

REPORT ON THE EXERCISE OF VOTING RIGHTS

METROPOLE GESTION

2019

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In accordance with the regulatory provisions to which it is subject (see articles 319-22 and 321-133 of the General Regulation of the French financial regulator Autorité des Marchés Financiers (AMF) and its Position-recommendation no. 2005-19), METROPOLE Gestion hereby informs you of the conditions on which it exercises voting rights at the General Meetings of issuers on behalf of the UCITS and AIFs under its management. Please note that when the asset management company has voted on a resolution in accordance with the principles set out in its "Voting Policy" document and with the proposals of the Management Board or Board of Directors, it is not required to reply to a request for information made by an investor concerning the grounds for its vote.

1- Principles of voting policy

METROPOLE Gestion considers the effective exercise of voting rights as an essential element of the relationship between a company and its shareholders.

METROPOLE Gestion therefore exercises its voting rights in all the companies whose securities it holds in its portfolio, in accordance with its voting policy.

This voting policy sets out the principles applied by METROPOLE Gestion when exercising voting rights.

We examine all the resolutions subject to shareholder vote and determine our vote with the sole interest of our clients as our objective, by following the principles and recommendations of our sector association AFG (Association Française de la Gestion financière) or locally accepted best practices.

As signatory to the UNPRI (United Nations-supported Principles for Responsible Investment), we ensure that our voting policy endorses the environmental, social and governance criteria defined in our transparency code, and with the CSR (Corporate Social Responsibility) policy implemented by METROPOLE Gestion, both of which are available on our website.

We reserve the right not to vote in certain specific cases where voting would not be to the advantage of our clients. Examples would include votes leading to prohibitive administrative costs or when exercising a vote would require blocking securities, thereby limiting their liquidity and penalising the portfolio management flexibility.

Barring exceptions, METROPOLE Gestion exercises the voting rights over all securities held in the UCIs (UCITS/AIFs) under its management and for which it holds the voting rights, or for which it has been delegated the voting rights, provided that the regulatory provisions and technical constraints imposed by markets and custodians allow for the optimised exercise of the vote in the sole interest of the shareholders.

2- Exercise of voting rights

2.1 Votes effectively exercised at General Meetings

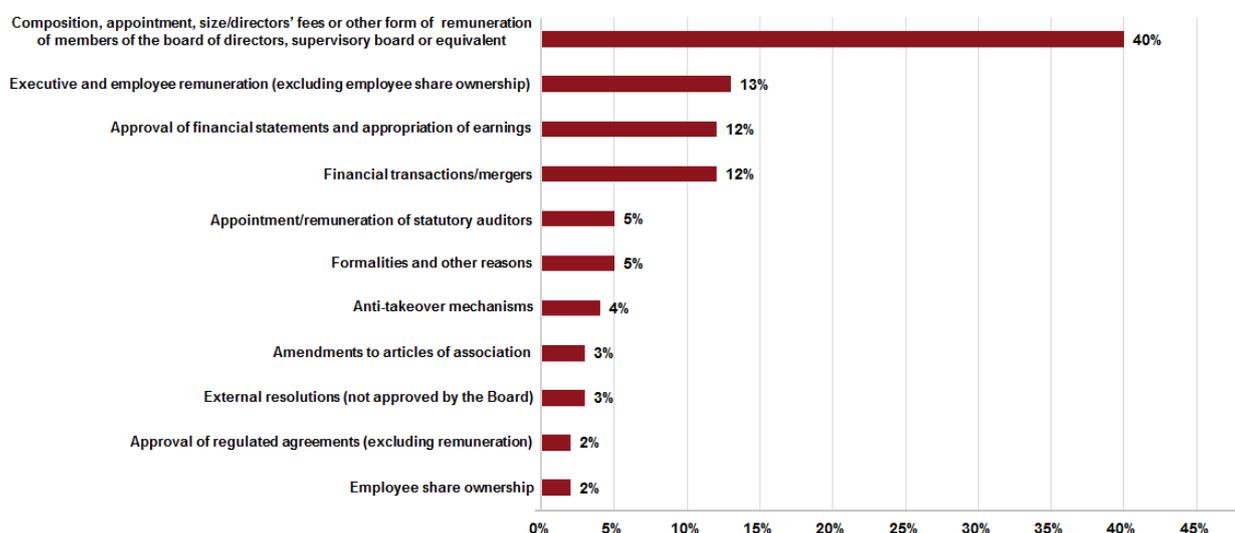
In **2019**, the asset management company exercised its voting rights at **137** out of **138** General Meetings (in which it had an interest at the date on which the voting right was exercisable).

In total, METROPOLE Gestion voted on **2,337** out of **2,368** resolutions representing, across all the portfolios, **8,362** out of **8,453** resolutions, giving a participation rate of **99%**.

Geographical breakdown of General Meetings at which votes were exercised:

	Number of general meetings	Percentage
France	30	22%
Europe (excluding France)	96	70%
Rest of world (Switzerland)	11	8%
Total	137	100%

Votes resolutions' topics breakdown:



METROPOLE Gestion looks favourably upon resolutions put to the vote on environmental, social and governance (ESG) matters, because it considers that businesses need to integrate environmental and social issues into their growth strategies, as they do with economic issues.

Among the external resolutions submitted to the vote during 2019, 3 resolutions covered issues relating to Energy Transition and the Ecology. We voted in favour of 1 of the resolutions supported by an investor group (Climate Action 100+), with the objective of improving the transparency of climate reporting. We voted against 2 resolutions, on the other hand, considering the quantitative and deadline objectives to be excessive and unrealistic, in addition to undermining the visibility of the companies in question. One of the resolutions was ultimately abandoned after the general meeting by the investor who submitted it to the vote, having accepted that the company's efforts did in fact comply with the 2°C pathway.

With the challenges of Energy Transition and the Ecology being virtually absent from the resolutions submitted to shareholder vote, we will be covering these issues via our engagement policy in the form of direct dialogue with the companies.

2.2- Analysis of votes against

The analysis of votes against includes votes given "against" or "abstentions" on resolutions proposed by the Management Board or Board of Directors of the issuer, as well as votes "in favour of" resolutions not approved by the Board.

In 2019, METROPOLE Gestion, acting on behalf of the UCITS/AIFs under its management, voted against **350 different resolutions (15% of the total number of resolutions voted upon)** at **96 General Meetings**.

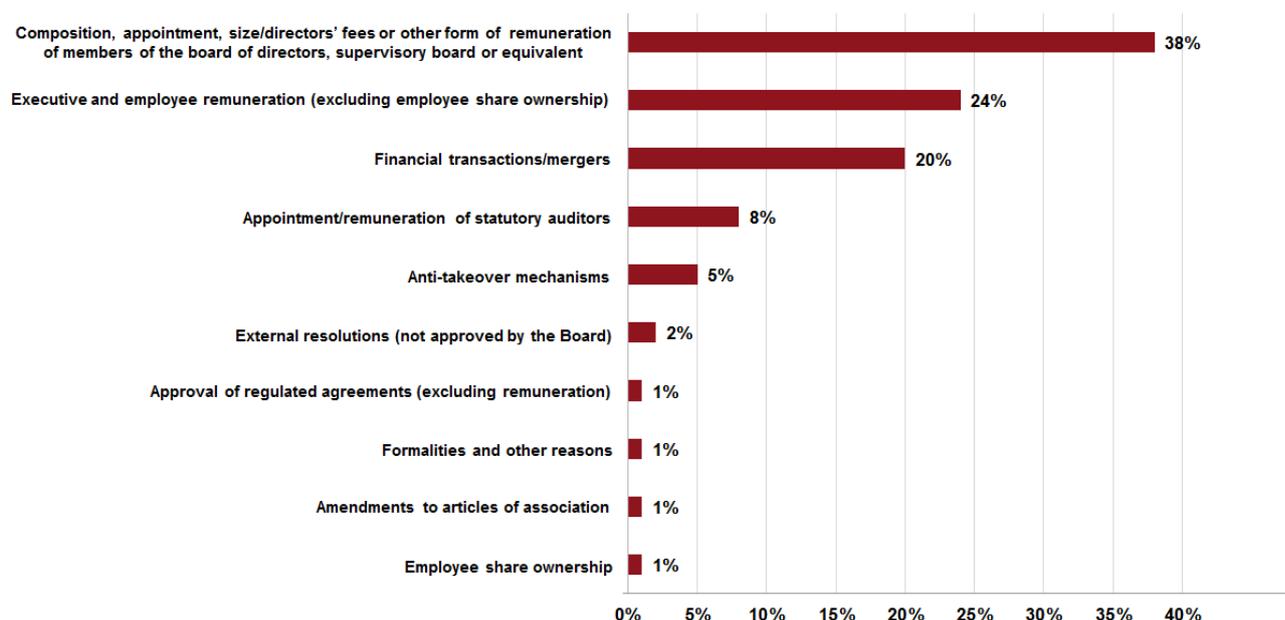
Geographical breakdown of General Meetings at which at least one vote against was cast:

	Number of General Meetings	Percentage
France	24	25%
Europe (excluding France)	61	64%
Rest of world	11	11%
Total	96	100%

Geographical breakdown of votes against:

	Number of resolutions voted upon	Percentage
France	144	41%
Europe (excluding France)	153	44%
Rest of world	53	15%
Total	350	100%

Topics voted against breakdown:



2.3- Exceptions to our voting policy

In 2019, no votes were cast in opposition to our policy.

2.4- General Meetings where votes were not cast

During the year 2019, we could not vote on one resolution as we were unable to update the documentation necessary to vote within the time allowed.

2.5- Management of conflicts of interest

METROPOLE Gestion identified no conflict of interest in the case of votes cast during the 2019 financial year.