

OLIM Stewardship and Shareholder Engagement

About OLIM

OLIM is a specialist investment manager that serves both retail and professional UK-based clients. Our portfolios vary from pure UK equity to multi-asset mandates. We offer segregated portfolios, a unit trust and a common investment fund for charities. All portfolios are managed by one investment team using our distinctive value-oriented investment process. Our stewardship approach is consistent across our business and range of clients.

Overview

OLIM believes that the long-term success of companies is supported by effective investor stewardship, high standards of corporate governance and transparent engagement policies. We believe that if a company is run well, it is more likely to be successful in the long run. OLIM undertakes all investment stewardship engagements and proxy voting with the goal of protecting and enhancing the long-term value of client's assets.

This document sets out OLIM's Shareholder Engagement Policy and OLIM's approach in relation to the Stewardship Code 2020.

Shareholder Engagement Policy

This policy sets out how we meet the requirements of the Shareholder Rights Directive and its scope covers all portfolios that we manage.

Integration of shareholder engagement

Stewardship activities such as monitoring and engaging with investee companies, as well as voting at shareholder meetings and reporting to clients, are undertaken by our portfolio managers. The initial investment decision to buy shares in a company is likely to include reviewing a company's published materials, brokers' research and, where possible, meeting with directors and visiting company premises. We seek to fully understand our investments, their opportunities and risks.

We monitor a company and continue dialogue with it throughout the holding period; this is outlined in further detail in the section below. OLIM will proactively engage on any issue which may, potentially, affect a company's ability to deliver long-term sustainable performance and value. When companies consistently fail to achieve our reasonable expectations, we will actively promote changes consistent with the influence that our level of shareholding allows.

Monitoring of conduct

Regular and proactive monitoring, including open dialogue with investee companies, enables us to determine whether the board is fulfilling its mandate to shareholders and, ultimately, whether an investment remains appropriate. This monitoring process includes:

- Arranging regular meetings with the company's investor relations team or brokers
- Daily monitoring of company announcements
- Reviewing company results (annual & interim) and annual report and accounts
- Reviewing external research materials (e.g. broker research reports)
- Attending company capital markets days for investors and site visits
- Attending broker meetings to discuss investment recommendations
- Engaging in specific discussions with companies on material topics, including: strategy, performance and non-financial matters (such as environmental, social and corporate governance)

factors; capital structures; board performance and understanding how boards are fulfilling their responsibilities; succession planning; remuneration; and culture)

- Attending company engagement/corporate governance meetings (arranged by companies to enhance the engagement process and provide a forum for governance and responsible investment subjects to be discussed)
- Meetings or correspondence with remuneration committee chairman (in particular where the company is reviewing its remuneration policy, or prior to general meetings where sensitive or contentious resolutions are being put to shareholders to vote on)
- Corresponding with non-executive directors in instances where issues have been raised with management, but where progress on these issues is inadequate
- Maintaining a record of all interactions with companies

We expect the boards of our investee companies to comply with the Corporate Governance Code. A company must explain the rationale for diverging from the Code's principles and, subject to this explanation, we will determine the appropriateness of the divergence on a case-by-case basis. On occasion, we may support resolutions that are not compliant with the Code, after discussion with the company on the specifics, if we believe this is the right course of action for the given circumstances or the actions progress towards compliance.

Dialogue with investee companies and other stakeholders

OLIM seeks dialogue with its investee companies and is prepared to become an insider in order to facilitate dialogue on price sensitive matters such as transactions, capital raisings, takeovers and changes in management. Appropriate procedures are in place to manage such information. OLIM will engage on any issue that may potentially affect a company's ability to deliver long-term sustainable performance and value to our clients. Issues may include:

- Business strategy
- Performance
- Financing and capital allocation
- Governance
- Risk
- Management and employees
- Acquisitions and disposals
- Operations
- Internal controls
- Membership and organisation of governing structures and committees
- Sustainability
Remuneration policy, structures and outcomes
- Culture
- Environmental and social responsibility
- Quality of disclosure

Our approach will be issue-specific. Methods of engagement may include:

- Letters and emails to companies and relevant stakeholders
- Meetings and/or calls with senior management or relevant company stakeholders
- Visits to operations
- Participation in roadshows

Wherever possible, we seek to achieve our objectives by agreement and in a confidential manner but may be prepared to publicise issues by taking them to the national press or support the requisition of a meeting, to enable shareholders as a whole to vote on matters in dispute. Our stewardship activities are prioritised considering factors such as the materiality of an issue and the size of OLIM's holding. Our focus will be on issues that are likely to be material to the value of the company's shares. Generally, where OLIM's holding is a small fraction of the company's total capital, and a small fraction by value of a portfolio, there will be proportionately less resource applied to engagement (reflecting the reality that OLIM's influence is less significant).

We would, where possible, seek to discuss any contentious issues before casting our vote, in order to ensure that our objectives are understood. We monitor progress of engagements against identified objectives on a periodic basis. To OLIM, confrontation with boards at shareholder meetings represents a failure of corporate governance.

We believe company boards must consistently satisfy customers, shareholders and the reasonable expectations of employees, as well as acting responsibly towards society, in order to ensure success over the long term. Focused intervention will generally begin with a process of enhancing our understanding of the company's position and communicating our position to the company. This might include initiating discussions with the chairman and/or the company's advisers. We may also speak to senior independent directors or other non-executive directors and other shareholders. The extent to which we might expect change will vary, depending on the nature of the issue. In any event, we expect companies to respond to our enquiries directly and in a timely manner.

OLIM is open to engaging with other stakeholders including trade bodies, policymakers and NGO's such as BEIS, FCA, FRC, Investment Association, PRI, IIGCC, UKSIF, EFAMA, Investor Forum, ICGN, Share Action, where necessary. These interactions follow the same procedure and use many of the same methods as our interactions with companies. We may engage with policy makers or NGO's for a variety of reasons, for instance to increase our understanding or to influence and feed into the legislative landscape as a responsible investor.

Exercise of voting rights and other rights

An active and informed voting policy is an integral part of our investment philosophy. In our view, voting should never be divorced from the underlying investment management activity. By exercising our votes, we seek both to add value to our clients and to protect our interests as shareholders. We consider the issues, meet management if necessary, and vote accordingly.

We aim to vote on all resolutions at general meetings of companies held in our portfolios. Typically, OLIM votes by proxy at general meetings, but on occasion we will attend a general meeting where our clients' interests are best served by us doing so.

When considering resolutions, we look to support management, but the ultimate decision will be determined by an assessment of the impact on our investments and the long-term interests of our clients. In determining our vote, several factors will be taken into consideration including our voting policy, company specific information and the extent to which we have been able to obtain any additional information required to make an informed decision.

We will vote against proposals that compromise our clients' interests. We may not vote in favour of resolutions where we are unable to make an informed decision on the resolution because of poor quality disclosure, or due to an unsatisfactory response to questions raised on specific issues. We would always seek to discuss any contentious resolutions with company management before casting our votes, in order to ensure that our objectives are understood. However, we consider it

unnecessary to inform investee companies ahead of meetings of routine capital management resolutions that we typically oppose, as our position is clearly disclosed. We disclose our voting record on our [website](#).

Our preference is to either vote 'For' a resolution or 'Against' it. On some occasions, where we have concerns and/or information is lacking, we may 'Abstain'. We take a consistent voting stance on a range of similar issues, for example, we routinely vote against proposed political donations. Investee company policies, arrangements and disclosures that fall short of our expectations or the standards of the UK market will typically be voted against. We may abstain on proposals that do not meet our expectations but where the company has made changes or has promised changes that significantly improve the position; or where we have not had enough opportunity to discuss our concerns.

As detailed above, attending shareholder meetings and access to management are key ways in which we both monitor and engage with our investee companies.

Shareholder cooperation

OLIM is open to acting collectively with other UK and overseas investors where it is in the interests of our clients to do so. We endeavour to maintain good relationships with other institutional investors and support collaborative engagements organised by representative bodies and others. A range of factors are considered in deciding whether to collectively act with other shareholders including, but not limited to:

- Whether we can be more effective in our engagement unilaterally or collectively
- The extent to which the objectives of other investors are aligned with our own, and
- The potential sensitivity of the issue and the extent to which conversations with the company are confidential

Conflicts of interest

It is a fundamental requirement for OLIM to act in the best interests of its clients and/or its beneficiaries and identify and manage conflicts of interest. This is central to our duty of care. OLIM has a Conflicts of Interest Policy, which reflects both the nature of our business activities and our ownership structure (including any potential conflicts arising from our ownership by Albion Capital Group LLP).

OLIM staff receive training to ensure they understand all conflicts of interest that arise by virtue of the roles they perform and are aware of the process for identifying and reporting conflicts so that they can be managed in an appropriate manner.

In identifying the conflicts of interest that may arise when providing services to our clients, OLIM will take into account the following:

- Whether a group entity is likely to make a financial gain, or avoid a financial loss, at a client's expense
- Whether a client is disadvantaged or makes a loss when an employee or other person connected to OLIM makes a gain
- Whether a client makes a gain or avoids a loss where another client makes a loss or is disadvantaged
- Whether a group entity, employee or fund benefits at the expense of another group entity or fund

Conflicts that arise from personal activities of employees (for example, outside appointments, involvement in public affairs, personal political donations and personal investments) are also closely monitored and managed.

In each case, where a conflict arises, the conflict is identified and reported in line with the Conflicts of Interest Policy, and an appropriate plan for mitigating the conflict is agreed.

OLIM UK Stewardship Code 2020

OLIM follows and is supportive of the UK Stewardship Code, the benchmark in the UK for institutional investors to meet ownership responsibilities in respect of their holdings. The Code is voluntary and OLIM is not a formal signatory to the Code. The following explains how OLIM applies the principles of the Code where this is appropriate for our business model.

Principle 1

Signatories' purpose, investment beliefs, strategy, and culture enable stewardship that creates long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society

OLIM's investment approach focuses on evaluating each investee company's business model and strategy. As part of this process, OLIM engages directly with company management through one-to-one meetings, group seminars and site visits. In the normal course of events these meetings provide a forum to question management and, if necessary, to raise any concerns over corporate strategy and governance. OLIM takes its stewardship responsibilities seriously, believing that companies with high standards of governance make for successful investments. OLIM aims to vote at all its investee companies' AGMs and EGMs and engages directly with investee company management teams, addressing issues such as management succession, acquisition policy, dividend policy and ESG policies where appropriate. More serious problems may also be pursued through the investee company's corporate broker or senior non-executive director. OLIM is prepared to vote against resolutions that carry Board recommendation when the resolutions are judged to harm OLIM's clients' interests if passed. OLIM also responds to requests from companies for comment on their governance and strategy.

Principle 2

Signatories' governance, resources and incentives support stewardship

OLIM is a small firm hence stewardship activities, such as monitoring and engaging with investee companies, as well as voting at shareholder meetings and reporting to clients, are undertaken by our portfolio managers. The initial investment decision to buy shares in a company is likely to include reviewing a company's published materials, brokers' research and, where possible, meeting with directors and visiting company premises. We seek to fully understand our investments, their opportunities and risks.

We monitor a company and continue dialogue with it throughout the holding period; this is outlined in further detail in the section below. OLIM will proactively engage on any issue which may, potentially, affect a company's ability to deliver long-term sustainable performance and value. When companies consistently fail to achieve our reasonable expectations, we will actively promote changes consistent with the influence that our level of shareholding allows.

OLIM is committed to incorporating best practice in all areas of our business. All directors and employees of OLIM are required to conduct their duties in a responsible manner and in accordance with OLIM's values and policies. The interests of OLIM's employees are closely aligned to those of their clients. OLIM believes strongly that the long-term success of companies is supported by effective investor stewardship, high standards of corporate governance and transparent engagement policies. Ultimately, if a company is run well, it is more likely to be successful in the long run. OLIM undertakes all investment stewardship engagements and proxy voting with the goal of protecting and enhancing the long-term value of client's assets.

Principle 3

Signatories manage conflicts of interest to put the best interests of clients and beneficiaries first

It is a fundamental requirement for OLIM to act in the best interests of its clients and/or its beneficiaries and identify and manage conflicts of interest. This is central to our duty of care. OLIM has a Conflicts of Interest Policy, which reflects both the nature of our business activities and our ownership structure (including any potential conflicts arising from our ownership by Albion Capital Group LLP).

OLIM staff receive training to ensure they understand all conflicts of interest that arise by virtue of the roles they perform and are aware of the process for identifying and reporting conflicts so that they can be managed in an appropriate manner.

In identifying the conflicts of interest that may arise when providing services to our clients, OLIM will take into account the following:

- Whether a group entity is likely to make a financial gain, or avoid a financial loss, at a client's expense
- Whether a client is disadvantaged or makes a loss when an employee or other person connected to OLIM makes a gain
- Whether a client makes a gain or avoids a loss where another client makes a loss or is disadvantaged
- Whether a group entity, employee or fund benefits at the expense of another group entity or fund

Conflicts that arise from personal activities of employees (for example, outside appointments, involvement in public affairs, personal political donations and personal investments) are also closely monitored and managed.

In each case, where a conflict arises, the conflict is identified and reported in line with the Conflicts of Interest Policy, and an appropriate plan for mitigating the conflict is agreed.

Principle 4

Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system

OLIM is part of the wider Albion group, which has appropriate governance arrangements, systems and controls in place to minimise any threat to information security, including cyber-attacks. The Albion Group regularly evaluates the information and cyber security risks to which it is exposed and the controls that are in place and conducts appropriate testing in relation to its systems. As an

investor in small and medium sized companies in both closed and open-ended structures, OLIM has identified liquidity as a key risk facing the business. Liquidity is integral to our investment process and whilst we appreciate the greater liquidity risk inherent in investing in smaller companies, where possible OLIM will take steps to minimise exposure illiquidity risk. Our investment policy ensures that holdings are restricted by both holding size and sector exposure to achieve adequate diversification and reduce the potential impact of idiosyncratic risk. Our long-term time horizon and fundamental approach helps ensure a measured response to systemic and market-wide panics, as reflected in OLIM's low turnover ratio.

Principle 5

Signatories review their policies, assure their processes and assess the effectiveness of their activities

OLIM reviews its policies at least annually, ensuring that they remain relevant and effective and updates them as appropriate. OLIM will review any occasion where it considers a lapse in any of the stewardship policies it adheres to. Appropriate risk management policies and procedures have been implemented and compliance monitoring is undertaken using a risk-based approach

Principle 6

Signatories take account of client and beneficiary needs and communicate the activities and outcomes of their stewardship and investment to them

OLIM serves both retail and institutional UK-based clients via segregated and collective portfolios. As an organisation, we tend to invest in direct UK equities and bonds, with overseas exposure more generally achieved via collective investments, such as investment trusts and unit-trusts. We offer discretionary-only services and do not receive instruction from our clients with respect to individual holdings. Clients may decide where appropriate, to amend their desired asset allocation and/or benchmark to more closely reflect their risk appetite and circumstances, in which case we will update the portfolio to ensure suitability. Our client's generally have long investment horizons, which are taken into consideration when building portfolios.

OLIM monitors client investment restrictions, so that these can be taken into consideration when building portfolios. We encourage clients to promptly notify us of any changes in their requirements or circumstances that may require amendments to their portfolio. OLIM provides all clients with detailed quarterly investment reports detailing performance, portfolio changes and investment strategy. Important issues concerning investee companies are addressed in these reports. OLIM does not normally provide detailed reports on regular voting activities to clients, although this information is available on OLIM's website.

Principle 7

Signatories systematically integrate stewardship and investment, including material environmental, social and governance issues, and climate change, to fulfil their responsibilities

Stewardship activities such as monitoring and engaging with investee companies, as well as voting at shareholder meetings and reporting to clients, are undertaken by our portfolio managers. Before any investment is made, a detailed research note is written by one of the portfolio managers and presented to the wider investment team. All OLIM research notes include commentary on both environmental and social/governance issues, including where available, quantitative data on areas

such as environmental impact, gender pay gap and diversity. These findings form one of the pillars of any investment decision.

We monitor a company and continue dialogue with it throughout the holding period; OLIM will proactively engage on any issue which may, potentially, affect a company's ability to deliver long-term sustainable performance and value. When companies consistently fail to achieve our reasonable expectations, we will actively promote changes consistent with the influence that our level of shareholding allows.

Principle 8

Signatories monitor and hold to account managers and/or service providers

OLIM monitors its underlying holdings to determine when dialogue with the fund managers may be necessary. OLIM's monitoring process may include the following:

- Satisfying ourselves as to the governance performance of our portfolio holdings.
- Where appropriate, meeting fund managers or representatives of the fund.
- Retaining thorough records of such meetings, OLIM's investment monitoring process aims to identify problems at an early stage and concerns will be raised with the relevant holding's management, in writing where appropriate.
- As users of external research providers, we undertake reviews throughout the year to assess the depth of coverage, quality of research, service levels and value for money delivered by our providers. This process has driven changes in the research providers we engage with.
- OLIM monitors the performance of brokers that undertake trades on behalf of us, with suitable thresholds in place to ensure brokers achieve best execution on behalf of our clients.
- OLIM does not make use of proxy advisers

Principle 9

Signatories engage with issuers to maintain or enhance the value of assets

Regular and proactive monitoring, including open dialogue with investee companies, enables us to determine whether the board is fulfilling its mandate to shareholders and, ultimately, whether an investment remains appropriate. This monitoring process includes:

- Arranging regular meetings with the company's investor relations team or brokers
- Daily monitoring of company announcements
- Reviewing company results (annual & interim) and annual report and accounts
- Reviewing external research materials (e.g. broker research reports)
- Attending company capital markets days for investors and site visits
- Attending broker meetings to discuss investment recommendations
- Engaging in specific discussions with companies on material topics, including: strategy, performance and non-financial matters (such as environmental, social and corporate governance factors; capital structures; board performance and understanding how boards are fulfilling their responsibilities; succession planning; remuneration; and culture)
- Attending company engagement/corporate governance meetings (arranged by companies to enhance the engagement process and provide a forum for governance and responsible investment subjects to be discussed)
- Meetings or correspondence with remuneration committee chairman (in particular where the company is reviewing its remuneration policy, or prior to general meetings where sensitive or contentious resolutions are being put to shareholders to vote on)

- Corresponding with non-executive directors in instances where issues have been raised with management, but where progress on these issues is inadequate
- Maintaining a record of all interactions with companies

We expect the boards of our investee companies to comply with the Corporate Governance Code. A company must explain the rationale for diverging from the Code's principles and, subject to this explanation, we will determine the appropriateness of the divergence on a case-by-case basis. On occasion, we may support resolutions that are not compliant with the Code, after discussion with the company on the specifics, if we believe this is the right course of action for the given circumstances or the actions progress towards compliance.

Principle 10

Signatories, where necessary, participate in collaborative engagement to influence issuers

OLIM is open to acting collectively with other UK and overseas investors where it is in the interests of our clients to do so. We endeavour to maintain good relationships with other institutional investors and support collaborative engagements organised by representative bodies and others.

A range of factors are considered in deciding whether to collectively act with other shareholders including, but not limited to:

- Whether we can be more effective in our engagement unilaterally or collectively
- The extent to which the objectives of other investors are aligned with our own, and
- The potential sensitivity of the issue and the extent to which conversations with the company are confidential

Principle 11

Signatories, where necessary, escalate stewardship activities to influence issuers

Wherever possible, we seek to achieve our objectives by agreement and in a confidential manner but may be prepared to publicise or support the requisition of a meeting to enable shareholders as a whole to vote on matters in dispute. Issues that may be raised with investee company management include the following: strategy (especially M&A policy), operating performance, cash flow, incentivisation and dividend policy. Serious problems may also be pursued through the investee company's corporate broker or senior non-executive director. It should be noted that should any evidence emerge that contradicts our original investment thesis we reserve the right to sell a holding.

Our stewardship activities are prioritised considering factors such as the materiality of an issue and the size of OLIM's holding. Our focus will be on issues that are likely to be material to the value of the company's shares. Generally, where OLIM's holding is a small fraction of the company's total capital, and a small fraction by value of a portfolio, there will be proportionately less resource applied to engagement (reflecting the reality that OLIM's influence is less significant).

We would, where possible, seek to discuss any contentious issues before casting our vote, in order to ensure that our objectives are understood. We monitor progress of engagements against identified objectives on a periodic basis. To OLIM, confrontation with boards at shareholder meetings represents a failure of corporate governance.

We believe company boards must consistently satisfy customers, shareholders and the reasonable expectations of employees, as well as acting responsibly towards society, in order to ensure success over the long term. Focused intervention will generally begin with a process of enhancing our understanding of the company's position and communicating our position to the company. This might include initiating discussions with the chairman and/or the company's advisers. We may also speak to senior independent directors or other non-executive directors and other shareholders. The extent to which we might expect change will vary, depending on the nature of the issue. In any event, we expect companies to respond to our enquiries directly and in a timely manner.

OLIM is open to engaging with other stakeholders including trade bodies, policymakers and NGO's such as BEIS, FCA, FRC, Investment Association, PRI, IIGCC, UKSIF, EFAMA, Investor Forum, ICGN, Share Action, where necessary. These interactions follow the same procedure and use many of the same methods as our interactions with companies. We may engage with policy makers or NGO's for a variety of reasons, for instance to increase our understanding or to influence and feed into the legislative landscape as a responsible investor.

Principle 12

Signatories actively exercise their rights and responsibilities

We aim to vote on all resolutions at general meetings of companies held in our portfolios. Typically, OLIM votes by proxy at general meetings, but on occasion we will attend a general meeting where our clients' interests are best served by us doing so. An active and informed voting policy is an integral part of our investment philosophy. In our view, voting should never be divorced from the underlying investment management activity. By exercising our votes, we seek both to add value to our clients and to protect our interests as shareholders. We consider the issues, meet management if necessary, and vote accordingly.

When considering resolutions, we look to support management, but the ultimate decision will be determined by an assessment of the impact on our investments and the long-term interests of our clients. In determining our vote, several factors will be taken into consideration including our voting policy, company specific information and the extent to which we have been able to obtain any additional information required to make an informed decision.

We will vote against proposals that compromise our clients' interests. We may not vote in favour of resolutions where we are unable to make an informed decision on the resolution because of poor quality disclosure, or due to an unsatisfactory response to questions raised on specific issues. We would always seek to discuss any contentious resolutions with company management before casting our votes, in order to ensure that our objectives are understood. However, we consider it unnecessary to inform investee companies ahead of meetings of routine capital management resolutions that we typically oppose, as our position is clearly disclosed. We disclose our voting record on our website.

Our preference is to either vote 'For' a resolution or 'Against' it. On some occasions, where we have concerns and/or information is lacking, we may 'Abstain'. We take a consistent voting stance on a range of similar issues, for example, we routinely vote against proposed political donations. Investee company policies, arrangements and disclosures that fall short of our expectations or the standards of the UK market will typically be voted against. We may abstain on proposals that do not meet our expectations but where the company has made changes or has promised changes that significantly improve the position; or where we have not had enough opportunity to discuss our concerns. As detailed above, attending shareholder meetings and access to management are key ways in which we both monitor and engage with our investee companies.