



## **Shareholder Rights Directive (SRD II) Disclosure – December 2022**

As a UK Asset Manager investing in shares traded on EEA regulated markets and comparable markets outside of the EEA, Nutshell Asset Management Limited ("Nutshell") is required to develop and publicly disclose a policy on shareholder engagement, in line with the FCA's implementation of the European Union's Second Shareholders' Rights Directive or SRD II. The aim of SRD II is to promote effective stewardship and long-term investment decision making.

### **The engagement policy must describe how the firm:**

- (1) integrates shareholder engagement in its investment strategy;
- (2) monitors investee companies on relevant matters, including:
  - (a) strategy;
  - (b) financial and non-financial performance and risk;
  - (c) capital structure; and
  - (d) social and environmental impact and corporate governance;
- (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; and
- (7) manages actual and potential conflicts of interests in relation to the firm's engagement.

### **Nutshell are also required to disclose publicly once a year how our Shareholder Engagement Policy has been implemented. This disclosure should include:**

- (1) a general description of voting behaviour;
- (2) an explanation of the most significant votes;
- (3) an explanation of any use of the services of proxy advisors;
- (4) information on how votes on shares of investee companies have been cast.

### **Engagement and Proxy Voting Policy**

Nutshell monitors companies in which it invests on a continuing basis. Its primary tool in influencing company management is through proxy voting. Nutshell has chosen not to use a proxy advisor, and instead aims to vote all eligible proxies on a case-by-case basis after assessing each company's specific situation in accordance with its proxy voting policy. Nutshell does not currently offer regular reporting on its stewardship and voting activities and does not have any arrangements to act collectively or cooperatively with other investors.



Decisions on investments (including proxy voting) are made on their investment fundamentals and due to the small size of the shareholdings, direct engagement with each investee company will not be possible but Nutshell will have regard to:

- (1) Governance and excessive remuneration
- (2) Adverse media coverage of the company or its directors
- (3) The company's ESG record to the extent that this is publicly available.

**Nutshell 2022 Voting Record**

Number of Proposals	548
%age of Proposals Voted In	100%
Management Proposals Voted For	487 (100%)
Management Proposals Voted Against	0 (0%)
Management Proposals Voted For	9 (14.8%)
Management Proposals Voted Against	52 (85.2%)
Abstained	0 (0%)

**Conflicts of Interest**

Nutshell has a Conflicts of Interest Policy and always seeks to act in the best interests of our clients and avoid conflicts. We also maintain a Conflicts of Interest Register. From time to time, a conflict or a potential conflict will arise. We will determine how we can manage the conflict to ensure that the best interests of clients are met. If we are unable to manage a conflict of interest satisfactorily, we will disclose the conflict to the client/clients. If we identify a conflict in respect of a voting matter, we will not simply abstain from voting; we will seek to disclose such conflicts to clients and, where appropriate, obtain voting instructions from the clients.