

Outline Conflicts of Interest policy Robeco Institutional Asset Management B.V.

Preventing and controlling conflicts of interest at Robeco Institutional Asset Management B.V. (hereinafter referred to as Robeco) is an important element in ensuring that the interests of clients, the financial markets and the integrity and reputation of Robeco are protected. Robeco distinguishes three areas in which conflicts of interest can occur. These are:

Conflicts of interest between (employees of) Robeco and clients

Examples of this type of conflict are situations where Robeco or an employee of Robeco:

- could achieve financial gain or prevent a financial loss at a client's expense;
- has an incentive (financial or otherwise) to allow the interests of Robeco or an employee to prevail over the interests of clients;
- has an interest in the result of a service or activity performed for the client or a transaction performed on behalf of the client which deviates from the client's interest.

Conflicts of interest among clients or funds

Examples of this type of conflict are situations where Robeco or an employee of Robeco:

- has an incentive to prevail the interests of (the investors) in one of the funds above the interests of (the investors) in another fund, for example when it comes to fund-in-fund investments or the allocation of IPOs;
- has a financial or other incentive to allow the interest of a client or group of clients to prevail over the interests of other clients;
- has to take a decision that could have a different effect on one group of clients than on another, such as a correction to a Net Asset Value;
- receives (confidential) information from a client which cannot be (automatically) used by Robeco for itself or for other clients.

Conflicts of interest within or among departments and between the services Robeco provides

Situations in which this type of conflict may occur include those where:

- departments perform activities or services (e.g. asset management, distribution or securities lending) for the benefit of other departments;
- employees have different interests as a result of a combination of job functions;
- employees have an affective relation or a family relation with a colleague, which might give the semblance of potential undue influence regarding the job performance.

Robeco has implemented various measures to prevent and control these conflicts of interest. These measures are included in Robeco's Conflicts of Interest policy and include segregation of functions/duties, proper handling of information, transparency, strict rules on accepting ancillary functions, gifts and other inappropriate stimuli, rules on private investments, restrictions on investments in ORIX, and the equal treatment of clients. Every year, Robeco makes an analysis of potential conflicts of interest. If this analysis shows that a potential conflict of interest is not being managed effectively, extra measures will be taken and the procedure will be adapted accordingly.

Inducements

Monetary and non-monetary benefits (inducements) paid to or received from third parties are restricted, depending on the nature of the services rendered by Robeco. Robeco may, from time to time, provide or receive non-monetary benefits that are considered minor in nature, provided that these are designed to enhance the quality of the service to the client, and do not impair compliance with the duty to act honestly, fairly and professionally in accordance with the best interests of the client.

The payment or benefit which enables or is necessary for the provision of investment services, such as custody costs, settlement and exchange fees, regulatory levies or legal fees, and which by its nature cannot give rise to conflicts with the investment firm's duties to act honestly, fairly and professionally in accordance with the best interests of its clients, are not considered as inducements.