

ENGAGEMENT POLICY

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TERMS AND DEFINITIONS

The Bank – BluOr Bank AS.

Company – a public company having its registered office in a Member State of the European Union, whose shares are included in the regulated market of a Member State of the European Union and in which the Bank invests.

Policy – This Engagement Policy.

Portfolio – a pool of financial instruments and funds owned by the client that have been given to the Bank’s management.

Report – Report on the Implementation of the Engagement Policy.

1. GENERAL PROVISIONS

- 1.1. The Bank has developed this Policy because the Bank provides portfolio management services, including shares of Companies in the Portfolio.
- 1.2. The Bank shall enforce this Policy based on the principle of best practice, representing the rights and interests of investors, pursuant to the Financial Instrument Market Law, other regulatory enactments, as well as the regulatory documents of the Bank.
- 1.3. In managing Portfolios, the Bank makes diversified investments in Company shares. Besides, considering the volume of the Portfolio managed by the Bank, the Bank is aware that it has a very limited ability to acquire a holding in the Company capital in excess of insignificant vote threshold set out in paragraph 2.4.
- 1.4. The Bank, in the enforcement of the Policy, shall:
 - 1.4.1. Monitor the activities of the Company;
 - 1.4.2. Engage in a dialogue with the Company;
 - 1.4.3. Exercise the voting rights of the Company and other rights arising from the shares, including providing for the criteria for the determination of insignificant votes;
 - 1.4.4. Cooperate with other shareholders of the Company;
 - 1.4.5. Contact the interested parties of the Company;
 - 1.4.6. Provide for the management of actual and potential conflicts of interest in respect of the involvement in the management of the Company;
 - 1.4.7. Draw up and publish the Report;
 - 1.4.8. Address other issues related to the relationship between the Bank and the Company.
- 1.5. The Policy shall be binding on the Bank’s Chief Investment Officer, the Compliance Control Department Lawyer and the Client Asset Management Department.
- 1.6. The Bank shall publish the Policy, the Report, as well as information on the votes it has taken on the Bank’s website pursuant to the requirements of the Financial Instrument Market Law. The Policy with the amendments made shall be valid from the date of its publication.
- 1.7. This Policy is drafted in Latvian and translated into English and Russian. In case of linguistic or interpretative disputes or disagreements, the text of the Policy in Latvian shall be legally binding.

2. THE RELATIONSHIP BETWEEN THE BANK AND THE COMPANY

- 2.1. The Bank shall monitor the activities of the Company by following such factors as the Company's strategy, its financial and non-financial performance and risk, its capital structure, social impact, environmental impact and corporate governance (ESG factors). Information on these factors is published in the Company's public periodic reports and press releases.
- 2.2. The Bank may monitor the factors associated with its investment in the Company by using tools such as conference calls with members of the management bodies of the relevant Company and/or employees of the Company that maintain relationships with investors.
- 2.3. The Bank may exercise voting rights in the Company and other rights arising from the shares.
- 2.4. The Bank shall consider that the vote is insignificant if the size of the Bank's position in the Company is small compared to other shareholders, or if these shares are only a small part of the value of the Bank's clients' Portfolio.
- 2.5. In insignificant votes, the Bank shall accept the recommendations of the Governing Board of the Company for votes and shall vote in favour.
- 2.6. The Bank shall exercise its voting rights in respect of significant capital positions held in Portfolios.
- 2.7. The Bank shall not physically attend the annual meetings of shareholders in the Companies in which the Bank has investments, unless it has specific reasons to do so.
- 2.8. If the Bank's holding in a Company exceeds the insignificant vote threshold set out in paragraph 2.4, the Bank's representative shall attend the annual shareholder meetings.
- 2.9. When necessary, the Bank shall communicate/engage in a dialogue with the Company, but the Bank may cooperate, if necessary, with other shareholders as well, where such cooperation is deemed to be the best way to ensure the protection of investors' interests, provided that the requirements of external legislation and/or other internal regulatory instruments of the Bank are not violated, there is no conflict of interest at the result of which the Bank would be exposed to the operational compliance risk or the risk of conflict of interest.
- 2.10. The Bank may cooperate with other shareholders if the size of the Bank's position in the Company, when viewed individually, is not sufficient to influence voting on critical issues of the Company, such as issues related to capital market transactions or corporate governance. In addition to formal shareholder meetings, cooperation between shareholders can be maintained through non-formal meetings (e.g. conference calls, etc.).
- 2.11. The Bank is aware that a variety of conflicts of interest may arise as part of its involvement in the management of the Company. The Bank has developed and approved the "Policy for the Management of Conflict of Interest Situations and Prevention of Corruption", as well as the process for managing conflict of interest situations in order to manage potential and actual conflicts of interest.

3. REPORT ON POLICY IMPLEMENTATION

- 3.1. The Bank shall publish the Report on the Bank's website by 1 August each year.
- 3.2. The Report shall be made for the period from the date of the first publication of the Policy or the date of the last Report.
- 3.3. The Report shall contain the following information:
 - 3.3.1. General information on how the Bank exercised voting rights;
 - 3.3.2. Clarification of the most important votes.
- 3.4. In addition to the Report, the Bank shall make public its votes at the meetings of the Company shareholders, with the exception of insignificant votes, subject to the condition referred to in paragraph 2.4.

4. POLICY UPDATE

- 4.1. The Council and the Board of the Bank shall monitor and regularly (at least once a year) assess the Policy's compliance with the regulatory enactments and internal regulatory documents, as well as, if significant changes arise, review the Policy.
- 4.2. The Board of the Bank shall have the right to amend the Policy and to submit proposals on amendments to the Council of the Bank.
- 4.3. The Council of the Bank shall review and approve the Policy at least once a year, assessing its relevance to the current situation.