

UAB MODUS ASSET MANAGEMENT
POLICY FOR THE EXERCISE OF VOTING RIGHTS

1. GENERAL PART

- 1.1. This Policy for the Exercise of Voting Rights (hereinafter referred to as the **Policy**) regulates the main principles and rules that UAB Modus Asset Management (hereinafter referred to as the **Company**) observes when exercising the voting rights granted by the financial instruments constituting the assets of the collective investment undertaking managed by it.
- 1.3. The purpose of the Policy is to ensure that such rights are exercised exclusively in the interests of the collective investment undertaking to which the relevant financial instruments belong.
- 1.4. In accordance with the requirements of the abovementioned legal acts, the Policy for the Exercise of Voting Rights establishes measures and procedures:
 - 1.4.1. to monitor corporate events regulated by company law;
 - 1.4.2. to ensure that voting rights are exercised in accordance with the investment objectives and investment strategy of the collective investment undertaking concerned;
 - 1.4.3. to avoid or manage conflicts of interest arising from the exercise of voting rights.
- 1.5. The provisions of the Policy must be observed by the Company's manager, the Board, the managers of the Company's collective investment undertakings, members of the investment committee or other advisory committees/bodies, and other employees of the Company participating in the exercise of shareholders' rights in financial instruments.

2. PRINCIPLES FOR THE EXERCISE OF VOTING RIGHTS

- 2.1. According to the Company's business strategy, the Company manages the following collective investment undertakings, the investment strategies of which provide that such entities:
 - (a) may acquire (invest in) and manage securities of companies which are not admitted to trading on regulated markets; and
 - (b) invests directly and/or indirectly through the acquisition of equity securities of the relevant company through special purpose vehicles (SPVs) directly and/or indirectly controlled by the collective investment undertaking which:
 - (i) constitutes 100% of the authorized capital and gives 100% of the votes; or
 - (ii) gives sole control of the company / the amount of votes that give the right to decide on all material issues within the competence of the shareholders of the respective company.
- 2.2. As the collective investment undertakings managed by the Company invest in the controlling and qualified majority voting in the shareholders' meetings:
 - (a) company events governed by company law, as far as the will of the shareholders is concerned, are initiated by the collective investment undertaking itself or by a special purpose vehicle directly and/or indirectly controlled by the collective investment undertaking as the sole/major shareholder; or
 - (b) the relevant collective investment undertaking is informed directly about the events of the company initiated by the minority shareholders, management and/or other persons;

there is no separate procedure for monitoring company events. The Head of the Company or the manager of the respective collective investment undertaking managed by the Company authorized by the Head of the Company shall be responsible for monitoring the events of the Company.

- 2.3. The voting rights of the financial instruments constituting the assets of the collective investment undertakings managed by the Company shall be exercised (**by the person exercising the voting rights**):

- (a) in cases where the shares and/or the voting rights granted by them belong to the collective investment undertakings directly managed by the Company – the Head of the Company or the manager of the respective collective investment undertaking authorized by him;
 - (b) in cases where the shares and/or the voting rights attached to them are indirectly owned by the collective investment undertakings managed by the Company, the manager of the relevant SPV to which the relevant shares and/or the votes conferred by them belong, with the prior approval of the manager of such collective investment undertaking and/or the manager/board of the Company. The Articles of Association of each SPV must include an obligation for the Head of the SPV to obtain prior approval for the exercise of voting rights in respect of material events in the company.
- 2.4. The person exercising voting rights, when exercising the voting rights of financial instruments managed by the entity, shall ensure that:
- (a) the voting rights are exercised in accordance with the investment objectives of the relevant collective investment undertaking, the investment strategy and the investment decisions adopted by the Company;
 - (b) the best interests of the collective investment undertaking concerned and its investors are affected by the exercise of voting rights;
 - (c) conflicts of interest are avoided when exercising voting rights (as provided for in Section 3 of the Policy);
 - (d) in cases where the collective investment undertaking holds less than 100% of the company's authorized capital, the exercise of voting rights shall be without prejudice to the rights of minority shareholders;
 - (e) the exercise of voting rights shall be reported to the Company's Board at least once every 12 months and/or *ad hoc* if necessary;
 - (f) if the exercise of voting rights (adoption of a certain decision) requires a decision or approval of the Head of the Company and/or the Board of the Company and/or the manager of the relevant collective investment undertaking – such decision/approval shall be obtained in advance of the appropriate exercise of voting rights.

3. AVOIDANCE AND MANAGEMENT OF CONFLICTS OF INTEREST

- 3.1. When exercising the shareholder rights granted by the financial instruments constituting the assets of the collective investment undertakings managed by the Company, it shall be acted in such a way as to avoid conflicts of interest.
- 3.2. Conflicts of interest shall be identified and managed as defined in the Company's Conflict of Interest Management Policy.
- 3.3. In all cases where a conflict of interest arises, it shall be acted in the best interests of the collective investment undertakings managed by the Company.

4. FINAL PROVISIONS

- 4.1. The current version of the Policy shall be published on the Company's website in the self-service for participants of the Company's collective investment undertakings.
- 4.2. The description of the actions taken in accordance with this Policy, in detail and to the extent required by the incorporation documents of the relevant collective investment undertaking managed by the Company, shall be provided to the investor of the relevant collective investment undertaking free of charge upon request.
- 4.3. This Policy shall enter into force upon its approval. The Policy may be amended by the decision of the Company's Board.
- 4.4. The Policy must be reviewed regularly and/or adjusted as necessary.
- 4.5. The Company's Compliance Officer shall be responsible for the periodic review and updating of the Policy and for informing the Company's Board about the results of the review and/or the need to change the Policy.