



Algebris Investments (Ireland) Limited

Voting Policy

1. Background

Algebris Investment (Ireland) Limited (the “Company”) was authorised by the Central Bank of Ireland (CBI) on the 11th December 2020 as an Alternative Investment Fund Manager (AIFM) with additional permissions pursuant to Regulation 7(4) of the European Union (Alternative Investment Fund Managers) Regulations 2013 (as amended) (the “AIFM Regulations”), and as a UCITS Management Company under Part 4 of the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011) (as amended) (the “UCITS Regulations”). The Company has been authorised perform additional services of individual portfolio management (“IPM”), investment advice and ancillary “MiFID” type activities, as permitted by AIFMD and the UCITS Regulations.

For clarity, this Policy applies to the Company, and the Milan Branch of the Company.

2. UCITS

The Company provides management company services to Algebris UCITS Funds plc (the “UCITS umbrella”). The Company also undertakes collective portfolio management functions with respect to the sub-funds of the UCITS umbrella of Algebris Core Italy Fund, Algebris Sustainable World Fund and Algebris Strategic Credit Fund through its Milan Branch. The Company delegates collective portfolio management to Algebris (UK) Limited for the remaining sub-funds of the UCITS umbrella (see Section 6).

The Company intends to provide management company services to Algebris ETFs (Ireland) ICAV and the Company intends to also delegate collective portfolio management of the sub-fund Algebris IG Credit Active UCITS ETF to Algebris (UK) Limited.

3. Alternative Investment Funds

In respect of alternative investment funds (“AIFs”) the Company provides management company services to, and the Company delegates, pursuant to an investment management and distribution agreement, certain aspects of the performance of the investment management function of the Algebris Financial Bond Fund to Algebris (UK) Limited.

The Company provides management company services and undertakes collective portfolio management in respect of the Algebris Green Transition Fund (“GTF”), a Luxembourg-domiciled AIF, with portfolio management for the Fund effected by the Company through the GTF Investment Committee.

The Company intends to provide management company services and undertake collective portfolio management functions with respect to the ClimaTech Fund I and ClimaTech Italian Opportunity Fund (“the ClimaTech Funds”), also Luxembourg-domiciled AIFs, through its Milan Branch as well.

4. ELTIFs

The Company undertakes collective portfolio management functions with respect to the ELTIFs through its Milan Branch. The Company shall vote in accordance with the voting provisions outlined in the executed Investment Management Agreement agreed with the client.

5. NPL Funds

The Company undertakes collective portfolio management functions with respect to the NPL Funds through its Milan Branch. Due to the private, unlisted nature of the assets, no voting will take place in respect of the NPL Funds.

6. Segregated Mandates

In the context of the Segregated Mandates to which the Company, acting through its Milan Branch, provides individual portfolio management services, the Company shall vote in accordance with the voting provisions outlined in the executed Investment Management Agreement agreed with each client.

Currently the Company's existing Segregated Mandate clients have not delegated voting authority to the Company and instead have elected to give instructions directly to their custodian in respect of voting rights relating to securities in the portfolio.

7. Algebris (UK) Limited Voting Policy

In respect of the UCITS umbrella and AIF portfolio management functions delegated to Algebris (UK) Limited the Company has adopted the Algebris (UK) Limited Voting Policy which is attached to Appendix 1. The Company's Milan Branch will follow this policy in respect of the Algebris Core Italy Fund, Algebris Sustainable World Fund, Algebris Strategic Credit Fund, ELTIFs, GTF and the ClimaTech Funds.

The Board is satisfied with the adequacy of the Algebris (UK) Limited Voting Policy to meet the Company's obligations and also the obligations of the relevant AIF and UCITS.

8. Investment Teams and Responsible Investing

In respect of those funds for which the Company undertakes collective portfolio management as performed by the Milan Branch investment teams¹, where it is given the opportunity to exercise voting rights in relation to the positions held in the relevant fund, it is the policy of the Company that such decisions are made in the best interests of fund investors after considering the long-term sustainability of the respective issuer.

While abstaining can be the best option in a limited number of cases, the Company commits to taking an active role in the investee company's decision-making process, with sustainability being a prime consideration.

This is in line with the stewardship agenda set out in Algebris Investment's (the "Firm") overarching ESG and Responsible Investment Policy² which incorporates long-term sustainability considerations of issuers when exercising voting rights. This active agenda is reflected in the Firm's commitment to vote, where and as applicable, in favour of AGM resolutions requesting investee companies to submit a Climate Transition Action Plan, underscoring the Firm's application of the six UN Principles for Responsible Investment (UNPRI) across its business and investment processes.

9. Conflicts of Interest

The Company, as applied by the relevant Milan Branch portfolio management teams, is required to exercise voting rights in respect of relevant investments for the exclusive benefit of the relevant client, fund and the investors therein.

It is possible that situations may arise in connection with the exercise of voting rights that involve an actual or potential conflict of interest e.g. voting strategies for the benefit of the Company/Firm and not the client. If personnel believe that the exercise of voting rights involve such a conflict, they must notify the Head of Compliance and the matter must be referred for consideration by the Head of Investment/Designated Person for Investment Management.

10. Reporting

Details of the actions taken on the basis of this policy shall be made available to shareholders free of charge and on their request.

¹ The Italian Equities Team, Global Sustainable Equities & Bonds Team, and the Green Transition Fund/ClimaTech Funds Investment Committee.

² Algebris Investments ESG Responsible Investment Policy, available at <https://www.algebris.com/esg/policies-and-disclosures>.

11. Review

This policy will be reviewed by the Company not less frequently than annually.

Appendix 1

Algebris (UK) Limited – Voting Policy

1. Introduction

This document sets out the policy and related procedures of Algebris (UK) Limited (the “Firm”) with respect to the exercise of voting rights attaching to investments made by the Firm on behalf of its clients and the funds which it manages (“Investments”).

The Investment Committee and the Investment Risk Committee consider that the appropriate exercise of voting rights is an important factor in the ongoing management of Investments.

2. Principles

This section sets out the principles to be applied for determining when and how any voting rights held in respect of Investments are exercised.

1. Voting decisions are to be made on a case-by-case basis following an assessment of the matter at hand and after taking into consideration its likely effect on the performance of the Investments and the relevant separate account mandate or Algebris fund. The Firm also takes into account long-term sustainability considerations of each issuer when deciding to vote.
2. Any votes cast must be in the best interests of the relevant client, being:
 - a. The separate account holder in the case of votes attaching to an investment made under the relevant investment management agreement; or
 - b. The Algebris fund and the investors therein in the case of votes attaching to an investment made by the Firm
3. Algebris is a supporter of the [Say on Climate Initiative](#). As part of our commitment to the initiative, Algebris will encourage all listed companies to submit a Climate Transition Action Plan at their AGM for a shareholder vote. Where companies do not do so voluntarily, Algebris will vote for and file AGM resolutions (whenever we have sufficient votes) requiring such votes.

Voting rights must be exercised in accordance with the investment objectives and policy of the relevant separate account mandate or fund.

3. Abstaining

In some cases the Firm may determine that clients’ best interests are served by it abstaining from exercising voting rights.

The Firm will not vote where it or the relevant client is excluded from doing so by relevant laws or regulations, or in cases of conflict of interest which cannot be resolved appropriately (see section 5).

4. Approval Process

The Investment team are primarily responsible for the Investments which they manage, including monitoring, with the assistance of the Operations team, relevant corporate actions and the assessment of when and how to exercise voting rights attaching to Investments.

As a general principle, the investment team collectively approve the direction of voting however the

portfolio manager responsible for the Investment will generally always approve. If, however, such individuals believe that:

- a. The matter under consideration is material in the context of the Investment; or
- b. That there is a conflict of interest in relation to the matter under consideration they shall refer the matter to the CIO/CEO for approval.

5. Conflicts of Interest

The Firm is required to exercise voting in respect of the Investments for the exclusive benefit of the relevant client or clients.

It is possible that situations may arise in connection with the exercise of voting rights that involve an actual or potential conflict of interest. For example, if exercising voting rights is for the benefit of the firm and not the clients. If personnel believe that the exercise of voting rights involve such a conflict, they must notify the Compliance Department and the matter must be referred for the consideration by the CIO.

6. Algebris (UK) Limited – Stewardship Code

The UK Financial Reporting Council's Stewardship Code (the "Code") is a voluntary set of principles that relate to the engagement by institutional investors and the UK issuers they invest in. As an asset management firm, authorised and regulated by the FCA, providing investment management services across alternative and credit strategies the Firm has a fiduciary duty to act in the best interests of all of its investors. The Firm aims to generate and protect returns in accordance with the relevant fund private placement memorandum or prospectus.

The Firm supports the overall objectives of the Code but has chosen not to commit to the Code. Algebris (UK) Limited and its group entities invest in various asset classes and jurisdictions across the globe. Where necessary a global approach is taken regarding engagement with issuers and the management of such issuers. The Firm has arrangements in place that enables the investment team to receive details of any relevant corporate meetings and each issue is considered by the investment team on a case-by-case basis. The Firm believes that this bespoke approach enables decisions to be made in the best interest of investors and in accordance with the relevant fund's investment guidelines. It is because of this approach the Firm considers it appropriate not to commit to this voluntary Code.