

## The UK Stewardship Code

### Statement of Compliance by Odey Asset Management LLP (“Odey”)

The UK Stewardship Code (‘the Code’) is a voluntary code which sets out a number of principles relating to engagement by investors with UK equity issuers. Odey Asset Management LLP (‘Odey’) generally supports and has committed to the objectives of the Code which is based on a “comply or explain” approach. This statement sets out how Odey applies the principles of the Code.

#### **PRINCIPLE 1: Institutional investors should publicly disclose their policy on how they will discharge their stewardship responsibilities.**

Odey’s Stewardship Compliance Statement is set out here and it is also available on the Odey website at [www.odey.com](http://www.odey.com).

Odey’s investment approach includes the examination of potential corporate governance issues as an integral part of the overall investment approach rather than as an isolated issue. Odey is aware that these issues can materially impact long term shareholder value.

Odey’s engagement with its investee companies is primarily the responsibility of the research analysts and fund managers. They aim to meet regularly with the management teams of investee companies to obtain a better understanding of the businesses in which Odey is invested, and to give feedback to the management teams with the aim of assisting a company to heighten its long-term performance and enhance shareholder value.

Odey research analysts and fund managers may discuss corporate governance issues such as company strategy, financial performance, executive compensation, board composition, board members’ competence, board independence, shareholder rights and any other pertinent issues directly with senior company management.

Odey takes all reasonable steps to vote proxies in the best interests of its clients (which includes funds and segregated mandates) and their underlying investors (together “clients”) for which it has voting authority, using the recommendations of Institutional Shareholder Services Inc. (‘ISS’), a leading provider of corporate governance solutions to the financial services industry. The proxy analyses and voting recommendations of ISS are based on publicly disclosed benchmark policies and guidelines which reflect prevailing market best practices, codes and standards of corporate governance in the market in which they are applied.

Where Odey’s clients hold a significant stake in a company [an aggregate holding across all Odey clients of 1% or more of the voting rights], or where we have flagged a particular interest in an investee company [as notified by an Odey analyst and/or fund manager], we ensure that the vote is reviewed by the relevant analyst and/or fund manager in advance of the ballot date together with briefing information from ISS. For

other investee companies where we hold a position of less than 1% unless a manual intervention has been requested by the analyst and/or fund manager, then the voting process defaults to being undertaken automatically by ISS without intervention by Odey, with the corresponding records kept on their system.

The allotted Odey research analyst and fund manager for each investee company is responsible for making voting decisions for that company – including appropriate liaison with other fund managers and research analysts. However, the decisions of individual fund managers are paramount in respect of the funds they manage, so that if one fund manager wants to vote “yes” and one “no” we would vote accordingly, rather than amalgamate their votes.

When Odey’s Research coordinator Alexandra Bott (or designee) receives a ballot notification from for a significant position/flagged company this will be sent together with the full ISS research package to the analyst and/or fund manager covering the company. The analyst and/or fund manager indicates on the ballot notification form whether/how they would like to vote and this is submitted on the ISS Proxy Voting platform.

Shareholder value is always the priority when making a proxy votes. ISS provides voting recommendations, but in certain cases where Odey believes it has a better understanding of the circumstances surrounding a specific ballot issue, then Odey may deem that it is in the best interest of its clients to abstain from voting or vote contrary to the ISS recommendations. The ultimate voting decision for each resolution at a company meeting remains the responsibility of Odey, Odey undertakes regular reviews of ISS to ensure that they continue to provide a suitable proxy voting service.

Proxy voting procedures and record keeping are overseen by Alexandra Bott ([a.bott@odey.com](mailto:a.bott@odey.com)) as the main point of contact for Odey’s Proxy Voting procedures.

**PRINCIPLE 2: Institutional investors should have a robust policy on managing conflicts of interest in relation to stewardship which should be publicly disclosed.**

Odey is a privately owned partnership whose executive owners are closely involved in the day to day management of the business.

Odey will consider all potential conflicts of interest which it identifies or which are brought to its attention and will determine if a material conflict of interest exists. Our principal objectives when considering matters such as engagement and voting are always to act in the best interests of our clients and to treat them fairly. Odey’s Conflicts of Interest Policy is available on request from Fergus Lee (Compliance Officer) and this is available on the Odey website at: [www.odey.com](http://www.odey.com). In summary, the Conflicts of Interest Policy covers Odey’s obligation to act honestly, fairly and professionally and in accordance with the best interests of its clients at all times. In line with Odey’s long-term approach to investment, the OAM Conflict of Interest Policy allows us to make long term investment decisions in the best interest of our clients.

All Odey staff are required to avoid any activity or personal interest that conflicts with the interests of Odey and themselves or the interests of Odey's clients. To reinforce the seriousness of this requirement, all Odey staff are required to complete an annual compliance declaration and notify compliance of any potential conflicts of interest. Odey also has a Code of Ethics which is made available to all staff on the Odey intranet, and all Odey staff are required to confirm their adherence to this on an annual basis. As part of our Conflicts of Interest policy, all Odey staff must notify the Compliance Officer if they become aware of any potential conflict of interest, including anything relating to proxy voting. Where it is subsequently identified that there is a material conflict of interest, then Odey will manage this in line with its Conflicts of Interest Policy. Odey, wherever possible, takes "all reasonable steps" to identify, and wherever possible, prevent or mitigate any potential of actual conflicts of interests between Odey and its clients and, between its clients themselves. The Compliance Officer maintains a Conflicts of Interest Register and a Staff Register of Interests which is reviewed by Odey senior management. The Conflicts of Interest Register includes a list of actual and potential conflicts of interest which have been recognized, as well as any mitigating steps and controls that have been implemented to ensure these have been adequately addressed.

Conflicts may arise for example where Odey is exercising voting rights on behalf of its clients, where Odey also has a business relationship. In the unlikely scenario where, for example, the interest of clients diverge, or where a client relationship creates a conflict or potential conflict then the matter shall be immediately raised with the direct line manager and the Compliance Officer for review and consideration. Where the material conflict of interest cannot be satisfactorily resolved by the direct line manager and Compliance Officer then the Compliance Officer will escalate these conflicts to the Odey Executive Committee and log the outcomes accordingly.

Odey has a fiduciary duty to act in the best interests of all its clients and to act fairly between its clients. Hence, individual fund managers with positions in the same investee company are entitled to vote separately. However, individual fund managers responsible for several clients are required to vote consistently across all of their clients. Alexandra Bott in her role as the Research coordinator is responsible for monitoring the voting decisions to ensure that a single fund manager who is responsible for managing multiple clients is not voting differently amongst his clients. In the event that a conflict of this type is identified then this will be reported to the direct line manager and the Compliance Officer.

**PRINCIPLE 3: Institutional investors should monitor their investee companies.**

All Odey investee companies are monitored by allotted Odey analysts or fund managers. They will review reported company financial results and announcements, as well as third party financial or industry comment and analysis. An important part of Odey's philosophy focuses on regular interaction and ongoing dialogue with senior management of investee companies. They may attend company meetings where they may raise questions about investee companies' affairs. Specific meetings with management will be arranged when either a fund manager or an analyst wishes to discuss issues of governance or strategy.

If Odey has governance or strategy concerns it may convey these to the appropriate members of the investee company's board, especially if Odey is a significant shareholder. Active stewardship ensures Odey

maintains positions in companies which continue to deliver appropriate growth and shareholder value, two important measures by which Odey effectively monitors investee companies.

Odey maintains detailed proxy voting records for each investee company. Historic voting decisions can be considered and reviewed when considering new issues or when escalating issues in order to provide feedback to a company's management or board. This could include key corporate governance issues such as executive compensation, board independence, shareholders rights, and activist takeover defenses. These are especially important as an audit trail to evidence those situations where Odey has determined that it has been necessary to make a departure from the recommendations of the UK Corporate Governance Code.

As a default position Odey does not normally wish to be made an insider, as this may restrict our ability to deal in certain companies. For instance, we may change our mind on an investment and wish to increase or reduce the size of our holdings, or there may be a change in clients' requirements, including the need to invest capital from new clients. We expect investee companies and their advisers to adhere to this stance, unless Odey has given explicit prior agreement in accordance with Odey's gatekeeper policy which requires that any approaches of this nature are in the first instance communicated solely to Odey's Compliance Officer (or designee) by email at [compliance@odey.com](mailto:compliance@odey.com). Where Odey has been made an insider, either advertently or inadvertently, then the company will be added to the Odey restricted list to prevent any trading by Odey on behalf of its clients. A written record will be maintained by the compliance department.

**PRINCIPLE 4: Institutional investors should establish clear guidelines on when and how they escalate their stewardship activities.**

Odey looks to invest in well-managed companies. It may intervene if it believes that this will protect and enhance the interests of its clients. Odey approaches each situation on a case-by-case basis. It is the responsibility of the relevant Odey research analyst to identify and flag any concerns relating to an investee company. These are then referred by the Odey research analyst to any relevant fund managers and a collective view will be formed. At this point Odey Compliance and the Managing Director are usually consulted before actions are taken. The default position is that Odey almost always acts alone initially.

Odey will escalate issues with the company when it is of the opinion that actions or proposals of the investee company board are not in line with best practice on director appointments, management remuneration and strategic decision making. Odey will also escalate concerns rapidly when it believes decisions are being made by the company that are deemed to be potentially value destructive.

The process of escalation will usually start with communication via a private letter to the Board of the company or an email to senior management and/or a request for a meeting. If the concerns are not given due attention then Odey may decide to escalate them further to the chairman and/or independent Non-executive Director(s). If Odey's views are still ignored then further internal discussions will decide whether to escalate the issues publicly, to engage with other shareholders or to exit the investment.

Examples of concerns with any of the following issues may lead to further escalation by Odey; Management incentivisation structures that do not align with shareholders' interests, reduction in independent Non-executive Directors, value destructive Mergers & Acquisitions, failure to consider value accretive actions, potentially illegal actions around tax or other regulatory matters, senior management not being truthful in their communications, accounting issues and/or forecast liquidity issues. Odey is inherently a firm that believes in cooperation with its investee companies. Where that is not possible we are unlikely to remain invested. We will vote against board proposals at shareholder meetings that we believe are unfavorable to shareholders. We are also willing to exert pressure on management privately where necessary. Where the disconnect between our view on the value of the company and its current market price is extreme and we believe management are undermining the value we have identified, then we will consider if acting publically or collectively engaging with other shareholders is more likely to result in a successful outcome .

Odey may decide it is in its client's best interests to reduce or liquidate a position instead of engaging in a dialogue with the investee company.

**PRINCIPLE 5: Institutional investors should be willing to act collectively with other investors where appropriate.**

Odey is not typically activist in its approach and it prefers to conduct its own individual dialogue with investee companies. This is because a non-activist approach is better suited to the overall Odey Investment approach. Direct company engagement is paramount to Odey's investment thesis and this is prioritized over engagement with other shareholders. Although collective engagement is not our first approach to stewardship concerns, Odey may on occasion adopt a joint approach with other shareholding institutions where its initial approach of direct company engagement has not resulted in the satisfactory resolution of its concern. Collective engagement may be more likely to occur in times of significant corporate or wider economic stress, or when the risks posed threaten to destroy significant value.

Should Odey find they are unable to influence the outcome then they may decide whether to engage with other stakeholders or simply exit the investment. Both are last resorts.

Occasionally, Odey will receive requests from analysts at other shareholding companies and may choose to enter in to a bilateral agreement with this company on a particular stewardship concern. As always, Odey will only partake in collective engagement and bilateral agreements should it be in the best interest of our shareholders.

Odey will not agree to vote in concert with other shareholders unless this has first been approved by Odey's Compliance Officer, and Odey does not wish to be made an insider in relation to the intentions of other investors. Other shareholders wishing to approach Odey in this regard must not make direct contact with any Odey staff, but instead first contact Odey's Compliance Officer with their details of any proposal, using the following contact email: [compliance@odey.com](mailto:compliance@odey.com).

**PRINCIPLE 6: Institutional investors should have a clear policy on voting and disclosure of voting activity.**

Odey's Shareholder Voting Policy is available at [www.odey.com](http://www.odey.com)

Odey has highlighted its role in the policy process in its response to Principle 1. Although ISS provides voting recommendations, please note that Odey retains the ultimate voting decision and in certain cases it may be that Odey deems that it is in the best interest of its clients to abstain from voting or vote contrary to the ISS recommendations. Generally Odey reviews voting activities in more depth where it is a significant shareholder.

Odey's policy on voting is available at the following website address: [www.odey.com](http://www.odey.com). This gives a summary of Odey's process for voting and disclosure of its voting activity.

Odey typically undertakes all of its voting decisions by proxy unless there is a strong rationale for attending a shareholder meeting to vote in person. For certain clients Odey is restricted from carrying out voting where the client has requested that it carries out voting itself.

Odey may decide to participate in stock lending where this is permitted by the Client and this will result in additional income but this is not something Odey typically undertakes.

Odey's Fund Custodians send details of company holdings either to the ballot provider Broadridge who send these figures on to ISS or directly to ISS. Different custodians have different methods. ISS then upload them onto their Proxy Voting platform. Significant/flagged positions are reconciled with ISS records by Odey when voting, which includes checking that the correct client's details are being used on proxy voting forms. Reconciliation of all positions happens on a quarterly basis.

Once a decision has been made Odey may share its views on a forthcoming vote with company management or directly with the board in order to provide feedback and support to the company. This is done at the discretion of the lead FM or analyst on a particular stock.

Odey does not periodically publicly disclose voting records given that such information is confidential to its clients. However, Odey does seek to be open and transparent about our stewardship activities with our clients. To this end, Odey will share voting records with our clients and prospective clients (on a case by case basis).

**PRINCIPLE 7: Institutional investors should report periodically on their stewardship and voting activities.**

Odey may upon request from its clients, or where required by applicable law or regulation, disclose its interaction with investee companies including the manner in which votes have been exercised on behalf of that client.

Odey maintains internal records of all proxy voting activity, and voting decisions are submitted using the ISS electronic voting platform.

Odey also conducts an annual due diligence review of ISS and the Odey Proxy Voting Policy is reviewed annually to ensure that ISS are continuing to provide a suitable proxy voting service for Odey's clients. Any findings are discussed by Compliance and the Odey Research Management Team and escalated to the Executive Committee where necessary. Odey's proxy voting procedures are subject to an independent annual review by an external auditor, as part of an internal controls review based on the AAF 01/06 (ISAE 3402) standards.

#### Contact details

For further information on our approach to governance, engagement and stewardship matters please contact Alexandra Bott, Research Co-ordinator or [compliance@odey.com](mailto:compliance@odey.com)