



## **Shareholder Rights Directive II Annual Disclosure Implementation of the MIFL Shareholder Engagement Policy**

**Relevant Period:** 31 December 2024 – 31 December 2025

**Date:** February 2026

### **Introduction**

The Shareholders Rights Directive II (SRD II) aims to promote effective stewardship and long-term investment decision making, by enhancing the transparency of asset manager investment and engagement strategies with underlying investee companies. Mediolanum International Funds Limited (“MIFL”) is an authorized UCITS Fund Management Company and Alternative Investment Fund Manager. MIFL also has permission to provide discretionary portfolio management services to certain clients. As MIFL invests in shares listed on a regulated EEA market, MIFL is an Asset Manager in scope of the SRD II.

For the Funds under management (Funds), MIFL directly manages a portion of the equity assets in-house. However, MIFL has delegated the day-to-day investment management activities of a large portion of its assets under management (AUM) relating to the Funds to third party asset managers (Delegate Investment Managers or DIMs).

As outlined in our Shareholder Engagement Policy (Policy), MIFL will publicly disclose on an annual basis:

1. A summary of how the Shareholder Engagement Policy was implemented during the period; and
2. Information on how its investment strategy complies with the arrangements with institutional investors and contributes to the medium to long-term performance of the assets.

Note:

- The public disclosure for institutional clients has been prepared solely to address where institutional investors are investors of any of the funds under management.
- Where MIFL acts as discretionary portfolio manager for an institutional investor’s equity mandate, MIFL will communicate directly with its client to provide any relevant disclosures under SRD II.

This document has been prepared to comply with the disclosure requirements set out in the Policy and to demonstrate how the Policy was implemented for the period 1 January to 31 December 2025 (Period).

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## How the Policy was implemented during the period

### 1.1 Summary of Voting Activity and Significant Trends

MIFL is responsible for voting for both the portion of Assets Under Management (“AUM”) managed directly by MIFL and the portion delegated to the Delegate Investment Managers (“DIMs”). MIFL is increasingly incorporating ESG into its investment and stewardship activities and it is important that its proxy voting policies and activities reflect those principles in practice.

MIFL has a customized voting policy in place for a number of years, that is aligned to its sustainability focus. In this regard, MIFL has partnered with Glass Lewis Stewardship Team. The MIFL custom voting policy leverages the Glass Lewis Climate Change Policy as well as additional guidelines from the Glass Lewis ESG Policy. These two Policies take into consideration a broad set of ESG factors that may impact a company’s ability to execute its business strategy and create value over the long term while at the same time, operating in a socially responsible manner. Through MIFL’s voting activity, the core SDG pillars (numbers 5, 7, 12 and 13) are affirmed through support of initiatives that encourage increased disclosure and action as it relates to:

- SDG 5: Gender Diversity
- SDG 7: Affordable and Clean Energy
- SDG 12: Responsible Consumption and Production
- SDG 13: Climate Action

As it relates to the voting trends and highlights for the considered period:

- Overall, MIFL’s voting activity was strongly aligned with our policy and consistent with past periods. Voting was most aligned with SDG 13, Climate Action, given the broad nature of the SDG as it focused on taking action to manage climate change and its impacts.
- Greenhouse Gas (GHG) emissions play a large part in managing climate change. For the considered period, MIFL voted on a variety of proposals that deal with GHG emissions. These ranged from holding directors accountable for risk mitigation strategies, to supporting shareholder proposals that seek further disclosure on companies’ GHG emissions and strategies.
- MIFL’s policy is to ensure there is a strong focus on climate-related oversight and climate risk mitigation by the Board of Directors. In line with this, MIFL voted against directors in companies with insufficient oversight and disclosure of material climate and environmental risk. Conversely, MIFL voted in favor of shareholder proposals requesting companies to provide reporting on their actions with respect to climate change.
- In 2023, MIFL introduced new guidelines into its customized policy related to Board Gender Diversity. These guidelines triggered new proposals in which MIFL voted consistently in line with the policy.

MIFL believes votes that assist in implementing its ESG and climate focused strategy are significant to its overall stewardship program. MIFL will continue to refine our proxy voting efforts with the aim to create positive change in our prioritized SDGs.

## **1.2 The use of the services of proxy**

MIFL utilizes the services of Glass Lewis. Glass Lewis are an independent provider of global governance services and proxy advisory services. They have significant expertise in conducting proxy research that encompasses collating accurate information gathered from public sources which is then assessed by a dedicated team of analysts and issue specialists. This includes regional analyst teams that are experts in local market laws, regulations and best practices who would collaborate with subject matter experts and apply bounded judgment as they assess each issue on the ballot. MIFL will generally vote in line with Glass Lewis recommendations. However, in certain circumstances MIFL will not vote in line with the recommendation and these have been detailed with MIFL's Proxy Voting Policy.

There are some exceptions to this process whereby Glass Lewis do not vote or provide a recommendation. An example of an event where the Glass Lewis does not provide a recommendation is when votes relate to certain Italian stocks held.

For additional information please refer to the MIFL Proxy Voting Policy.

## **1.3 Engagement with Delegate Investment Managers**

MIFL has delegated the day-to-day investment management activities of a large portion of its AUM to its DIMs. For the equity portfolios, MIFL's appointed DIMs will engage directly with the underlying companies as required (with the exception of voting). MIFL in turn ensures that each of the delegates are improving their investment process to incorporate ESG considerations. This engagement with our partners will help to push forward the ESG and sustainable investment agenda across the broader industry.

During the period under review, the team engaged with all external managers as it relates to these strategies through in-person engagement or via videoconference. An example of topics discussed include the general approach to ESG and PAIs within the strategy, discussion of ESG profiles of certain stocks, engagement with investee companies or a portfolio's carbon footprint.

## **1.4 Direct Engagement with Investee Companies**

Starting in 2024, MIFL partnered with Glass Lewis' Stewardship Team to expand its engagement program. Working collaboratively with Glass Lewis, MIFL created a selection framework. Over 50 engagement targets were selected based on poor performance related to six Principal Adverse Impacts (PAIs) aligned with MIFL's four prioritized Sustainable Development Goals (SDGs).

After the engagement target list was created, individual profiles for each company were created. These reports contain detailed information about companies' sustainability characteristics and underlying metrics to guide and maximize the engagement dialog. Progress on engagement for each target company is tracked and documented on a web-based platform. On an annual basis, progression against targets will be assessed and adjustments will be made.

## **Institutional Investor Disclosures**

As required under the SRD II, MIFL must disclose to institutional investors of the Funds under management how MIFL's investment strategy complies with the arrangements with institutional investors and contributes to the medium to long-term performance of the assets, with reference to the following points:

- Key material medium to long-term risks associated with the investments
- How investment decisions are made
- Monitoring of portfolio's composition and/or portfolio's turnover
- MIFL's policy on securities lending
- The use of proxy advisors for the purpose of engagement activities
- How MIFL approaches conflicts of interest that may arise due to engagement activity

The majority of information relating to the above points is already publicly available to investors through regulatory documentation on the MIFL website such as the Funds' Annual Accounts, Prospectus, Key Investor Investment Documents ("KIID") and the Sustainable Finance Disclosure Regulation (SFDR) disclosures. [www.mifl.ie](http://www.mifl.ie)

### **2.1 Investment strategy and medium to long term objectives of the Funds**

MIFL makes available to all investors, including its institutional investors, on its website the Fund(s) prospectus, the Fund(s) KIIDs and the Fund(s) periodic reports. The medium to long term investment objectives of the Funds are clearly outlined within the prospectuses and KIIDs.

As outlined in the MIFL Sustainable Finance Disclosure Regulation Statement published on the MIFL website, MIFL maintains a Responsible Investment Policy which outlines MIFL's approach to the integration of Environmental, Social and Corporate Governance into its investment approach. MIFL is committed to long-term sustainable investing and believes a sustainable investment approach is more likely to create and preserve investment capital in the long term.

The above measures assist in demonstrating that the investment strategy of the Fund complies with the arrangements with institutional investors and contributes to the medium to long-term performance of the assets of the institutional investor.

## **2.2 MIFL's Investment Decisions**

MIFL has a documented Board approved Investment Process Document that is reviewed and updated on a regular basis. The Investment Process is in line with MIFL's Responsible Investment Policy on sustainability integration. MIFL recognizes the importance of shareholder engagement and the contribution that Environmental, Social and Governance considerations can make to sustainable investment outcomes in the long term.

## **2.3 Key Material Medium to Long-Term Risks associated with the investments**

The medium to long term risks associated with investments are set out in the Prospectus and KIIDs. The Fund Annual Accounts also contain a description of some of the key types of risks associated with the investments and an outline of the processes MIFL has implemented to assess, monitor, and control these specific risks.

## **2.4 Monitoring of Portfolio Composition**

The MIFL Investment Team function maintains regular oversight of the portfolios. The team monitors fund positions using different tools. They focus on regional, sector, size, style and risk positioning of the portfolios to ensure that allocations are appropriate. Periodic investment reviews will take place and issues will be escalated to the Investment Committee if appropriate.

## **2.5 MIFL's Policy on Securities Lending**

MIFL has appointed a Securities Lending Agent under a Securities Lending Agreement ("SLA") to manage its Securities Lending program on a day-to-day basis, while MIFL maintains oversight over the agent. The Lending Agent manages the recall process with the borrowers and MIFL is able to recall the securities on loan for voting purposes if required.

MIFL has decided that the securities held into its SFDR's article 8 and article 9 funds are not available to participate in the Securities Lending program.

## **2.6 Conflicts of interest in connection with engagement activities and how MIFL deals with them**

The MIFL Proxy Voting Policy outlines process to follow on the occasions where MIFL may have a material conflict of interest with respect to a matter to be voted. A material conflict of interest may exist, for example, if MIFL has a very significant business relationship with either the company whose stock is being voted, the person soliciting the proxy or a third party that has a material interest in the outcome of the proxy vote.

If a potential conflict of interest arises, the Operations Team within MIFL will raise the issue to the MIFL Compliance Team for further consideration. In the period under review ten potential conflicts in connection with voting activity were referred to Compliance for review. In all cases it was determined that no material conflict of interest was present.

## **Ongoing Review**

The above points aim to demonstrate how MIFL has implemented its Shareholder Engagement Policy and is complying with the relevant SRD II disclosure requirements. This document will be updated on a regular basis (at least annually and more frequently if required).