



Shareholder Rights Directive II (SRD II) Statement

Fiera Capital (UK) Limited

COBS 2.2B Disclosure

Engagement Policy

Fiera Capital (UK) Limited (“the Firm”) is committed to effective stewardship and long-term investment decision-making in accordance with the Shareholder Rights Directive II (SRD II), as implemented in the UK under COBS 2.2B of the Financial Conduct Authority (FCA) Handbook.

The Firm, as part of the Fiera Capital Group (“Fiera”), has elected to comply with SRD II by developing and publicly disclosing an engagement policy that outlines how it:

- Integrates shareholder engagement into its investment strategy.
- Monitors investee companies on:
 - Strategy.
 - Financial and non-financial performance and risk.
 - Capital structure.
 - Social and environmental impact.
 - Corporate governance.
- Conducts dialogue with investee companies.
- Exercises voting rights and other rights attached to shares.
- Cooperates with other shareholders.
- Communicates with relevant stakeholders of investee companies.
- Manages actual and potential conflicts of interest related to engagement.

These principles are embedded in Fiera’s broader sustainable investing and stewardship framework, as detailed in the Global Sustainable Investing Policy which outlines ESG integration, active ownership, climate strategy, and industry collaboration.

Proxy Voting and Stewardship

The Firm exercises voting rights in accordance with Fiera’s Global Proxy Voting Guidelines and associated regional policy which reflects its commitment to high standards of corporate governance, transparency, and sustainability. These guidelines govern voting decisions across a wide range of issues including board structure, executive compensation, shareholder rights, and ESG-related proposals.

Annual Disclosure

In line with COBS 2.2B.7, the Firm publishes an annual disclosure detailing:

- Voting behaviour.
- Significant votes cast.
- Use of proxy advisors.
- How votes were cast in general meetings (unless deemed insignificant due to subject matter or holding size).

These disclosures are made freely available on the Firm’s website.

Comply or Explain

Where the Firm does not comply with specific SRD II provisions, it provides a clear and reasoned explanation in accordance with the “comply or explain” principle.

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