

## REGULATORY INFORMATION FOR INVESTORS

The Luxembourg law of May 10, 2016 on undertakings for collective investment which has implemented the EU UCITS Directive 2014/91/UE requires management companies to make certain policies or descriptions of policies available to investors and preferably by means of a website. In application of this regulation, we are pleased to provide you with information on our complaints handling policy, our conflicts of interest policy and summary descriptions of our proxy voting policy and best execution policy, and any other regulatory required information which may be requested by investors.

### I. Complaints handling policy

Any complaint, whether it is operational or product-related, should be directed in English or in one of the official languages of the complainant's member state to the relevant Natixis Investment Managers S.A. sales agent or business contact by email, fax or letter or also to:

- 1) by post: Natixis Investment Managers International - Service Clients  
43, Avenue Pierre-Mendès France  
75013 Paris  
France
- 2) by e-mail: [clientservicingam@natixis.com](mailto:clientservicingam@natixis.com)

The NIMI Client Servicing Officer will cause a reply to be sent to the Complainant, no later than ten business days after receipt of the complaint, acknowledging that Natixis Investment Managers S.A. (the "Firm") has received their complaint and that the Firm is investigating the issue. The complaint recipient will provide the Complainant with the contact information of those that will be dealing with the complaint.

Once the complaint has been investigated and assessed, the NIMI Client Servicing Team will respond or cause a response to be sent to the Complainant. The response will be written in clear language that is easily understandable to the Complainant and sent within a period which is less than one month from the date of receipt of the complaint. However, if this is not feasible, the Complainant will be informed of the delay, its causes and the date at which the internal investigation is likely to be completed.

The NIMI Client Servicing Team will log the complaint in the Firm's complaints record and keep records of all material correspondence between the Firm and the Complainant in the complaints record.

Out-of-court Complaint Resolution: In the event of a lack of response or dissatisfaction with the response provided, the Complainant has the right to contact Natixis Investment Managers S.A.'s supervisory authority, the Commission de Surveillance du Secteur Financier (CSSF) after one month but no later than one year from the date at which the complaint was initially sent to the Firm. In

order to ensure the admissibility of the complaint by the CSSF, it should first be submitted in writing to the Firm.

Complaints may be sent to the CSSF by using the out-of-court resolution form available on the CSSF website at the following link:

[https://www.cssf.lu/fileadmin/files/Formulaires/Reclamation\\_111116\\_EN.pdf](https://www.cssf.lu/fileadmin/files/Formulaires/Reclamation_111116_EN.pdf)

The form can be submitted as follows:

- 1) by e-mail: [reclamation@cssf.lu](mailto:reclamation@cssf.lu)
- 2) by post: Commission de Surveillance du Secteur Financier  
Département Juridique CC  
283, route d'Arlon  
L-2991 Luxembourg
- 3) by fax : (+352) 26 25 1 – 601

CSSF Regulation N° 16-07 relating to the out-of-court resolution of complaints is available on the CSSF website at the following link:

[https://www.cssf.lu/fileadmin/files/Lois\\_reglements/Legislation/RG\\_CSSF/RCSSF\\_No16-07.pdf](https://www.cssf.lu/fileadmin/files/Lois_reglements/Legislation/RG_CSSF/RCSSF_No16-07.pdf)

The CSSF's role is to assist the professional under its supervision and the Complainant to amicably settle their dispute. Note that the CSSF's opinion is not binding.

## II. Conflicts of interest policy

Natixis Investment Managers S.A.'s conflicts of interest policy sets out the principles and guidelines for identifying, preventing, managing, monitoring, recording, and, where relevant, disclosing existing or potential conflicts and protecting the interests of our investors.

There are a number of different types of possible conflicts, including where the Firm (i) is likely to make a financial gain, or avoid a loss, at the expense of the investor; (ii) has an interest in the outcome of a transaction that is likely to be different from the investor's interest; (iii) has some kind of incentive to favour one investor over another; (iv) carries on the same kind of business as the investor; or (v) receives or will receive an inducement from a third party in relation to services provided to the investor.

Natixis Investment Managers S.A. has reviewed its business and identified a number of permanent conflicts along with a brief explanation of the Firm's arrangements for mitigating and managing the risks of such conflicts. Such mitigation includes making appropriate disclosures to prospective investor(s) about Natixis Investment Managers S.A.'s structure and activities, implementing certain procedures and restricting the types of payments made or received from third parties. In addition, all Natixis Investment Managers S.A. employees undertake to:

- act always in the best interests of the investor;

- comply with any operating controls and procedures established to mitigate any actual or potential conflicts;
- not to enter into any agreement, without obtaining prior permission from the Compliance Officer, that could potentially conflict with duties to investor(s),
- Consult with the Compliance Officer whenever they encounter either (i) a conflict or potential conflict that is not set forth here, or (ii) a conflict that is described above but where the arrangements described do not appear adequate for mitigating or managing the conflict.

Where the Firm is not reasonably confident that the mitigating controls it has implemented to identify, prevent, manage and monitor conflicts of interest are sufficient to prevent loss to its investor(s), then the Firm will disclose clearly the general nature and sources of conflicts before undertaking the business (and, in specific circumstances (e.g. inducements) may take additional steps). In such cases Natixis Investment Managers S.A.'s Committee of Conducting Persons should be promptly informed so as to be able to take any measure necessary to ensure that the Firm always acts in the best interests of its Investor(s). Disclosure does not exempt the Firm from implementing mitigating controls.

Depending on circumstances, disclosure of the conflict and the decision whether to undertake the business may be made in a direct communication with a particular Investor, in reports and/or in general terms of business.

### **III. Proxy voting policy**

Natixis Investment Managers S.A. believes that engagement with the companies in whose securities it invests – particularly through the exercise of voting rights – is an important element to the investment management process. The level and nature of engagement and voting may vary according to the investment strategies associated with holding securities. Voting must not interfere with underlying strategies or decisions taken by investment managers, nor prevent the selling of holdings in companies. It must always support the UCITS' objectives and policy and ensure that the best interests of unit holders are served. Natixis Investment Managers S.A.'s voting policy sets out the arrangements for abiding with these principles.

To ensure that voting benefits from the monitoring of relevant corporate events during the investment management process and that it accords with the chosen investment strategies for meeting the objectives and policy of the relevant UCITS, the responsibility for exercising voting decisions is assigned, through the delegation mandate, to the corresponding investment manager in charge of the investment management process of each fund ("Investment Manager").

Applying its governance and oversight processes to this policy, Natixis Investment Managers S.A. has adopted various supervisory measures where dealing is undertaken on its behalf by the Investment Managers including an annual review of their policies and the reporting of any exception to these by the Investment Managers to Natixis Investment Managers S.A. Proxy voting practice by the Investment Managers is also assessed during Natixis Investment Managers S.A.'s periodic due diligence checks.

Managing conflicts of interest – Delegating proxy voting to the investment manager helps ensure that any conflicts between Natixis Investment Managers S.A. and a company in which its funds are invested are segregated from the voting decision process. Conflicts may arise where an Investment Manager has a corporate or commercial interest in the outcome of a vote aside from interest of the fund. Investment Managers are required both as a regulatory obligation, and under their agreement with Natixis Investment Managers S.A., to look only to the interests of the fund. They must record any such conflicts so that Natixis Investment Managers S.A. may take note of them when monitoring the operation of the Investment Managers’ voting procedures and actions taken.

Further information on engagement and voting can be found on the individual websites of the respective Investment Managers as indicated below or requested through your relationship manager:

Investment Managers	Proxy Voting Policy and Report	Website
<b>US based</b>		
Harris Associates	<a href="#">Harris Associates Proxy Voting and Engagement Policies</a>	www.harrisassoc.com
Loomis Sayles	<a href="#">Loomis Sayles &amp; Co proxy voting policy</a>	www.loomissaylesinvestmentslimited.co.uk/websiteuk/about-us/
Vaughan Nelson	<a href="#">Vaughan Nelson Proxy Voting Policy</a>	www.vaughannelson.com
WCM	<a href="#">WCM Proxy Voting Policy</a>	www.wcminvest.com
Alpha Simplex	Alpha Simplex Voting policy	www.alphasimplex.com
<b>EU and UK based</b>		
Mirova	<a href="#">Mirova Voting Policy</a>	www.mirova.com
Ostrum AM	<a href="#">Ostrum AM voting policy</a>	www.ostrum.com
Natixis Investment Managers International	<a href="#">Natixis IM International Voting and Engagement Policy</a>	www.im.natixis.com/fr
Seeyond	<a href="#">Seeyond Voting Policy</a>	www.seeyond-am.lu
Thematics AM	<a href="#">Thematics AM Voting and Engagement policy</a>	www.thematics-am.com
H2O AM	<a href="#">H2O AM Proxy Voting Policy</a>	www.h2o-am.com

#### **IV. Best execution policy**

Natixis Investment Managers S.A. must take all reasonable steps to obtain the best possible result, when executing or placing orders to deal on behalf of the UCITS it manages. Natixis Investment Managers S.A.'s best execution policy describes the arrangements Natixis Investment Managers S.A. has established and implemented to comply with this principle seeking to always act in the best interests of the UCITS and its investors.

Because the investment management of Natixis Investment Managers S.A.'s UCITS is performed by the investment managers, the policy sets the standards for best execution to be adhered to by those investment managers. To achieve this, it requires its investment managers to have policies and procedures which take into account the following execution factors:

- Price
- Costs
- Speed
- Likelihood of execution and settlement
- Order size and nature
- Any other consideration relevant to the execution of the order

Natixis Investment Managers S.A. expects that price will normally be the predominant factor in obtaining the best possible result for UCITS. However, the relative importance of the above execution factors will be determined by the objectives, investment policy and risks specific to the UCITS as well as the characteristics of the order, the financial instruments and the execution venues to which the order can be directed.

Charges or commissions structures as well as any soft commissions arrangements are also taken into consideration when assessing whether the best possible result has been achieved for the fund.

Applying its governance and oversight processes to this policy, Natixis Investment Managers S.A. has adopted various supervisory measures where dealing is undertaken on its behalf by investment managers including an annual review of the investment managers' policies and the reporting of any exception to these by the investment managers to Natixis Investment Managers S.A.

As part of its field review work, Natixis Investment Managers S.A. also reviews the operation of the investment managers' policies and procedures which may include items such as retrospective sample reviews of the execution performance of orders, continual monitoring of the performance of brokers and execution venues and annual reviews of the execution arrangements. Issues resulting from these reviews should be reported to Natixis Investment Managers S.A. as appropriate.

#### **V. Anti-Bribery and Corruption policy**

Natixis Investment Managers S.A. (the "Firm") is committed to conducting its business with integrity so as to protect itself against all forms of bribery and corruption, including the giving or

acceptance of bribes in commercial dealings and the corruption of public officials, or a private entity or individual.

Corruption constitutes fraudulent behaviour, which is unethical and may result in severe criminal and administrative sanctions.

As a result, the Firm has implemented a compliance program intended to promote prevention measures through communication and awareness raising of the best practices that seek to prevent bribery and corruption and ensure compliance with anti-bribery and corruption laws.

The prevention mechanisms developed by the Firm include:

- Risk mapping of corruption risks
- The deployment of company policies, procedures and internal rules
- Education and awareness raising
- An anti-bribery and corruption policy for third parties.

The Firm regularly monitors its business activities and business practices to ensure that they comply with the anti-bribery and corruption laws. Monitoring is reinforced in areas exposed to a higher corruption risk.

In addition to the above-mentioned prevention measures, the Firm has set up a whistle-blowing procedure that enables employees to escalate behaviour or situations that are contrary to the Firm's anti-bribery and corruption measures.

## **VI. Shareholders Rights Directive II**

Natixis Investment Managers S.A., a Luxembourg management company authorized by the CSSF, and its branch offices (the "Firm") are committed to meeting the requirements of the Shareholders Rights Directive II (SRD II) relating to shareholder engagement in the investment process and transparency. This statement applies to the products and services rendered to clients of the Firm.

This statement complements and supplements other voting, engagement and stewardship information available on the Firm's and its Investment Managers websites.

Subject to compliance with applicable laws and regulations and any contractual limitations, the Firm delegates the investment management of the collective investment schemes for which it acts as the management company to one or more of its affiliated investment manager entities, located in EU and non-EU jurisdictions (the "Investment Managers"). The Investment Managers report to the Firm on matters such as processes for monitoring corporate events, voting outcomes, engagement, compliance, risk and conflicts of interest.

The Firm's approach to stewardship is constructive and pragmatic with the extent of any intervention determined on a case-by-case basis. This is achieved through the investment approach of the Investment Managers and business processes, which prioritise high standards of stewardship, clear accountability, striving for best practice and compliance with regulatory standards.

The Firm does not manage fund assets directly and therefore does not engage and/or vote itself.

### ➤ **Engagement**

Investment Managers undertake engagement and monitoring activities that feed into their investment decision-making processes. The Delegate Managers routinely engage with potential and actual investee companies. The Delegate Managers treat votes as valuable assets and act accordingly in exercising them. The size of the investee shareholding, the intended length of ownership and the materiality of any issue will determine the level of engagement undertaken.

Further information on engagement and voting can be found on the individual websites of the respective Investment Managers as indicated in the section III. Proxy voting policy of this document.

### ➤ **Responsible Investment Approach**

The Firm's approach to responsible investment forms part of Natixis Investment Managers Group's responsible investment policy. Engaged in sustainable development and responsible investment challenges, the Group has developed a Responsible Investment Report with the aim to set out how the environmental, social and governance (ESG) factors are integrated into the investment decisions and activities across the Group. This report explains the approach to ESG, to sustainable investing, to shareholder voting and engagement, and to the processes used by the investment managers affiliated with Natixis Investment Managers' to integrate ESG into their investment decisions. The report can be accessed under the "Investments" section of the corporate website: [im.natixis.com](http://im.natixis.com).

The Firm's and the Group's responsible investment approach should be analysed in light of the specificities of its business. As a multi-affiliate investment manager, approaches and processes related to ESG integration vary among the affiliates. For investment vehicles whose management is delegated to the affiliated investment managers, the Firm relies on the responsible investment policies of the relevant affiliates.

### ➤ **Conflicts of interest**

In addition to the above the Firm discharges its stewardship responsibilities by a robust conflicts of interest management framework as detailed in section II. Conflicts of interest policy of this document. The Firm has a comprehensive Conflicts of Interest Policy that addresses a wide range of conflicts related to its business activities. This policy sets out the principles and guidelines for identifying, preventing, managing, monitoring, recording, and, where relevant, disclosing existing or potential conflicts in the best interests of our investors.