

Shareholder Engagement Policy

Introduction

Mondrian Funds plc (the “Company”) is a UCITS management company authorised and regulated by the Central Bank of Ireland (the “Central Bank”) pursuant to the Undertakings for Collective Investment in Transferable Securities, Regulations 2011 as amended (the “UCITS Regulations”). The Company provides management services to a variety of investment funds. It has delegated investment management activities with respect to such investment funds to Mondrian Investment Partners Limited (the “Investment Manager”) in accordance with the requirements of the UCITS Regulations and the Central Bank. As a self-managed UCITS, authorised in accordance with Directive 2009/65/EC, the Company is an asset manager for the purposes of the Shareholder Rights Directive (the “SRD”).

Background to the Shareholder Engagement Policy

SRD II is a European Union (“EU”) directive, which sets out to strengthen the position of shareholders and to reduce short termism and excessive risk taking by companies. It amends SRD I (Directive 2007/36/EC), which came into effect in 2007, with the aim of promoting effective stewardship and long-term investment decision making. It sets requirements in several areas, including transparency of engagement policies and investment strategies across the institutional investment community. SRD II was transposed into Irish law on 20 March 2020.

The amendment requires asset managers to adopt, on a “comply or explain” basis, an engagement policy describing the ways in which they integrate shareholder engagement relating to companies that have a registered office in EU markets in their investment strategy.

This policy must describe how the Company:

1. Integrates shareholder engagement in its investment strategy
2. Monitors investee companies on relevant matters (including strategy, financial and non-financial performance and risk, capital structure and ESG)
3. Conducts dialogues with investee companies
4. Exercises voting rights and other rights attached to shares
5. Cooperates with other shareholders
6. Communicates with relevant stakeholders of the investee companies
7. Manages actual and potential conflicts of interests in relation to the Company’s engagement
8. Lastly, how Company’s investment strategy contributes to medium- and long-term performance of assets

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For the purposes of compliance with the above provisions of SRD II, the Company has decided not to adopt a separate SRD engagement policy because the Company is confident that the existing engagement policy of the Investment Manager, which has also been delegated proxy voting authority for the Company; adequately address the SRD disclosure requirements.

The Company has received and reviewed the Investment Manager's SRD engagement policy. The Investment Manager will notify the Company of any material amendments to the policy. The Company will also seek annual confirmation from the Investment Manager that there have been no changes to the shareholder engagement policy.

The Investment Manager has published its SRD engagement policy on its website:

https://www.mondrian.com/wp-content/uploads/2020/01/Engagement-Policy_Dec19.pdf.

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Registered Office Address is as above. The Company is registered in Ireland under company number 490105 and is regulated by the Central Bank of Ireland.