ROBECO
The Investment Engineers

ACTIVE OWNERSHIP SERVICES

For professional investors

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Foreword

Sustainable investing has moved in recent years from the margins to the mainstream of the global investment landscape. Whether it be scenario analysis and business model innovation in the oil and gas sector, understanding and adapting to the changing preferences of consumers, or raising corporate governance standards in emerging markets, sustainability is firmly on the agenda of most asset owners and managers.

As part of this trend, institutional investors increasingly want a say in how their investee companies perform on environmental, social and governance (ESG) factors. Robeco's active ownership program enables institutional investors to mitigate key ESG risks in their portfolios, and take advantage of the long term ESG trends shaping global markets.

Building on our founding philosophy that every investment strategy should be research driven, we undertake extensive research for every engagement we undertake, always focusing on the most material ESG factors which drive long term company performance. We do this in that belief that engagement with companies in which we and our clients invest will have a positive impact on both long term investment results and on society.

It's an approach that works, with a growing body of academic research showing that increasing company performance through engagement on financially material ESG factors can in turn lead to increased financial performance as a result.

So what makes our approach different? Robeco's active ownership proposition builds on three integrated and complementary elements:

1. Extensive engagement track record of Active Ownership team;
2. RobecoSAM's sustainability research expertise;
3. Robeco's asset management expertise.

These building blocks allow us to offer a fully integrated service offering, fully leveraging our Sustainable Investing expertise, and setting the standard for the investment industry.

Carola van Lamoen,

Head of Active Ownership

1 Introduction

We believe that being active owners of the companies in which we and our clients invest contributes to both investment results and society.

With over 20 years of experience in engagement and voting, Robeco's integrated approach to active ownership is widely recognized as representing best practice in the asset management industry. The quality of our approach was confirmed in the 2018 assessment by the United Nations Principles for Responsible Investment (PRI), in which we attained the highest possible score (A+) for active ownership, among other aspects of our business. Our dedicated Active Ownership team is responsible for carrying out all our stewardship activities in-house, conducting engagement and voting services for clients. It forms part of the Investments department of Robeco.

Active Ownership is a key tenet of sustainable investing, which is integral to Robeco's overall strategy. We are convinced that integrating environmental, social and governance (ESG) factors into our investment process results in better-informed investment decisions. ESG factors are now routinely integrated into our entire range of fundamental equities, fixed income, quantitative and bespoke sustainable funds. We believe that sustainability is a long-term force for change in markets, countries and companies, and can have an important impact on future performance.

> 'Safeguarding economic, environmental and social assets is a prerequisite for a healthy economy and the generation of attractive returns in the future'

A leading advocate for Sustainable investing

The UN Principles of Responsible Investment	Robeco and RobecoSAM were early PRI signatories and have been awarded highest scores
Stewardship Codes	RobecoSAM is a founding member of the Global Impact Investing Network. Robeco subscribes to the Dutch SDG Investing agenda and to multiple stewardship codes across the globe
Dow Jones Sustainable Indexes	RobecoSAM has partnered with S&P Dow Jones Indices since 1999 and provides the research that powers the S&P Dow Jones Sustainable Index series
Knowledge sharing with our clients	We actively share our insights and developments in sustainability investing with our clients through client conferences, the RobecoSAM Forum, webinars and publications

What is active ownership?

Active ownership simply means exerting your influence and exercising your rights as an investor, either as a shareholder or bondholder. We have found that investors increasingly wish to have a say in how companies in their investment portfolios are managed – particularly when it comes to ESG issues. The Active Ownership team enables institutional investors to achieve this by engaging with companies and voting on issues with the aim of maximizing the long-term value of their investments.

Engagement

Robeco actively engages with companies on behalf of our clients in a constructive manner. We believe improvements in sustainable corporate behavior as a result of engagement can result in an enhanced risk-return profile for our investments. Robeco engages with companies worldwide, covering both equity and credit portfolios, on a wide range of themes. Our engagement program has been in place since 2005 and encompasses individual engagements, as well as collaborations with other investors.

Voting

Robeco's dedicated voting team offers a comprehensive proxy voting service and currently votes on behalf of clients at approximately 5,200 shareholder meetings per year. We manage the entire proxy-voting process, ensuring that all the requirements of parties in the voting chain are met. Robeco has been voting for its investment funds and on behalf of institutional clients since 1998.

Why Active Ownership?

Multiple reasons to be an active owner exist, ranging from compliance with global stewardship codes, to creating impact on corporates and society as a whole.

PRI Principle 2	We will be active owners and incorporate ESG issues into our ownership policies and practices
Society	Half the UK population thinks investors have stewardship responsibilities
Compliance	Active Ownership is an essential component of compliance with the IMVB and multiple stewardship codes
Materiality	Studies show a connection between engagement success and financial performance
Impact	Focusing on materiality can lead to increased shareholder value creation

Why Robeco?

Robeco's active ownership proposition builds Robeco's core strenghts in the area of sustainability investing, placing us in a unique position within the asset management field – setting the standard for the financial industry.

With over 20 years of experience in proxy voting and engagement, Robeco's integrated approach is widely recognized as best practice in the asset management industry.

'With over 20 years of experience in proxy voting and engagement, Robeco's integrated approach is widely recognized as best practice in the asset management industry'

A unique sustainability culture

The active ownership framework is built on our 23 years of experience in sustainable investing, during which time we have been a leading advocate for developments within the field, often leading from the front.

Working collaboratively across teams is key to our culture; Active Ownership team members liaise closely with Robeco's Investment teams and RobecoSAM's research teams. In our engagement theme selection process, portfolio managers, SI researchers and engagement specialists combine their efforts in a joint process, with an ever-present focus on financial materiality.

World class sustainability research

At the bedrock of our approach lies our company's founding principle – that every investment strategy should be research-driven. This still holds true almost nine decades after the principle was enshrined in our DNA by our first director. All of our actions related to sustainability and active ownership are backed by exhaustive research.

Our close cooperation with the SI research team of RobecoSAM – particularly in using its proprietary Corporate Sustainability Assessment and Country Sustainability Ranking – allows us to fully leverage every scrap of information necessary for better-informed investment decisions.

External credibility

Robeco believes in the importance of external verification for the quality of our work. We therefore attach significant importance to the annual grading of our policies and processes by the PRI, gaining the highest possible score of A+ for all modules in 2018. In each of the five preceding years, Robeco's Active Ownership practices have also received the highest possible scores.

Since 2017, Robeco has conducted an annual internal audit on the assessment report, making us one of the very first asset managers in the world to have done so.

Additionally, in a recent survey on the 'Responsible Investment Performance of European Asset Managers' by Share Action, Robeco ranked amongst the top performers. As clients and other stakeholders are increasingly scrutinizing the sustainable investing approaches of asset managers, we aim to meet this growing demand for accountability and verification.

A multi-national, multi-lingual team

The Active Ownership team was established as a centralized competence center in 2005. It consists of 13 qualified voting and engagement professionals based in Rotterdam and Hong Kong. Our multi-national and multi-lingual team allows us to operate across global markets, and is headed by Carola van Lamoen. The team cooperates closely with SI colleagues at RobecoSAM in Zurich, and with portfolio managers and Robeco's local offices around the globe.

EUR 380 BILLION
Assets under engagement

771
Engagement activities

EUR 70 BILLION
Assets under voting

59
Closed cases

255
Engagement cases

5,926
Shareholder meetings voted

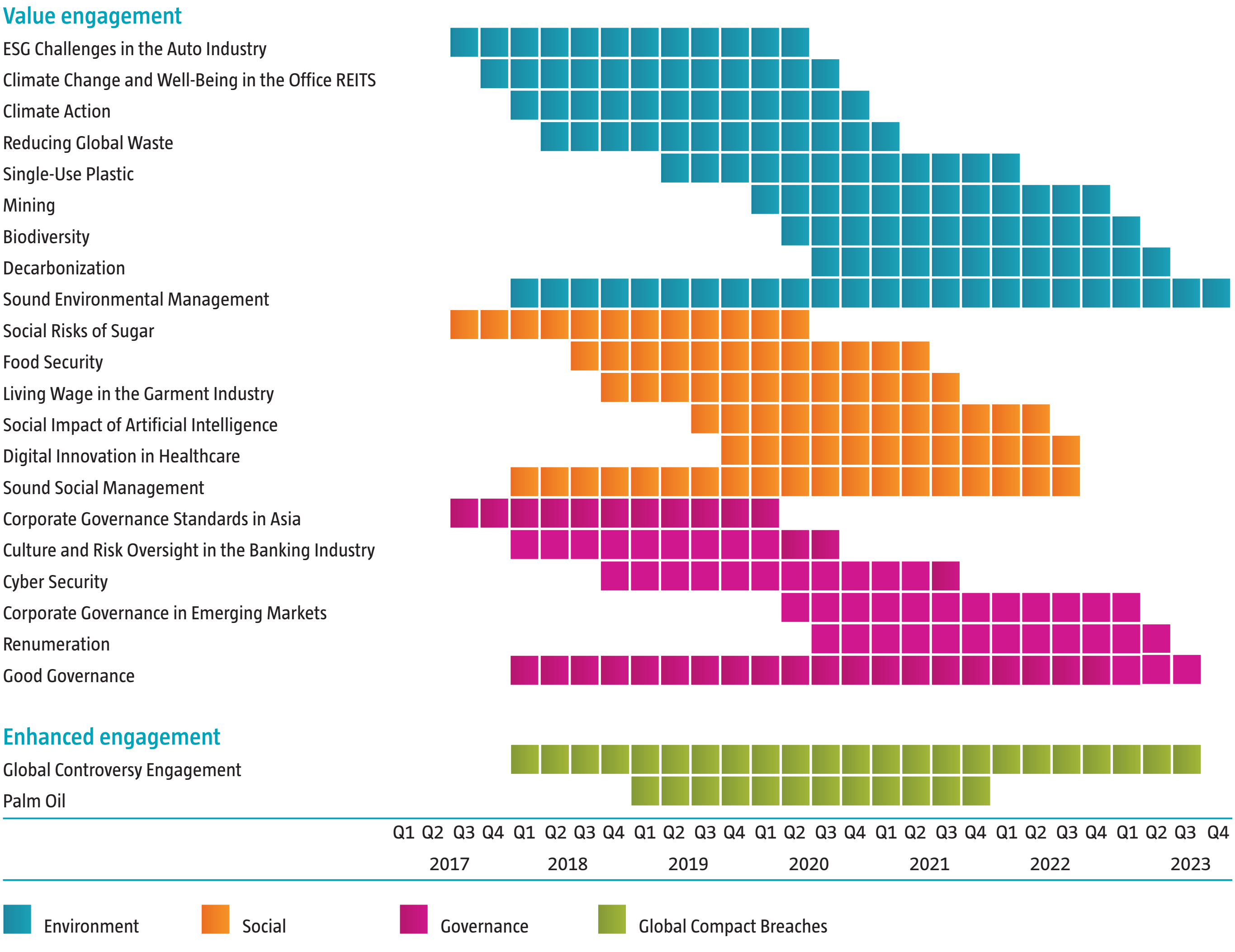
58%
Cases closed successfully

229
Companies engaged

58%
Meetings with votes against management

Source: Robeco

Engagement themes 2020



Source: Robeco

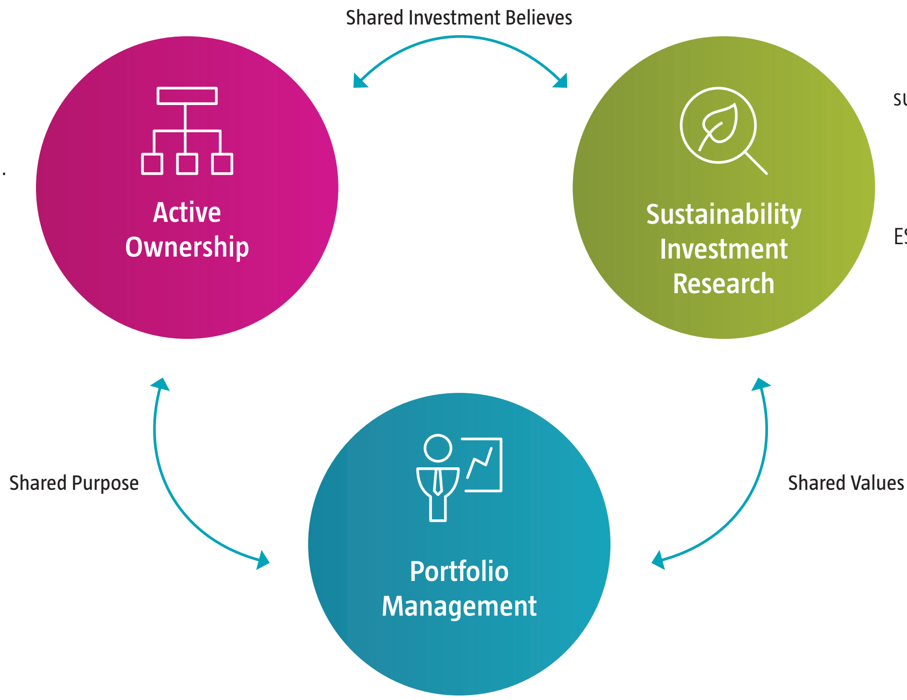
2 Engagement

Using close collaboration between expert teams, our engagement program focuses on identifying, engaging with and improving company behavior on a focused set of the most financially material ESG issues.

The Active Ownership team's engagement approach focuses on knowledge sharing, and leverages various areas of expertise. This close collaboration between teams with valuable capabilities allows us to select engagements which are financially material and able to create sustainability impact within our clients' portfolios. RobecoSAM's SI research department provides input for the analysis of engagement cases, adding to the quality and depth of the engagement process. We also leverage Robeco's global presence by collaborating with investment professionals in Robeco's offices outside the Netherlands, utilizing many different language capabilities and the benefits of local knowledge.

Close cooperation between dedicated, expert teams

Within Robeco we have an 14-strong team focused solely on active ownership.



Our specialist sustainability analysts at RobecoSAM have been focusing on financially material ESG issues since 1995.

Our active ownership activities leverage on the insights of our portfolio management teams, leading to a superior understanding of materiality.

For all engagements, extensive baseline thematic research and company profiles are prepared, mapping each company's exposure to the theme. We then determine SMART (Specific, Measurable, Achievable, Relevant, Time-bound) engagement objectives that have the most potential to create value for companies, and therefore investors. We assess the relative performance within the peer group, determining the initial level of attainment of each objective at the start of the engagement, with quarterly updates.

The outcomes of our engagement over time are represented by six possible levels of progress. At the level of engagement objectives, companies can exhibit positive, neutral, or negative progress. Developments at the overall theme level are in turn determined by objective level progress, and also fall into the categories of positive, neutral, or negative overall progress.

During our dialogues with companies, we discuss the issues underlying each objective. Based on the progress that the company demonstrates, we adjust the status of the relevant objectives. For each company, we define a challenging but realistic threshold of objectives that we expect to be met at the end of the engagement timeframe. If this threshold has been met, we close the engagement case successfully.

1. Identify Financial Material ESG Theme
2. Conduct Extensive Baseline Research
3. Define SMART Engagement Objectives
4. Initiate Dialogue with company
5. Achieve impact and report to clients

Types of engagement program

We distinguish between two types of engagement:

- Value engagement is a proactive approach centered on material sustainability themes that have the most potential to create value for shareholders.
- Enhanced engagement focuses on companies that severely and structurally breach principles of the United National Global Compact (UNGC) and/or OECD Guidelines for Multinational Enterprises.

Theme selection: value engagement

We categorize chosen themes by the three pillars of 'ESG', given their relative relationship to environmental, social or governance issues, depending on what the company does. Engagement themes run for a three-year period.

We select companies for engagement based on their exposure to the engagement topic and representation in our clients' portfolios. Every year, we select between three and five new themes, each of which features ten companies on average.

Theme selection: enhanced engagement

Enhanced engagement is aimed at eliminating a company's breach of the UNGC and/or OECD Guidelines for Multinational Enterprises, and installing proper management systems to prevent such a breach from recurring. We allow for a maximum of three years of engagement with a company in this program. If engagement is unsuccessful, the company is considered for exclusion. Enhanced engagement cases are selected quarterly.

Engagement focus can differ between various investment exposures. For example, engagements for credit portfolios are likely to focus on downside ESG risks, whereas engagements for equity portfolios are more likely to focus on both ESG risks and opportunities, as well as shareholder rights.

Engagement at the required organizational level

Engagements usually begin with an explanation of our objectives to a company's Investor Relations department via e-mail, letter or phone call, followed by conference calls or meetings with the people who have the expertise to address the underlying issues. Where relevant, senior management may also be involved in our discussions. If Investor Relations are non-responsive to an engagement invitation, we approach senior management directly.

Engagement Process: Focus on materiality and impact

Define engagement objectives

Year one

- Conduct baseline analysis of each companies performance against each engagement objective
- Establish initial engagement dialogue with company
- Reporting to clients and portfolio managers

Ongoing dialogue

Year two

- Multiple engagement dialogues with relevant company representative
- Assessment of any changes in company performance relative to the engagement objectives
- Reporting to clients and portfolio managers

Conclusion of engagement

Year three

- Overall assessment of company performance versus objectives
- Close of overall engagement case successfully or unsuccessfully
- Reporting to clients and portfolio managers

Escalation of issues in cases of unresponsiveness

In both value and enhanced engagements, a lack of responsiveness by the company can be addressed by seeking collective engagement, attending a shareholder meeting in person, or sharing written concerns with the board. This could also lead to adverse proxy voting instructions from the Active Ownership team on related agenda items at a shareholder meeting. The ultimate sanction is exclusion from portfolios, which can lead to serious reputational and funding problems for companies that simply cannot or will not improve.

3 Case Studies

The examples of Royal Dutch Shell and Roche illustrate what can be achieved with targeted and effective active ownership activities.

Royal Dutch Shell links pay to footprint

Robeco enjoyed a major triumph in 2018 in getting Royal Dutch Shell to lower its carbon footprint. The principal result in the company agreeing to link executive pay with carbon reduction targets is unprecedented.

After a sustained campaign led by Robeco on behalf of Climate Action 100+, the Anglo-Dutch oil major agreed to set short-term targets for cutting carbon emissions – and surprised many by saying it will link executive pay to meeting these objectives for the first time. Climate Action 100+ is an initiative spearheaded by investors with more than USD 32 trillion in assets under management.

Introducing an ambition

Shell was already the first oil and gas company to introduce an ambition to reduce its carbon footprint, stretching out to 2050. Meeting the challenge of tackling climate change requires unprecedented collaboration, as was demonstrated by its engagements with investors.

In a joint statement with investors, the company said it aims to reduce its Net Carbon Footprint (NCF) by around half by 2050 and by around 20% by 2035 as an interim step. To operationalize this long-term ambition, Shell will start setting specific NCF targets for shorter-term periods of three or five years. The target will be set each year for the next three- or five-year period, and the target setting process will start from 2020 and will run to 2050.

Link with remuneration

Shell said it will also incorporate a link between energy transition and long-term remuneration as part of its revised Remuneration Policy, which will be subject to a shareholder vote at the 2020 Annual General Meeting (AGM). If approved at the AGM, the policy will include a NCF-related measure, as well as other measures, to have a balance of leading and lagging performance metrics over a three-or five-year performance period.

The measures for each performance period will be set on an annual rolling basis at the time of the award, and will be subject to the annual remuneration target-setting process as well as to the final plan design. The measures and targets will evolve as time progresses over the years to 2050.

Roche welcomes dialog on issues

Robeco views engagement as an essential means of securing sustainability improvements at its investments. But what's in it for the company?

The Swiss pharmaceutical group Roche said its talks with Robeco as part of a wider engagement with eleven companies improved its practices, focused minds, and improved transparency. And it was happy to publicly disclose the results, believing that this will lead to a better understanding of the issues facing a complex industry.

The top five material topics for the pharma industry are innovation management, product quality and safety management, business ethics, clinical trial transparency, and access to medicine. Roche said engagement has raised awareness at the company.

Pledge on product quality

"We know that product quality and safety – not harming patients – are our license to operate," the company said. "We appreciate that you flagged this topic, as it confirmed the high importance that we attach to it. In our talks, you highlighted very important issues, such as product recalls. You made us more aware that any warning letter or recall will result in Roche being punished by the market."

Business ethics have been another problem; 20 years ago, the pharmaceutical industry did not have the best reputation in this area, with a number of scandals on issues such as paying doctors to promote drugs that were not necessarily beneficial to their patient. Part of the engagement process challenged companies to detail what they had done to rectify this.

Clinical trial transparency

The company also pledged to share information on all Roche-sponsored safety and efficacy studies, even when the outcome is negative," he says. "This helps physicians, patients and healthcare providers to make informed treatment decisions. The engagement with you confirmed that it doesn't help healthcare if companies are not transparent about their clinical trials. We have to address this as an industry."

4 Proxy Voting

We aim to make each vote count, leveraging the experience of the Active Ownership team, the sector and country-specific knowledge of our investment analysts and portfolio managers, and RobecoSAM's sustainability data and research.

Through voting, we aim to encourage the management teams of companies in which we invest to implement good corporate governance and responsible policies. We believe this will increase long-term shareholder value while also encouraging responsible corporate behavior.

Our proxy voting policy is based on the widely accepted principles of the International Corporate Governance Network (ICGN), which provide a broad framework for assessing companies' corporate governance. The ICGN principles offer scope for companies to be assessed according to local standards, national legislation and codes of conduct. Our voting policy is reviewed at least once a year. We also take into account company-specific circumstances and best practices when casting our vote.

When deciding where and when to vote, the Active Ownership team develops a focus list, using both internal and external input from a variety of sources. Aside from routinely liaising with Robeco and RobecoSAM investment analysts and portfolio managers, we also consult external ESG data providers, media analysis and corporate governance watch lists.

Companies under engagement are automatically added to the focus list. This list allows the team to keep abreast of interesting developments across our clients' portfolios, and to perform additional in-depth analysis in the areas where it can add most value. Examples of this include issues related to M&A, shareholder proposals and companies with other corporate governance issues, such as executive remuneration or board composition

For these agenda items we use proprietary assessment frameworks. In addition, we analyze proxy voting research, gather input from investment managers and review sustainability reports, annual reports and news flow. This level of integrated corporate governance analysis leads to better-informed voting decisions on behalf of Robeco funds and those of our clients.

A highly structured voting process

The basis of any well-informed proxy voting decision starts with the development of a policy designed to ensure that we vote proxies in the best interest of our clients. Robeco has a comprehensive voting policy based on 20 years of experience and insights, and we incorporate specific policy wishes in its mandates where this is requested. We vote at almost every possible meeting relevant to our holdings, regardless of region or company.

Directly after the shareholder meeting's documents are made available, the voting process begins, in a series of phases, from the initial research, to the final publication of the outcomes of the voting.

The research phase

We purchase research from leading corporate governance providers for every meeting under our voting scope. This provides us with detailed information on every agenda item, and serves as the starting point for our analysis.

Voting analysis

This is based on our extensive screening of important agenda items. Voting analysts review all relevant material, such as sustainability reports, annual reports, and news items. We use three forms of input:

- Input from equity analysts and portfolio managers. We utilise the financial materiality and sector knowledge of our investment teams to inform our voting decisions.
- Input from engagement specialists. If the company is under engagement, we discuss the agenda with the engagement specialist responsible for the case.
- Input from RobecoSAM. By leveraging its comprehensive database, RobecoSAM is ideally positioned to identify companies leading and lagging their peers in terms of sustainability. Information provided by other sustainability research providers is also taken into account in our holistic voting analysis.

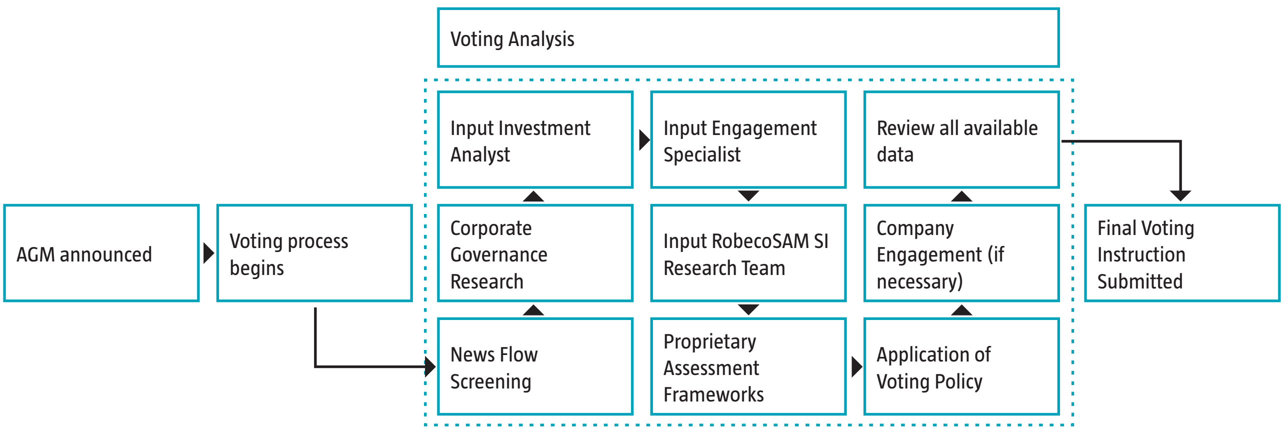
For specific agenda items, such as executive remuneration, board composition and shareholder proposals, we use proprietary assessment frameworks to guide our voting instructions. Clients can choose to be notified of all upcoming meetings taking place in their portfolios, in order to review final voting instructions before they are submitted.

Voting instruction

The voting decision is made using an electronic voting platform, in line with the client's voting policy, if applicable. Voting analysts use the data gathered in the previous steps to ensure a fully informed decision. The voting analysts follow common assessment frameworks and conduct weekly meetings to ensure that the policy is implemented consistently and accurately.

Furthermore, information captured from the shareholder meeting is taken into account in forthcoming engagement activities. We aim to make each vote count, leveraging the experience of all our teams.

Robeco Proxy Voting Process



Upcoming votes

We are able to provide customized email notifications based on a wide range of client demands. We can notify our clients on all upcoming shareholder meetings of companies held in client portfolios, or solely for votes deemed to be contentious.

As an example of further customization potential, some clients have a particular focus on environmental shareholder resolutions, and are therefore notified in all cases where such a proposal is up for vote at a meeting of one of their holdings. Other clients wish to be notified of meetings in their local markets, when mergers and acquisitions are taking place, or wish to receive notifications based on their own watch lists.

Approach to shareholder proposals

Robeco maintains a proactive approach to voting on shareholder resolutions. In practice, we will support shareholder proposals which enhance long-term shareholder value creation, or address material ESG risks.

In 2018, we supported over three quarters of all environmental shareholder resolutions on which we were able to vote. On a case by case basis, we also assess if we want to (co-) file a shareholder resolution as part of our voting and engagement activities. When Robeco does co-file, clients are welcome to join this process.

Integrated voting and engagement

Robeco provides a fully integrated voting and engagement service. This close collaboration between expert teams makes sure both are aligned, so that the overall aims can be better achieved, and the message is consistent. For example, engagement specialists are closely involved in voting at the shareholder meetings of companies under engagement, providing insights from their engagement dialogues where relevant.

In exceptional cases, Robeco will begin engagement with portfolio companies following either adverse voting outcomes – such as where a management agenda item has failed to gain a majority – or when Robeco has voted against management on a particular agenda item. Such cases are reviewed and selected during a weekly analyst meeting.

5 | Service and transparency

We always ensure that, first and foremost, we meet the specific needs of our clients.

The Active Ownership team acts in accordance with our responsibility to always meet our clients' needs. By entrusting Robeco with their investment stewardship activities, they are assured a high-quality, verifiable, and transparent active ownership service. Our client reporting packages provide easily accessible, yet comprehensive, insight into our engagement and voting process and outcomes. Robeco's reporting can be used to be aggregated and given to other organizations, such as clients' annual UN PRI submissions. Should there be other specific reporting needs, we are always happy to discuss this on a case-by-case basis.

Comprehensive client reporting

Transparency is a key element in creating a reporting package that fulfils our client's needs. This is attained through a combination of reports which can be shared publicly, and some which are confidential to our clients. Our flexible engagement platform allows us to provide customized reports, consisting of qualitative descriptions of engagement activities and quantitative indicators on the engagement progress. We also provide a quarterly voting rationale report that explains why we have voted against management at high-profile meetings, and highlight the most important developments in corporate governance in certain markets. On a quarterly basis, we provide a publicly shareable Active Ownership report, containing engagement statistics for the quarter, voting highlights and articles on engagement themes. This reporting is designed to allow our clients – and the wider public – to transparently report through to their beneficiaries on the activities undertaken by Robeco on their behalf.

Online disclosure of voting results

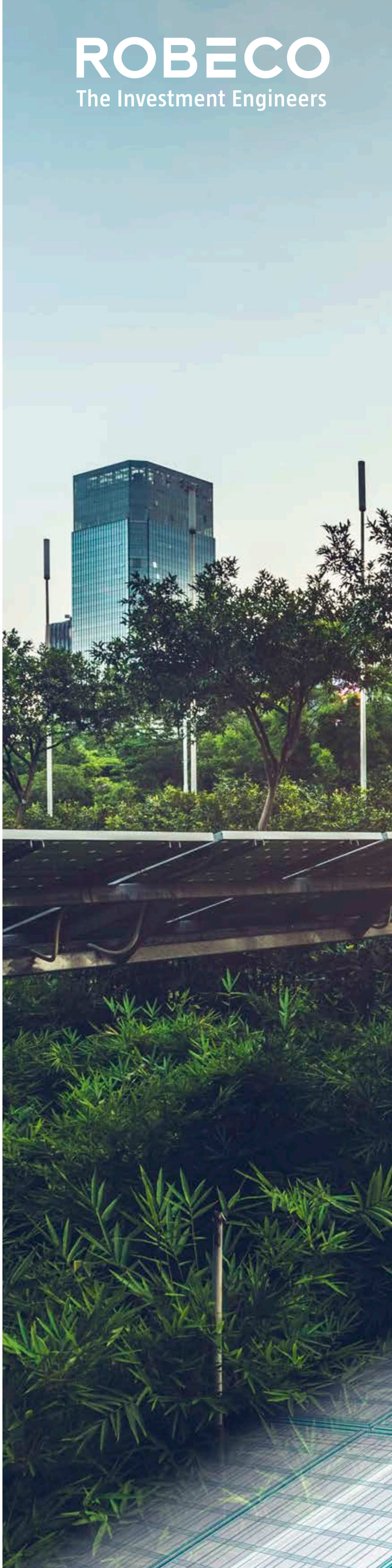
Robeco publishes the voting results of its own funds on a dedicated proxy voting disclosure website soon after the shareholder meeting has taken place. This is a fully automated process. Such web disclosure may also be set up for clients to disclose timely and accurate vote decisions for their own portfolios.

Client events

We organize a client event at Robeco's offices in Rotterdam twice a year to share knowledge about our active ownership activities. For those who are unable to attend in person, a live web stream is also made available. At these events, new engagement themes are presented, as well as a selection of in-depth updates on the progress of running themes.

Matching client voting policies

We ensure that we vote in the best interest of long-term shareholders. When there are specific requests by our clients, we first analyze whether they are in line with our own guidelines and policies. In general, we see that our voting policy does not differ significantly from guidelines of institutional investors. Nonetheless, for discretionary mandates, we can develop a tailor-made voting policy. If clients have specific voting criteria that differ from our own, we can set up a custom voting policy. In many cases clients have principle-based policies and like to be notified in case of specific events. In these cases, we can set up watch lists and vote in line with the clients' philosophy. We are able to implement varying guidelines in different markets.



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