

Our commitment to active ownership is demonstrated by our support of global corporate governance initiatives. As a member of the Investor Stewardship Group, William Blair Investment Management endorses the Framework for U.S. Stewardship and Governance. We are also members of the IFRS Sustainability Alliance, Emerging Markets Investors Alliance, International Corporate Governance Network, and Climate Action 100+. In addition, we are signatories of the UK Stewardship Code, the Japan Stewardship Code, and the Korea Stewardship Code.

## Monitoring of Relevant Matters Affecting Investee Companies (or Issuers)

We shall, to the extent determined appropriate by us and having regard to, among other things, the investment strategy of funds and the nature and size of its exposure to the relevant investee company, monitor the investee company’s approach towards matters such as its business strategy, financial and non-financial performance and risk, capital structure, social and environmental impact, and corporate governance. We may base such monitoring on a variety of sources and mechanisms including, without limitation:

- Reviewing financial and non-financial information such as annual reports, financial statements, and public announcements released on the relevant regulated market by the investee company.
- Engaging in dialogue with the board of directors and management of the investee company.
- Considering third party analysis of the investee company, wider market developments and competitors of the investee company.

For the avoidance of doubt, we do not assume any responsibility for the investee company’s conduct of its business or compliance with its legal, regulatory, corporate governance, and other obligations.

## Engagement and Voting

We provide information about our Engagement and Voting approaches in our Environmental, Social and Governance (ESG) Policy at [www.williamblair.com](http://www.williamblair.com)

Clients invested in the William Blair Funds and the William Blair SICAV funds can access the Proxy Voting Policy Statement and Procedures on the respective fund websites.

# Shareholder Rights Directive Engagement Policy (continued)

## **Cooperation and Communication with Other Shareholders and Stakeholders in Investee Companies**

We may, at our discretion and having regard to the investment strategy of a fund, enter into dialogue and/or collaborate with shareholders and other stakeholders in investee companies or issuers (e.g. employees, suppliers, customers, creditors, etc.).

Any such collaboration must be carried out in accordance with the applicable law and regulation and our [conflicts of interest policy](#).

## **Annual Disclosure on Implementation of this Policy**

We shall, to the extent required by applicable law and regulation, disclose on our website at [www.williamblair.com](http://www.williamblair.com) on an annual basis:

- How we have implemented this policy, including a general description of voting behavior, an explanation of the most significant votes and the use of services of proxy advisors; and how we cast votes in the general meetings of investee companies. Such a disclosure may exclude votes that are insignificant due to the subject matter of the vote or the size of the holdings in the investee company.

## **Conflicts of Interests**

As a fiduciary, William Blair seeks to place the interests of clients first and avoid conflicts of interest, including those that arise from voting or engagement issues.

William Blair has implemented and maintains comprehensive policies, which are designed to mitigate conflicts or potential conflicts that may arise. These policies are designed to ensure that the management of any conflict is carried out in such a manner that clients are not disadvantaged as a result.

In addition, William Blair Investment Management's proxy administration specialist, Institutional Shareholder Services, also aims to operate its business to the highest ethical standards and publishes its ethics policy, engagement policy, and conflict of interests policy on its public website.

### **Important Information**

William Blair Investment Management, LLC (“WBIM”) is a global investment firm that offers investment advisory services and is registered as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”). William Blair International, Ltd (“WBIL”) is an FCA authorized firm headquartered in London, United Kingdom. WBIL is a subsidiary of William Blair & Company, L.L.C. (“WBC”), and is a participating affiliate of WBIM. William Blair B.V. (“WBBV”) is a licensed investment firm, headquartered in the Netherlands, authorized and supervised by the Dutch Authority for the Financial Markets. WBBV is a participating affiliate of WBIM. WBC is registered with the SEC as both an investment adviser and a securities broker-dealer. Neither WBC nor WBIM are subject to FCA or MiFID II rules and regulations.

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