



ENGAGEMENT REPORT & REPORT ON THE EXERCISE OF VOTING RIGHTS 2023



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I. ENGAGEMENT REPORT

As a responsible investor, we attach the utmost importance to maintaining an ongoing dialogue with the companies in which we invest. Whether it is to provide additional insight to our analysis or to encourage the companies we finance to adopt best practices, we consider shareholder engagement to be a fundamental pillar of our responsible investment approach and our fiduciary responsibility. More information is available in [our Engagement Policy](#).

We distinguish two ways of interacting with companies: dialogue with companies and shareholder (or investor) engagement. We supplement these interactions with regular site visits.

In addition, DNCA Finance also participates in collaborative market exchanges such as through the AFG, as well as collaborative initiatives dedicated to Sustainable development such as the PRI¹ or the CDP².

1. Our main areas of engagement in 2023

a. Climate

The issue of climate change and how companies are preparing for the regulatory, physical, and economic consequences continues to be a key theme of our engagement approach. Taking these issues into account means transparent communication of the climate risks associated with each company's activity, as well as the responsibility of company management in monitoring these climate issues.

Drawing up an environmental strategy is then an important step in reducing climate risks. It enables companies to express their ambitions and to be part of the environmental transition needed to combat global warming. These ambitions must be backed up by environmental performance criteria against which their positive actions can be measured.

We are constantly engaged with issuers to ensure that they adopt this virtuous approach for the climate, both in terms of transparency and in integrating these risks into their strategic planning and capital allocation. We also promote cross-functional initiatives with companies when they provide evidence of their actions.

b. Transparency of non-financial information

Most companies are developing their CSR (Corporate Social Responsibility) reporting to better highlight their positive contribution to Sustainable development, as well as reducing the associated risks. We are constantly engaged with issuers on the changes in transparency that we require, in line with our responsible investment policy. We also believe that it is becoming increasingly difficult for some companies not to take non-financial issues into account in their management and strategic decisions, as companies are becoming more mature in their non-financial communications, particularly in Europe.

However, we still have a long way to go to arrive at a 'contribution' logic that can be quantified and compared. We have embarked on an engagement initiative on this subject, aimed at helping us produce the impact report for our Beyond funds. We have begun discussions with the companies in these funds to encourage them to move their ESG (Environment, Social and Governance) indicators towards an 'impact' approach that is relevant to their activities.

¹ PRI: Principles for Responsible Investment.

² CDP: Carbon Disclosure Project.

2. Our engagement-dialogue activity ³ 2023 in figures

a. Our 2023 meetings in figures

Number of meetings held on ESG issues	165
Number of companies	129
Number of site visits	5

b. Breakdown of company meetings by sector

TECHNOLOGY	13,6%
CONSTRUCTION	12,3%
ENERGY	11%
CHEMISTRY	9,1%
CORPORATE SERVICES	9,1%
BANKING & INSURANCE	8,4%
HEALTH	7,1%
DISCRETIONARY CONSUMPTION	7,1%
AUTOMOBILE	3,9%
MATERIALS	3,2%
BASIC CONSUMPTION	3,2%
COMMUNITY SERVICES	2,6%
LOGISTICS	2,6%
TELECOMMUNICATION	2%
DEFENCE & AEROSPACE	1,3%
MEDIA	0,7%
REAL ESTATE	0,7%

³ DNCA Finance's dialogue with issuers is broader than engagement. Only meetings dedicated to engagement are presented in this report. For 2023, DNCA Finance conducted 666 dialogue meetings for 385 different companies.

TEXTILE	0,7%
DISTRIBUTION	0,7%
OTHER	0,7%

c. Breakdown of company meetings by country

OUTSIDE FRANCE	53%
FRANCE	47%

d. Breakdown of corporate meetings by type of engagement

PROACTIVE	91,4%
REACTIVE	8,6%

e. Breakdown of corporate meetings by theme of engagement

ENVIRONMENT	34%
SOCIAL	22,5%
SOCIETAL	22,5%
GOVERNANCE	21%

f. Breakdown of meetings with companies on the theme of the environment

CLIMATE POLICY AND ENERGY EFFICIENCY	37,8%
ENVIRONMENTAL MANAGEMENT	30,3%
BIODIVERSITY IMPACT AND EXTERNALITIES	23,4%
REGULATION AND CERTIFICATION	8,5%

g. Breakdown of meetings held on the theme of governance

MANAGEMENT QUALITY	22,6%
CEO REMUNERATION	19,4%
QUALITY OF THE BOARD AND COMMITTEES	19,3%
RESPECT FOR NON-CONTROLLING SHAREHOLDERS	16,2%
QUALITY OF FINANCIAL COMMUNICATION	13,7%

ACCOUNTING RISKS	6,4%
FISCAL COHERENCE	2,4%

h. Breakdown of meetings with companies on the social theme

SOCIAL CLIMATE AND WORKING CONDITIONS	30,1%
ATTRACTIVENESS AND RECRUITMENT	21,8%
CORPORATE CULTURE AND HR MANAGEMENT	18,8%
HEALTH AND SAFETY	13,5%
TRAINING AND CAREER MANAGEMENT	10,5%
PROMOTING DIVERSITY	5,3%

i. Breakdown of company meetings on the social theme

RESPECT FOR LOCAL COMMUNITIES AND HUMAN RIGHTS	30,1%
CLIENT SATISFACTION AND MARKET SHARE GAINS	19,5%
SUPPLY CHAIN MANAGEMENT	15%
CAPACITY FOR INNOVATION AND PRICING POWER	12%
PRODUCT QUALITY, SAFETY AND TRACEABILITY	9,8%
CORRUPTION AND BUSINESS ETHICS	9,8%

j. Breakdown of corporate meetings by Principles Adverse Impact (PAI)

CLIMATE CHANGE (GES)	36,3%
REMUNERATION	20%
HEALTH AND SAFETY	13,9%
LAND USE	6,5%
CORRUPTION	4,7%
AIR POLLUTION	4,2%
WATER CONSUMPTION	3,7%
GENDER INEQUALITY	3,3%
WATER POLLUTION	2,8%
TAX EVASION	2,3%
CHILD LABOUR	2,3%

3. Illustration of the engagement activity: Case studies

a. Engagement related to climate



We have been asking D'leteren for several years to help us with our climate engagement initiatives. We want greater transparency on climate data, particularly on CO2 emitters.

D'leteren has always taken the time to respond transparently to all our ESG questions. We were also able to discuss several issues, such as highlighting vehicle repair activities and the sale of spare parts. Activities that contribute to the United Nations' sustainable development objectives.

D'leteren will submit its first CDP report in 2023, which will contain precise information on carbon emitters. Over and above the transparency aspects, this will also lead to greater recognition because D'leteren is a company that continues to improve on non-financial issues.

SECTOR	Automotive
COUNTRY	Belgium
MARKET CAPITALISATION	More than €5bn
NUMBER OF EMPLOYEES	More than €30,000
THEMATICS	Environment - Climate

b. Engagement related to non-financial transparency



HDFC merged its banking and financing activities in 2023. HDFC therefore faces several non-financial transparency challenges linked to standardising the CSR practices of the two entities. We contacted

them to find out more about the company's profile following this operation.

HDFC has a very good CSR policy covering a multitude of subjects: climate, human resources management, governance of CSR issues, etc. In addition, its activity contributes to the penetration of banking services and their greater formalisation within Indian society, as well as to the financing of the climate transition. These activities benefit from substantial regulatory support and are being strategically developed.

Finally, HDFC is maintaining its high standards. The company continues to develop its non-financial approach (as with the forthcoming communication of its Scope 3 carbon emitters) and the company's post-merger CSR strategy will be detailed in the 2023 annual reports.

SECTOR	Bank
COUNTRY	India
MARKET CAPITALISATION	More than INR 10 billion
NUMBER OF EMPLOYEES	More than €150,000
THEMATICS	Non-financial transparency

c. Engagement related to social issues:



We met with Arcadis several times during the year to discuss various ESG issues. Human resources management issues are strategic for the company, to ensure its development. Employee retention is a particularly important criterion.

Arcadis is fully addressing these issues and has reduced its employee turnover rate. The company is multiplying initiatives to improve the well-being of its employees. For example, unbilled employee hours are reduced as much as possible to maximise employee satisfaction.

What's more, Arcadis makes a major contribution to finding sustainable development solutions through its activity, which is a considerable advantage when recruiting young employees.

Arcadis' approach to these social issues is appropriate and coherent, and the company seems well equipped to continue to grow serenely.

SECTOR	Engineering
COUNTRY	Netherlands
MARKET CAPITALISATION	More than €1bn
NUMBER OF EMPLOYEES	More than €25,000
THEMATICS	Social - Human Resources management

d. 2023 engagement campaign - ABA responsibility rating downgraded



We met Toyota Motors in 2023 as part of an engagement campaign. This campaign targeted companies whose ABA responsibility rating had been significantly downgraded in the previous year. Toyota Motors had experienced a number of product recalls due to defects in certain vehicles, which led to a deterioration in our perception of its quality management policies.

We therefore focused our discussions on the procedures in place and the controls carried out within the company. We found this discussion disappointing, as we obtained little tangible information beyond the 'quality culture' so dear to the company. We would have liked to have had more explanations about the measures put in place following these alerts.

Toyota Motors has experienced further major product recalls at the end of 2023. This is weighing on the company's rating, despite its status as a well-known and recognised pioneer in hybrid and electric vehicles.

SECTOR	Automotive
COUNTRY	Japan
MARKET CAPITALISATION	More than JPY 45bn
NUMBER OF EMPLOYEES	More than €350,000
THEMATICS	Social - Quality management

4. Our engagement activity - 2023 campaign

DNCA Finance targets certain issuers, within the framework of a specific theme (engagement campaign), to carry out an ongoing engagement action. Particular attention is paid to the quality of issuers' responses on the subjects identified, so that action can be taken when the campaign is over. Campaigns are systematically annual. All the information and actions implemented are recorded in the ABA tool (Above and Beyond Analysis, DNCA Finance's non-financial research tool).

In 2023, DNCA Finance's targeted engagement activity was structured around six different campaigns, described in this report. Through these six engagement campaigns, 57 companies were targeted:

RESPONSE RATE	35	61,4%
ACHIEVED	19	54,3%
PARTIALLY ACHIEVED	10	28,6%
NOT ACHIEVED	5	14,3%
REFUSAL OF DIALOGUE	1	2,8%

GEOGRAPHICAL BREAKDOWN

EUROPE ex-FRANCE	40,3%
USA	24,6%
FRANCE	21%
JAPAN	5,3%
ASIA ex-JAPAN	5,3%
Rest of the world	3,5%

a. Climate Alignment

As part of its engagement to the climate, DNCA Finance aims to conduct an annual campaign to ask invested companies to demonstrate their alignment with the Paris agreements through certification with the Science-based targets initiative (SBTi). Companies are selected based on their contribution to the temperature score of DNCA

Finance investments. More information on our [website](#). This campaign includes 5 issuers in which we are shareholders.

We first analyse whether the company responds to us via the response rate. Then we analyse the quality of the response, considering two criteria: certification of the emissions reduction scenarios by the Science-based targets initiative (SBTi) (achieved) and the commitment to do so (partially achieved). We translate this quality into three levels of achievement (success): achieved, partially achieved, and not achieved.

RESPONSE RATE	3	60%
ACHIEVED	1	33,3%
PARTIALLY ACHIEVED	1	33,3%
NOT ACHIEVED	1	33,3%

b. Climate Transparency

As part of its engagement to the climate, DNCA Finance aims to conduct an annual campaign to ask invested companies to disclose their carbon footprint data. Companies are selected according to their contribution to the temperature score of DNCA Finance investments. More information on our [website](#). This campaign includes 5 issuers in which we are shareholders.

Transmitters Targeted	Country	Date of contact	Date of reply	Contact	Results	Actions implemented
Anglo American	UK	21/09/2023	-	IR	No answer	Downgrading of responsibility rating
Wienerberger	Austria	21/09/2023	27/09/2023	IR	Not reached	Downgrading of the Responsibility rating
FCC Servicios Medio Ambiente	Spain	21/09/2023	27/09/2023	IR	Partially achieved	Responsibility rating maintained
ArcelorMittal	Luxembourg	21/09/2023	05/12/2023	IR	Reached	Responsibility rating maintained
International Consolidated Airlines	UK	21/09/2023	-	-	No answer	Downgrading of the Responsibility rating

We first analyse whether the company responds to us via the response rate. Then we analyse the quality of the response, considering two criteria: the response to the CDP climate questionnaire (achieved) and the engagement to respond to this questionnaire (partial achievement). We translate this quality into three levels of achievement (success): achieved, partially achieved, and not achieved.

RESPONSE RATE	3	60%
ACHIEVED	2	66,7%
NOT ACHIEVED	1	33,3%

c. Accumulation of controversy in 2022

In 2023 DNCA Finance ran an engagement campaign targeting companies that had accumulated a significant number of controversies over the previous year. This campaign includes 5 issuers, of which we are shareholders.

We then analyse the quality of the response, taking three criteria into account: transparency, the content of the response and the commitments made by the company. We translate this quality into three levels of achievement: achieved, partially achieved, and not achieved.

Transmitters targeted	Country	Date contact	Date response	Contact	Results	Actions implemented
BNP Paribas	France	20/09/2023	27/09/2023	IR	Reached	Maintaining the Responsibility rating
Dassault Aviation	France	20/09/2023	27/09/2023	IR	Not achieved	Downgrading of the Responsibility rating
Sartorius Stedim Biotech	France	20/09/2023			No answer	Downgrading of the Responsibility rating
D'ieteren	Belgium	20/09/2023	27/09/2023	IR	Reached	Maintaining the responsibility rating
Amadeus IT	Spain	20/09/2023			No answer	Downgrading of the Responsibility rating

RESPONSE RATE	3	60%
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ACHIEVED	2	66,67%
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PARTIALLY ACHIEVED	1	33,33%
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Transmitters targeted	Country	Date contact	Date response	Contact	Results	Actions implemented
Alphabet	USA	01/02/2023			No answer	Maintenance of the malus on the responsibility score
Apple	USA	05/04/2023			No answer	Malus on the Responsibility score
Barclays	UK	01/02/2023	11/05/2023	IR	Reached	Responsibility rating maintained
Caixabank	Spain	01/02/2023	11/04/2023	IR	Partially achieved	Responsibility rating maintained
Orange	France	01/02/2023	24/03/2023	IR	Reached	Responsibility rating maintained

d. Downgrading of the ABA responsibility rating in 2022

In 2023 DNCA Finance ran an engagement campaign targeting companies whose ABA responsibility ratings had deteriorated significantly over the previous year. This campaign includes 5 issuers, of which we are shareholders, with the highest rating downgrades.

We then analyse the quality of the response, taking three criteria into account: transparency, the content of the response and the commitments made by the company. We translate this quality into three levels of achievement: achieved, partially achieved, and not achieved.

RESPONSE RATE	5	100%
ACHIEVED	2	40%
PARTIALLY ACHIEVED	2	40%
NOT ACHIEVED	1	20%

Transmitters targeted	Country	Date contact	Date response	Contact	Results	Actions implemented
Li Ning	China	01/02/2023	11/04/2023	IR	Partially achieved	Malus on the responsibility score
Merck	Germany	01/02/2023	03/05/2023	IR	Reached	Responsibility rating maintained
Volkswagen	Germany	01/02/2023	16/03/2023	IR	Partially achieved	Remaining on the Worst Offenders list
Toyota Motors	Japan	01/02/2023	02/05/2023	IR	Not reached	Responsibility rating maintained
Philips	Netherlands	01/02/2023	04/04/2023	IR	Reached	Maintenance of the malus on the Responsibility score

e. Carbon footprint

As part of its CSR approach, DNCA Finance aims to conduct an annual campaign to ask invested companies to communicate on the execution of their climate strategy and associated emissions reductions. Companies are selected based on their contribution to DNCA Finance's carbon footprint. This campaign involved 9 issuers. More information on our [website](#).

We then analyse the quality of the response, considering three criteria: transparency, the content of the response and the commitments made by the company. We translate this quality into three levels of achievement: achieved, partially achieved, and not achieved.

RESPONSE RATE	9	100%
ACHIEVED	9	100%

Transmitters targeted	Country	Date contact	Date response	Contact	Results	Actions implemented
Air Liquide	France	20/09/2023	08/11/2023	IR	Reached	Responsibility rating maintained
ArcelorMittal	Luxembourg	20/09/2023	05/12/2023	IR	Reached	Responsibility rating maintained
Saint-Gobain	France	20/09/2023	02/10/2023	IR	Reached	Responsibility rating maintained
CRH	Ireland	20/09/2023	09/10/2023	IR	Reached	Responsibility rating maintained
Enel	Italy	20/09/2023	22/12/2023	IR	Reached	Responsibility rating maintained
Eni	Italy	20/09/2023	14/11/2023	IR	Reached	Responsibility rating maintained
Holcim	Switzerland	20/09/2023	06/12/2023	IR	Reached	Responsibility rating maintained
Thyssenkrupp	Germany	20/09/2023	18/10/2023	IR	Reached	Responsibility rating maintained
Veolia Environnement	France	20/09/2023	20/11/2023	IR	Reached	Responsibility rating maintained

f. Request to sign the United Nations Global Compact

In 2023, DNCA Finance has decided to conduct an engagement campaign to ask certain companies to become signatories to the United Nations Global Compact. The Global Compact represents 10 principles to be respected by companies, on various subjects such as respect for human rights and respect for the environment. The companies selected are invested in funds with more stringent ESG requirements (SFDR, art 9.). 28 different issuers were addressed during this engagement campaign.

We then analyse the quality of the response, taking three criteria into account: transparency, the content of the response and the commitments made by the company. We translate this quality into three levels of achievement: achieved, partially achieved, and not achieved.

RESPONSE RATE	12	42,9%
ACHIEVED	3	25%
PARTIALLY ACHIEVED	6	50%
NOT ACHIEVED	2	16,7%
REFUSAL OF DIALOGUE	1	8,3%

Transmitters targeted	Country	Date contact	Date response	Contact	Results	Actions implemented
Agilent Technologies	USA	20/09/2023	08/01/2023	IR	Partially achieved	Relaunch in 2024
Bureau Veritas	France	20/09/2023			No answer	Downgrading of the Responsibility rating
Catalent Pharma solutions	USA	20/09/2023			No answer	Downgrading of the Responsibility rating
Check Point Software	Israel	20/09/2023			No answer	Downgrading of the Responsibility rating
CSL	Australia	20/09/2023			No answer	Downgrading of the Responsibility rating
Graanul Invest	Estonia	20/09/2023			No answer	Downgrading of the Responsibility rating

Deere & Company	USA	20/09/2023			No answer	Downgrading of the Responsibility rating
Enphase Energy	USA	20/09/2023	16/11/2023	IR	Partially achieved	Relaunch in 2024
Equinix	USA	20/09/2023	21/09/2023	IR	Not reached	Downgrading of the Responsibility rating
Fanuc	Japan	20/09/2023	03/10/2023	IR	Refusal to talk	Malus on the Responsibility score
First Solar	USA	20/09/2023			No answer	Downgrading of the Responsibility rating
Ghelamco	Belgium	20/09/2023			No answer	Downgrading of the Responsibility rating
Grünenthal	Germany	20/09/2023	22/09/2023	IR	Reached	Maintenance of the Responsibility Note
Housing Development Finance	India	20/09/2023	12/12/2023	IR	Partially achieved	Relaunch in 2024
Hydrogen Refuelling Solutions	France	20/09/2023			No answer	Downgrading of the Responsibility rating
Keyence	Japan	20/09/2023	16/11/2023	IR	Partially achieved	Relaunch in 2024
La Banque Postale	France	20/09/2023	16/11/2023	IR	Reached	Responsibility rating maintained
NextEra Energy	USA	20/09/2023	25/09/2023	IR	Not reached	Downgrading of Liability
Palo Alto Networks	USA	20/09/2023			No answer	Downgrading of the Responsibility rating
Picard	France	20/09/2023			No answer	Downgrading of the Responsibility rating
Primo Water	USA	20/09/2023			No answer	Downgrading of the Responsibility rating
Rational	Germany	20/09/2023	20/11/2023	IR	Partially achieved	Relaunch in 2024

Roper Technologies	USA	20/09/2023			No answer	Downgrading of the Responsibility rating
Silgan	USA	20/09/2023			No answer	Downgrading of the Responsibility rating
SolarEdge Technologies	USA	20/09/2023			No answer	Downgrading of the Responsibility rating
Steico	Germany	20/09/2023	21/11/2023	IR	Partially achieved	Relaunch in 2024
TSMC	Taiwan	20/09/2023	25/09/2023	IR	Reached	Responsibility rating maintained
Voltalia	France	20/09/2023			No answer	Downgrading of the Responsibility rating

5. Collaborative engagement

DNCA Finance partners with other investors to bring a message to companies in which we may have limited influence. We do this by driving our collaborative engagement activity through direct contact with investors and through our participation in engagement initiatives involving many international investors.

DNCA Finance is a signatory of the United Nations Principles for Responsible Investment (UNPRI) initiative, which has more than 7,000 signatories worldwide. DNCA Finance is also a signatory of the Carbon Disclosure Project (CDP), an initiative aimed at improving corporate transparency on climate change. We are also a member of Climate Action 100+, an engagement group targeting the world's most polluting companies. We also participate in the Advance initiative, an engagement group for companies exposed to human rights issues.

Name of the collaborative engagement campaign	Investor partners	Transmitters	Years	Description of the campaign
Climate Action 100+		-Airbus SE	From 2021	The Climate Action 100+ engagement initiative aims to promote environmental best practice among the world’s most polluting issuers.
Advance		- Enel	Since 2022	The Committed Advance initiative aims to promote best practice in respecting human rights in operations and corporate relations among issuers exposed to the most severe risks.

II. REPORT ON THE EXERCISE OF VOTING RIGHTS

In accordance with article R 533-16-II of the French Monetary and Financial Code and article 321-133 of the General Regulations of the Autorité des Marchés Financiers, DNCA Finance reports in this report on the conditions under which it exercised its voting rights over the 2023 financial year, in respect of the financial instruments held by the UCITS and/or FIAs it manages, in compliance with its voting policy, at the general meetings in force for the 2023 financial year (the "Voting Policy").

This report covers the following points:

- The number of general meetings of companies in which DNCA Finance has effectively exercised its voting rights compared to the total number of companies in which it had voting rights (§A);
- The breakdown of "yes/no/abstention" votes and details of "no" and "abstention" votes (§B);
- Any votes that do not comply with the Voting Policy (§C);
- The procedures for exercising voting rights, the role of scrutineer and the use of voting advisers in 2023 (§D);

Any conflicts of interest that the portfolio management company has had to deal with when exercising the voting rights attached to the securities held by the UCIs it manages (§E).

1. Participation in General Meetings in 2023

DNCA Finance exercised the voting rights attached to the securities held in the UCITS and FIAs it manages and for which it held the voting rights.

During the 2023 financial year (from 1^{er} January to 31 December 2023), the voting scope comprised 674 securities held in 72 UCITS and FIAs.

This represents 788 General Meetings of companies in which DNCA Finance held voting rights. DNCA Finance effectively exercised its voting rights at 781 General Meetings (compared with 903 for the 2022 financial year), for a total of 11,220 resolutions. This represents a participation rate of around 99%.

DNCA Finance did not exercise its voting rights at 7 General Meetings due to technical or administrative problems (migration of funds in the systems of the service provider in charge of carrying out the vote, validity of proxies, etc.).

a. Geographical breakdown of General Meetings

Country	Number of General Meetings	Geographical breakdown
EUROPE (ex-France)	424	54,3%
FRANCE	182	23,3%
ASIA	86	11,0%
USA	48	6,2%
Rest of the world	41	5,2%

2. Statistics on the 2023 voting campaign

a. General

Of these 11,220 resolutions, DNCA Finance approved 8,064, disapproved 2,266 and abstained on 890. DNCA Finance cast at least one unfavourable vote at 615 general meetings, i.e. 79% of general meetings voted.

The rate of objections varied from one region to another, ranging from 22% in Asia to 35% in the United States. In Europe, 30% of resolutions put to the vote were opposed. Several factors explain these geographical differences regarding the guidelines of our voting policy, such as the difference in the subjects put to the vote between countries, or the differences between local practices and international standards.

Across all geographies, the average rate of disputes was 28%.

In addition, DNCA Finance supported 96 resolutions proposed by shareholders, i.e. 50% of all resolutions proposed by shareholders.

b. Geographical statistics

Europe, and France in particular, are DNCA Finance's main voting regions. They account for many general meetings and more than 85% of resolutions passed during the year. Outside these regions, the United States and Asia also account for a significant proportion of DNCA Finance's votes.

	Transparency of information	Breakdown of value	Financial structure	AGM procedures and formalities	Balance of power	Amendment of the Articles of Association	Shareholder resolutions	Other	Total
DNCA FINANCE									
Number of resolutions	2628	2761	1724	526	2894	486	189	12	11220
For	64,5%	73%	69%	82,7%	78,5%	72,4%	50,8%	75%	71,9%
Against	22,5%	22,8%	28%	5%	13,2%	17,5%	35,4%	16,7%	20,2%
Abstention	13%	4,2%	2%	12,3%	8,3%	10,1%	13,8%	8,3%	7,9%
FRANCE									
Number of resolutions	575	1373	963	187	506	104	12	5	3725
For	78,8%	76,7%	61,8%	92,5%	78,5%	79,8%	33,3%	60%	74,1%
Against	18,4%	22,1%	36,8%	-	20,9%	11,5%	66,7%	40%	23,9%
Abstention	2,8%	1,2%	1,4%	7,5%	0,6%	8,7%	-	-	2%
EUROPE (ex-France)									
Number of resolutions	1727	1117	648	326	1645	316	109	4	5892
For	59,1%	70,9%	78,5%	76,7%	79,8%	69%	50,5%	75%	70,6%
Against	22,1%	20,2%	16,4%	7,7%	9,2%	17,1%	35,8%	-	16,7%
Abstention	18,8%	8,9%	5,1%	15,6%	11%	13,9%	13,7%	25%	12,7%
USA									
Number of resolutions	47	85	1	1	351	5	51	-	541
For	21,3%	65,9%	100%	100%	74,1%	60%	43,1%	-	65,3%
Against	78,7%	34,1%	-	-	17,9%	-	39,2%	-	27,5%
Abstention	-	-	-	-	8%	40%	17,7%	-	7,2%
ASIA									
Number of resolutions	219	103	64	2	186	47	12	2	635
For	74,9%	68%	79,7%	50%	88,2%	70,2%	100%	100%	78,3%
Against	24,2%	32%	14,1%	50%	11,8%	29,8%	-	-	20,8%
Abstention	0,9%	-	6,2%	-	-	-	-	-	0,9%
Rest of the world									
Number of resolutions	60	83	48	10	200	20	5	1	427
For	78,3%	53%	70,8%	100%	69,5%	75%	60%	100%	68,6%
Against	20%	47%	29,2%	-	20%	25%	-	-	25,8%
Abstention	1,7%	-	-	-	10,5%	-	40%	-	5,6%

c. Opposition vote statistics

The breakdown of the challenges to all the resolutions put to the vote of the shareholders was as follows:

Breakdown of value	630	27,8%
Transparency of information	590	26%
Financial structure	483	21,3%
Balance of power	383	16,9%
Amendment of the Articles of Association	85	3,7%
Shareholder resolutions	67	3%
AGM procedures and formalities	26	1,2%
Other	2	0,1%

d. Approval of accounts and management

Transparency of information accounted for 23% of resolutions put to the vote and 26% of votes against.

	Approval of the accounts	Regulated agreements	Donations	Appointment / remuneration of Statutory Auditors	Quitus	CSR	Say on Climate	Other	Total
DNCA FINANCE									
Number of resolutions	788	240	35	569	902	21	12	61	2628
For	83,1%	71,2%	28,6%	72,1%	43,2%	100%	91,7%	44,3%	64,5%
Against	9,9%	26,7%	71,4%	21,1%	33,4%	-	-	3,3%	22,4%
Abstention	7%	2,1%	-	6,8%	23,4%	-	8,3%	52,5%	13,1%
FRANCE									
Number of resolutions	318	170	-	55	18	-	9	5	575
For	81,2%	68,8%	-	94,5%	77,8%	-	88,9%	80%	78,8%
Against	16,3%	28,2%	-	5,5%	16,7%	-	-	-	18,4%
Abstention	2,5%	3%	-	-	5,5%	-	11,1%	20%	2,8%
EUROPE (ex-France)									
Number of resolutions	345	10	34	394	882	21	3	38	1727
For	84,4%	90%	26,5%	77,4%	42,6%	100%	100%	18,4%	59,1%
Against	2,3%	10%	73,5%	13,2%	33,6%	-	-	-	22,1%
Abstention	13,3%	-	-	9,4%	23,8%	-	-	81,6%	18,8%
USA									
Number of resolutions	-	3	-	44	-	-	-	-	47
For	-	33,3%	-	20,5%	-	-	-	-	21,3%
Against	-	66,7%	-	79,5%	-	-	-	-	78,7%
Abstention	-	-	-	-	-	-	-	-	-
ASIA									
Number of resolutions	104	52	1	52	-	-	-	10	219
For	82,7%	76,9%	100%	55,8%	-	-	-	80%	74,9%
Against	16,3%	23,1%	-	42,3%	-	-	-	20%	24,2%
Abstention	1%	-	-	1,9%	-	-	-	-	0,9%
Rest of the world									
Number of resolutions	21	5	-	24	2	-	-	8	60
For	95,2%	80%	-	62,5%	-	-	-	100%	78,3%
Against	4,8%	20%	-	33,3%	100%	-	-	-	20%
Abstention	-	-	-	4,2%	-	-	-	-	1,7%

Within the theme of transparency of information, approval of the accounts is the most important voting issue.

The rate of objections to discharges is particularly high, notably because DNCA Finance objects to discharges when they have a legal value that could restrict shareholder action.

On the other hand, we approved almost all the ESG resolutions (Say on Climate & non-financial information) put to the vote in 2023.

e. Composition and operation of the Board

Issues relating to the balance of power accounted for 25% of resolutions put to the vote and 17% of votes cast in opposition.

	Comex - appointment of executive	Composition of the Board - Directors	Composition of the Board - Non-voting directors	Composition of the Board - Employee representatives	How the Board works	Other	Total
DNCA FINANCE							
Number of resolutions	28	2729	7	6	77	47	2894
For	67,9%	79,4%	28,6%	66,7%	88,3%	27,7%	78,5%
Against	-	13,6%	71,4%	33,3%	5,2%	2,1%	13,2%
Abstention	32,1%	7%	-	-	6,5%	70,2%	8,3%
FRANCE							
Number of resolutions	-	500	7	4	-	1	512
For	-	78,6%	28,6%	50%	-	-	77,5%
Against	-	19,8%	71,4%	50%	-	-	20,7%
Abstention	-	1,6%	-	-	-	100%	1,8%
EUROPE (ex-France)							
Number of resolutions	28	1503	-	2	68	44	1645
For	67,9%	81%	-	100%	92,6%	25%	79,8%
Against	-	10%	-	-	1,5%	2,3%	9,2%
Abstention	32,1%	9%	-	-	5,9%	72,7%	11%
USA							
Number of resolutions	-	351	-	-	-	-	351
For	-	74,1%	-	-	-	-	74,1%
Against	-	17,9%	-	-	-	-	17,9%
Abstention	-	8%	-	-	-	-	8%
ASIA							
Number of resolutions	-	178	-	-	6	2	186
For	-	89,3%	-	-	50%	100%	88,2%
Against	-	10,7%	-	-	50%	-	11,8%
Abstention	-	-	-	-	-	-	-
Rest of the world							
Number of resolutions	-	197	-	-	3	-	200
For	-	69,5%	-	-	66,7%	-	69,5%
Against	-	20,3%	-	-	-	-	20%
Abstention	-	10,2%	-	-	33,3%	-	10,5%

Many resolutions concern the composition of supervisory bodies, through the appointment of directors. The high level of opposition to the appointment of non-voting directors illustrates our position against the appointment of non-voting directors. In view of the data, the appointment of non-voting directors is clearly a French specificity.

On the other hand, the high rate of opposition to the appointment of employee representatives is not representative of our philosophy in favour of employee representation. In some regions, several candidates are proposed for a single seat, resulting in many oppositions votes for candidates we have not chosen to support.

f. Executive remuneration

Issues relating to the distribution of value accounted for 25% of resolutions put to the vote and 28% of votes against.

	Directors - general (attendance fees)	Dividend	Executives - Regulated agreements / Post discretionary management mandate remuneration	Executives - variable pay	Executives - Say on Pay	Employees - Employee savings plan	Post-employment benefits and share-based compensation (directors)	Other	Total
DNCA FINANCE									
Number of resolutions	308	571	9	336	1343	163	1	30	2761
For	71,4%	92,8%	33,3%	40,5%	75,3%	64,4%	-	33,3%	73%
Against	16,6%	-	44,5%	57,1%	22,6%	35,6%	100%	66,7%	22,8%
Abstention	12%	7,2%	22,2%	2,4%	2,1%	-	-	-	4,2%
FRANCE									
Number of resolutions	58	174	5	138	838	146	-	14	1373
For	87,9%	97,7%	20%	34,1%	81,5%	65,1%	-	42,9%	76,7%
Against	8,6%	-	60%	65,9%	17,3%	34,9%	-	57,1%	22,1%
Abstention	3,5%	2,3%	20%	-	1,2%	-	-	-	1,2%
EUROPE (ex-France)									
Number of resolutions	196	333	4	139	427	7	-	10	1117
For	67,9%	88,9%	50%	60,4%	62,8%	85,7%	-	30%	70,9%
Against	14,3%	-	25%	33,8%	33%	14,3%	-	70%	20,2%
Abstention	17,9%	11,1%	25%	5,8%	4,2%	-	-	-	8,9%
USA									
Number of resolutions	-	-	-	12	71	2	-	-	85
For	-	-	-	-	76,1%	100%	-	-	65,9%
Against	-	-	-	100%	23,9%	-	-	-	34,1%
Abstention	-	-	-	-	-	-	-	-	-
ASIA									
Number of resolutions	29	41	-	27	-	4	-	2	103
For	82,8%	100%	-	11,1%	-	50%	-	-	68%
Against	17,2%	-	-	88,9%	-	50%	-	100%	32%
Abstention	-	-	-	-	-	-	-	-	-
Rest of the world									
Number of resolutions	25	23	-	20	7	4	-	4	83
For	57,1%	100%	-	10%	85,7%	-	-	25%	53%
Against	61,9%	-	-	90%	14,3%	100%	-	75%	47%
Abstention	-	-	-	-	-	-	-	-	-

More than half of the resolutions put to the vote as part of the distribution of value concern Say on Pay and the remuneration of executive management.

The subjects of post-employment remuneration and variable pay are frequently disapproved, in line with our demanding voting policy.

g. Capital transactions

Issues relating to the financial structure accounted for 15% of resolutions put to the vote and 21% of votes against.

	Dilutive capital increase	Non-dilutive capital increase	Debt issuance	Greenshoe	Overall ceilings	Poison Pill	Capital reduction	Structuring the group	Other	Total
DNCA FINANCE										
Number of resolutions	545	207	32	84	43	143	556	71	43	1724
For	60,4%	75,8%	75%	42,9%	65,1%	28%	87,4%	69%	95,4%	69%
Against	38,3%	22,7%	21,9%	55,9%	34,9%	70,6%	9%	8,5%	2,3%	28%
Abstention	1,3%	1,5%	3,1%	1,2%	-	1,4%	3,6%	22,5%	2,3%	3%
FRANCE										
Number of resolutions	218	163	6	84	43	134	279	17	19	963
For	47,7%	76,7%	83,3%	42,9%	65,1%	29,9%	82,4%	58,8%	89,7%	61,8%
Against	50,5%	22,7%	-	55,9%	34,9%	69,4%	17,6%	11,8%	5,3%	36,8%
Abstention	1,8%	0,6%	16,7%	1,2%	-	0,7%	-	29,4%	5,3%	1,4%
EUROPE (ex-France)										
Number of resolutions	298	34	19	-	-	9	239	35	14	648
For	69,8%	91,2%	68,4%	-	-	-	91,2%	71,4%	100%	78,5%
Against	29,2%	2,9%	31,6%	-	-	88,9%	0,4%	8,6%	-	16,4%
Abstention	1%	5,9%	-	-	-	11,1%	8,4%	20%	-	5,1%
USA										
Number of resolutions	-	-	-	-	-	-	-	1	-	1
For	-	-	-	-	-	-	-	100%	-	100%
Against	-	-	-	-	-	-	-	-	-	-
Abstention	-	-	-	-	-	-	-	-	-	-
ASIA										
Number of resolutions	11	1	7	-	-	-	19	16	10	64
For	45,5%	-	85,7%	-	-	-	100%	68,7%	100%	79,7%
Against	54,5%	100%	14,3%	-	-	-	-	6,3%	-	14,1%
Abstention	-	-	-	-	-	-	-	25%	-	6,2%
Rest of the world										
Number of resolutions	18	9	-	-	-	-	19	2	-	48
For	66,7%	11,1%	-	-	-	-	100%	100%	-	70,8%
Against	33,3%	88,9%	-	-	-	-	-	-	-	29,2%
Abstention	-	-	-	-	-	-	-	-	-	-

The significant rate of opposition is fairly stable over time and illustrates the lack of improvement in market practices. DNCA Finance is unfavourable to the introduction of anti-takeover protection for reasons of protecting the interests of non-controlling shareholders, which is reflected in the high rates of opposition to the introduction of "poison pill". Nevertheless, some resolutions of this type are supported, mainly in the context of mergers and acquisitions.

h. Amendments to the Articles of Association

Issues relating to amendments to the Articles of Association accounted for 4% of resolutions put to the vote and 4% of votes against.

	Governance	Group structure and financial structure	Other	Total
DNCA FINANCE				
Number of resolutions	218	88	180	486
For	67,9%	76,1%	76,1%	72,4%
Against	28%	14,8%	6,1%	17,5%
Abstention	4,1%	9,1%	17,8%	10,1%
FRANCE				
Number of resolutions	48	21	29	98
For	81,3%	95,2%	82,8%	84,7%
Against	18,7%	4,8%	6,9%	12,2%
Abstention	-	-	10,3%	3,1%
EUROPE (ex-France)				
Number of resolutions	151	38	127	316
For	63,6%	73,7%	74%	69%
Against	31,8%	5,3%	3,2%	17,1%
Abstention	4,6%	21%	22,8%	13,9%
USA				
Number of resolutions	3	-	2	5
For	33,3%	-	100%	60%
Against	-	-	-	-
Abstention	66,7%	-	-	40%
ASIA				
Number of resolutions	14	27	6	47
For	71,4%	63%	100%	70,2%
Against	28,6%	37%	-	29,8%
Abstention	-	-	-	-
Rest of the world				
Number of resolutions	2	2	16	20
For	100%	100%	68,7%	75%
Against	-	-	31,3%	25%
Abstention	-	-	-	-

The many resolutions in the "Other" category mainly concern the formalities for holding general meetings. For example, they allow entirely virtual general meetings to be convened.

Resolutions about Governance normally represent the majority of resolutions on this topic, as they concern changes to the articles of association of management bodies and delegations of powers.

i. Shareholder resolutions

Issues put to the vote by other shareholders accounted for 2% of resolutions put to the vote and 3% of votes against.

	Environment	Social	Governance	Other	Total
DNCA FINANCE					
Number of resolutions	10	19	154	6	189
For	40%	36,8%	53,2%	50%	50,8%
Against	40%	42,1%	33,8%	50%	35,4%
Abstention	20%	21,1%	13%	-	13,8%
FRANCE					
Number of resolutions	2	-	10	-	12
For	50%	-	30%	-	33,3%
Against	50%	-	70%	-	66,7%
Abstention	-	-	-	-	-
EUROPE (ex-France)					
Number of resolutions	2	1	105	1	109
For	-	100%	51,5%	-	50,4%
Against	50%	-	35,2%	100%	35,8%
Abstention	50%	-	13,3%	-	13,8%
USA					
Number of resolutions	6	18	22	5	51
For	50%	33,3%	45,4%	60%	43,1%
Against	33,3%	44,5%	36,4%	40%	39,2%
Abstention	16,7%	22,2%	18,2%	-	17,7%
ASIA					
Number of resolutions	-	-	12	-	12
For	-	-	100%	-	100%
Against	-	-	-	-	-
Abstention	-	-	-	-	-
Rest of the world					
Number of resolutions	-	-	5	-	5
For	-	-	60%	-	60%
Against	-	-	-	-	-
Abstention	-	-	40%	-	40%

Most of the resolutions proposed in this context concern corporate governance, and particularly the appointment of directors representing shareholders.

Environmental issues are coming under increasing scrutiny from shareholders, including environmental activists and NGOs. We do not support certain proposals that may threaten the stability of the company or the interests of shareholders. Nevertheless, all shareholder resolutions are analysed on a case-by-case basis.

j. Focus on environmental resolutions

Resolutions on environmental issues are increasingly present on the agendas of Annual General Meetings but are still concentrated in Europe and the United States. There are several types of environmental resolution: they may be proposed by the company's management (Say on Climate) or by shareholders in the context of external resolutions. They mainly concern transparency and environmental strategy.

As part of its voting policy, DNCA Finance strongly supports say on climate resolutions, considering the quality of the information presented. For external resolutions, there is a higher rate of contestation, mainly because companies are favoured in their dealings with shareholders when they already publish satisfactory environmental data and strategies.

	Shareholder resolutions - Environment	Say on Climate	Total
DNCA FINANCE			
Number of resolutions	10	12	22
For	40%	91,7%	68,2%
Against	40%	-	18,2%
Abstention	20%	8,3%	13,6%
FRANCE			
Number of resolutions	2	9	12
For	50%	88,9%	81,8%
Against	50%	-	9,1%
Abstention	-	11,1%	9,1%
EUROPE (ex-France)			
Number of resolutions	2	3	5
For	-	100%	60%
Against	50%	-	20%
Abstention	50%	-	20%
USA			
Number of resolutions	6	-	6
For	50%	-	50%
Against	33,3%	-	33,3%
Abstention	16,7%	-	16,7%

3. Votes not covered by the voting policy

During 2023, in accordance with its voting policy, based on a case-by-case analysis of the elements specific to each resolution, DNCA Finance, for a very limited number of resolutions, departed from the principles of its voting policy. DNCA Finance considered that such a vote was in the interest of the shareholders of its funds. Details of these votes can be obtained on request from DNCA Finance.

4. Procedures for exercising voting rights, the role of scrutineer and the use of voting advisers in 2023 for DNCA Finance UCIs

For the exercise of voting rights at general meetings during the 2023 financial year, DNCA Finance voted exclusively by post or via its service provider's platform.

a. Role of scrutineer

In accordance with its voting policy, DNCA Finance has claimed the role of scrutineer whenever its shareholding in the company concerned has allowed it to do so. In 2023, it performed this role at two general meetings.

b. Use of voting advisers

In 2023, DNCA Finance used voting advisers for advisory purposes only.

5. Conflicts of interest

DNCA Finance has established a conflict-of-interest management policy enabling the detection and prevention of any potential conflict of interest situation as well as a mechanism for resolving them. This policy can be consulted on the DNCA Finance website.

For the year 2023, there were no conflicts of interest when exercising the voting rights attached to the securities held by the UCIs managed by DNCA Finance.

Completed on 29/12/2023.

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