

Shaftesbury Fund Management (Luxembourg) S.A.

Voting Right Policy

dated 4 December 2018

Person in charge of this process: the conducting officer in charge of the risk management
Last version approved by the management committee on 3 December 2018
Last approved on 4 December 2018 by the Board of Directors

1. **Introduction**

- a) This document has been issued and approved by the board of directors (each a “**Director**” and collectively the “**Board**”) of Shaftesbury Fund Management (Luxembourg) S.A. (the “**Company**”).
- b) This document purports to fulfil the requirements of Article 37 of the Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council on alternative investment fund managers (the “**AIFMD**”) with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision (the “**AIFM Regulation**”).
- c) The Company is a public limited liability company (*société anonyme*) authorised under article 125-2 of the law of 17 December 2010 and acts as alternative investment fund manager (“**AIFM**”) within the meaning of the Luxembourg Law of 12 July 2013 on alternative investment fund managers.
- d) The Company is the appointed external AIFM of Shaftesbury Real Estate Partners 1 SCSp SICAV-SIF (the “**Fund**”), a closed-ended fund formed as a Luxembourg special limited partnership qualifying as an alternative investment fund (“**AIF**”) within the meaning of the AIFMD. The prospectus of the Fund provides that the Fund will invest in European real estate and real estate-related assets, portfolios, joint ventures and operating companies, partly through opportunistic investments and partly through added value investments.

2. **Procedure**

Investments will be held indirectly through a series of entities (via Special Purpose Vehicles) themselves held through one or more intermediate holding vehicles established by the fund(s) under management. Together with the help of leading legal and tax counsels, the Company will advise on the appropriate structures to be put in place by the fund(s) under management. Thus, the fund(s) under management always keep, directly or indirectly, the control on all the structure.

The Company itself shall generally not participate in the board meetings / general meetings of shareholders of properties acquired directly or indirectly (via a Special Purpose Vehicle) by the fund(s) under management but may on a case by case basis participate if the interests of the fund(s) under management so requires. Board members or employees of the Company may however sit on the boards of the entities involved in a real estate investment. In any case, the Company shall closely monitor that the vote done in the various meetings of the series of entities through which the investment is done follows its own convictions, on a grounded basis and in line with the investment objectives of the fund(s) under management and always with the shareholders’ interests in mind.

The Company may for instance follow the following guidelines when monitoring the vote at such meetings in order to implement a responsible property investment policy into the management of investments at property and fund(s) under management level:

- monitor all relevant corporate actions in relation to the voting rights of the fund(s) under management and ensure that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant fund under management ;
- develop environmentally, economically and socially positive attributes of the property (e.g., low-income housing or green buildings);
- improve the environmental, economic and social performance of the property (e.g., energy efficiency, on site power generation, disability upgrades, natural light exploitation or other environmentally and socially responsible improvements);
- manage properties in environmentally, economically and socially beneficial ways (e.g., green leases, resource use and waste & recycling benchmarking practices to improve performance, fair labour practices for service workers or simply using environmentally friendly cleaning methods and products);
- demolish part or all the property buildings in a conscientious manner (e.g., reusing recovered materials on-site for new development).

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