

Marylebone Partners LLP

Shareholder Engagement Policy incorporating our approach to Responsible Investing and the UK Stewardship Code

November 2022

Marylebone Partners LLP (“Marylebone Partners” or “the Firm”) is an independent investment manager, authorised and regulated by the Financial Conduct Authority (“FCA”). Our purpose is to protect and grow the wealth of our clients, who include charities, foundations, family offices, individuals and trusts.

We seek to capitalise on the opportunities that often result from macro uncertainty, technical distortions and the short-termism of others. Our decisions are made by an experienced team, with an exceptional ideas network. Marylebone Partners has achieved its investment targets for its clients across the varied market conditions since our inception in 2013.

Marylebone became a member of the PRI on 27 April 2022 to further its commitment to including environmental, social and governance (ESG) factors in investment decision making and ownership. Marylebone expects to commence public reporting for the calendar year 2023.

Our approach to the Shareholder Rights Directive

The Second Shareholder Rights Directive (“SRD”) aims to improve shareholder engagement and increase transparency around stewardship. We invest in listed equities and as such we are required to disclose and make publicly available our policies on how we engage with other shareholders and the companies that we invest in, and how our strategies create long-term value.

The Firm has elected to publicly disclose its Engagement Policy and this is set out further below.

Our investment strategy

We build an actively managed global portfolio, to deliver a differentiated return stream to our clients. This comprises three main segments: 1) Special Investments (opt in for clients of our open-ended funds); 2) External Managers; and 3) Direct Investments.

We apply the same core beliefs and values to engagement for all three segments.

With respect to our allocations to external managers and to special investments implemented through manager vehicles, we do not restrict ourselves solely to investing in dedicated environmental, social and governance (“ESG”) strategies, but ask managers to share their approach and, where relevant, their policies with respect to ESG, as part of our due diligence. We neither consider it constructive nor pragmatic to be prescriptive, recognising that each manager’s policy should reflect their distinctive strategy, values and culture. We appraise our managers’ ESG practices with respect to: 1) firm and team; 2) investment philosophy and

process; and 3) portfolio outcomes. To do so, we draw on their formal policies, seeking to engage with the manager on any issues or opportunities that we identify as material.

With respect to our direct investments, we integrate the evaluation of ESG considerations into our research process. As long-term fundamental investors, we believe that long term investment performance and an awareness and appropriate management of ESG issues and opportunities go hand in hand. We focus primarily on large capitalisation stocks that can demonstrate top-line growth by serving growing markets, exhibit high levels of profitability and have strong balance sheets. These companies tend to operate responsibly and practise good governance. We appraise our companies' ESG practices with respect to: 1) people and culture; 2) strategy and operating practices; and 3) governance and disclosure. To do so, we draw on disclosures by both the company and, where relevant, third party data providers, seeking to engage with the company on any issues or opportunities that we identify as material.

We aim to vote on all proxies that are presented. We are responsible for voting proxies and taking decisions in connection with proxy voting of our direct equity investments. We work through Institutional Shareholder Services Inc. ("ISS") Proxy Edge to manage the mechanics of our voting unaffected by their research or recommendations.

Based on the size of each direct holding we do not consider that there are any votes that are considered "significant" as defined in the Shareholder Rights Directive.

Cooperation with other shareholders and communicating with relevant stakeholders

We are willing to engage and collaborate with other investors, where it is permitted by law and regulations, and in the interests of our clients. Where it is appropriate, we would be willing to communicate and cooperate with relevant stakeholder groups. Communications typically are not undertaken with stakeholders e.g. company employees, bondholders, trade unions, customers and/or suppliers, but in the event that this was considered appropriate, communication would be undertaken in the same way and with the same controls as if we were talking to the company itself.

How we manage actual and potential conflicts of interest in relation to our engagement

We take our duty to place the interests of our clients before our own seriously and maintain policies designed to avoid or manage conflicts of interests. Our personal account dealing policy places a strict prohibition on our staff and their related persons from trading in the securities of our investee companies or of companies contemplated for our client accounts and/or any security that is on our restricted list, in the unlikely event that we have been made an 'insider'. More generally, no personal trades in securities may be undertaken where a conflict of interest arises.

It is our policy that our staff may not engage in any external business activities or associations unless these are not inconsistent with the interests of our clients. We do not permit our staff to hold any executive position with an investee company.

Additionally, our staff may not accept from any person any benefit or inducement which might be seen as conflicting with their duties to the Firm or to any of our clients. We permit minor non-monetary benefits such as conferences/seminars/training events relevant to our investment business, and hospitality of a de-minimis value. Business entertainment and gifts are similarly subject to strict restrictions on value and frequency. All instances of gifts (either given or received) to third parties, if not de-minimis, must be reported, as must all instances of third-party business entertainment.

Our approach to the UK Stewardship Code

Marylebone Partners is required to disclose the nature of its commitment to the UK Financial Reporting Council's Stewardship Code (the "Code") or, where it does not commit to the Code, its alternative investment strategy pursuant to FCA rules.

The Code is a voluntary code, which aims to enhance the quality of engagement between asset owners/asset managers and listed companies in the UK, to help improve long-term risk-adjusted returns to shareholders and the efficient exercise of governance responsibilities. It sets out good practice on engagement with investee companies and is to be applied by firms on a "comply or explain" basis. It also describes steps that asset owners can take to protect and enhance the value that accrues to the ultimate beneficiary.

As described above, Marylebone Partners pursues an investment strategy that involves it investing in a variety of global equities and funds managed by external fund managers. For investment decisions relating to investments in global equities, Marylebone Partners will rely upon publicly available data and engagement with company management as described above. UK listed equities are likely to constitute only a portion of the portfolio and therefore the Code will only be directly relevant to limited aspects of the Firm's trading. As a result, the Firm has chosen not to commit to the Code.