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**Stewardship Code
Compliance Statement**

Principle 1

Institutional investors should publicly disclose their policy on how they will discharge their stewardship responsibilities.

The Henderson investment approach is based on active fund management and the belief that rigorous analytical application to financial markets will be rewarded through superior investment returns. Stewardship and active ownership is a natural part of our approach to active management, and a key element of how we discharge our responsibility towards clients by protecting and enhancing value in the companies in which we invest on their behalf. Our approach to stewardship includes the integration of environmental, social and governance (ESG) issues into our investment decision making, voting and ownership practices.

Fund managers and analysts are primarily responsible for monitoring investee companies, and they meet regularly with company management. Frequent topics of discussion at these meetings include corporate strategy, business planning and delivery of objectives, capital structure, proposed acquisitions or disposals, as well as specific corporate governance and corporate responsibility issues where relevant.

We take an active approach to communicating our views to companies and to escalating our engagement activities where necessary to protect and enhance shareholder value. This includes acting collectively with other investors where we believe this approach is more effective.

We actively vote at shareholder meetings and engage with companies as part of the voting process. Voting decisions are made in close consultation with fund managers, with regular dialogue between fund managers and corporate governance specialists.

ESG issues are integrated into our risk reporting and fund review processes, ensuring that stewardship issues are included as part of the fund management oversight process.

The Henderson Global Responsible Investment Committee, co-chaired by our Heads of Equities and Fixed Income, oversees the implementation of the Henderson Responsible Investment Policy and the discharge of our stewardship responsibilities.

All the above and more, including our full Responsible Investment Policy and our Annual Responsible Investment Report, can be found on our website at www.henderson.com/henderson/content/responsible-investment.

Principle 2

Institutional investors should have a robust policy on managing conflicts of interest in relation to stewardship and this policy should be publicly disclosed.

Henderson is an independent asset manager publicly listed on the London Stock Exchange and the Australian Securities Exchange.

Henderson has a Conflicts of Interest Policy, the objective of which is to ensure that conflicts of interest, both potential and actual, across the Henderson Group are identified, recorded and managed appropriately and, where necessary and appropriate, disclosed in order to ensure fair treatment of clients. The Conflicts Committee, which is a sub-committee of the Audit Committee of Henderson Group plc, is responsible for reviewing and overseeing the Group's arrangements for identifying and managing conflicts of interest and ensuring the best interests of its clients are considered at all times.

Conflicts of interest specifically related to stewardship activities are addressed in our Responsible Investment Policy. Henderson acknowledges that conflicts of interest may arise in the context of our corporate governance and corporate responsibility work. These conflicts could include business relationships, personal relationships, familial relationships and fund relationships. For example, we may have serious concerns about a company whose pension scheme is a client.

Where a conflict of interest arises, the matter will be referred to the Henderson Proxy Committee, consisting of the Head of Equities, the Head of Governance and Responsible Investment and the Global Head of Compliance (or their respective designees). The Proxy Committee will make our final engagement and

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voting decisions, ensuring that they best serve the interests of our clients as a whole. These decisions and the rationale for reaching them will be documented and available to clients.

When evaluating corporate governance and voting issues in relation to Henderson Group, our parent company, the overriding principle is the fiduciary duty we owe to our clients. In order to ensure protection of our clients' interests, our policy will apply in the same way to Henderson Group as to all other companies.

Henderson's full conflicts of interest policy is available to clients on request.

Principle 3

Institutional investors should monitor their investee companies.

Henderson's investment teams are completely autonomous in terms of applying their investment philosophy and process while benefiting from a common pool of resources. As such, there is no top-down house view and teams are structured to maximise opportunities within their respective investment universes.

Fund managers and analysts spend a considerable amount of their time monitoring the performance of investee companies. A wide variety of sources of information are utilised including company meetings, company reporting, broker research, industry reports and in-house research. In addition, fund managers have access to specialist research covering governance and corporate responsibility issues, as well as the in-house Governance and Responsible Investment team.

The primary route for company engagement on stewardship-related issues is the regular meetings fund managers have with the companies in which they invest. Henderson's fund managers hold over 4,000 company meetings each year. Meetings incorporate a wide range of topics including strategy, capital allocation, company performance, risk, management succession, board composition, and also environmental and social issues where relevant. Analysts specialising in corporate governance and corporate responsibility issues work alongside portfolio managers to identify relevant issues, which are fed into our investment process, and may also form the basis for company engagement. Meetings are recorded on the Henderson Research Hub.

Analysis is shared on our internal Research Hub and frequent discussion takes place between our Governance and Responsible Investment Team, analysts and fund managers. We keep electronic records of our engagement, voting and other corporate governance and corporate responsibility activities, including the rationale for voting decisions.

ESG issues are integrated into our company research, risk reporting and fund review processes. ESG information is available directly to analysts and fund managers via bespoke Bloomberg screens. Additionally, fund managers receive ESG investment risk reports detailing portfolio exposure to companies rated highest risk for ESG issues, as well as overall portfolio performance and any changes to company ratings. These ESG risk reports are discussed at regular fund risk review meetings.

Henderson has a Global Responsible Investment Committee which oversees and reviews the implementation of the Responsible Investment Policy and any other related corporate governance and responsible investment matters within Henderson that may arise. The Committee is composed of representatives of our equities, fixed income and multi-asset teams, members of our Governance and Responsible Investment Team and our distribution team. The Committee is responsible for evaluating the effectiveness of our corporate governance and corporate responsibility work in influencing companies and generating analysis of value to our investment decision-making.

We also have equities and fixed income responsible investment committees that comprise representatives from the relevant investment teams. These committees focus on asset class specific issues and provide a forum to share best practice and develop initiatives to further improve the implementation of our Responsible Investment Policy.

On occasion and where appropriate Henderson's company engagement work may lead to us becoming an insider. This is most likely to be in relation to specific corporate actions, but may also take place as part of the escalation of our engagement work. A decision to become an insider is made on a case by case basis by the relevant fund manager. Where Henderson has become an insider the company is added to the list of

embargoed companies. This prevents fund managers buying or selling shares in the company for the funds they manage. Furthermore this prevents all staff from trading in the company on their personal account.

Principle 4

Institutional investors should establish clear guidelines on when and how they will escalate their activities as a method of protecting and enhancing shareholder value.

We take an active approach to communicating our views to companies and seeking improvements where we believe there are shortcomings in performance, or a company has failed to apply appropriate standards, or to provide adequate disclosure. We will continue our dialogue with the company over an extended period if necessary. Common issues on which we have intervened in the past include concerns over executive or non-executive leadership, mergers & acquisitions, corporate governance standards, disclosures and remuneration practices. Any decision to intervene is made on a case by case basis.

Escalation of our engagement activities will depend upon the company's individual circumstances and the nature of our shareholding. In most instances engagement would begin with the executive management team. Where we are unable to resolve issues to our satisfaction the likely next step in escalation would be to address concerns directly to the Chairman or Senior Independent Director. Where direct company engagement proves unsatisfactory or impractical, we may pursue other actions such as communication through the company's brokers, joint intervention with other shareholders or voting against board proposals.

Ultimately, company engagement is considered part of each investment process and investment teams review the outcomes and effectiveness of intervention as part of their own system for reviewing investment processes and performance. The Henderson Responsible Investment Committee is responsible for reviewing the overall effectiveness of our corporate governance and corporate responsibility engagement work.

Principle 5

Institutional investors should be willing to act collectively with other investors where appropriate.

We recognise that in many instances joint action by shareholders has the potential to be more effective than acting alone. This is especially so where shareholders have a clear common interest, such as in times of corporate distress. Henderson pro-actively collaborates with other investors on governance and wider environmental and social engagement issues, directly and through industry bodies.

We review all proposals for collective engagement initiatives on a case by case basis. Alongside our usual criteria based on the size of our shareholding, the materiality of the issues and our ability to influence, the core criteria for collective engagement are the alignment of interests of participants and the potential for collaborative action to be more effective than acting alone.

Henderson is an active participant in a range of organisations that facilitate collaborative engagement, including the Pensions and Lifetime Savings Association (PLSA), the Investment Association, the Investor Forum and the UNPRI Clearinghouse.

The primary contact in relation to collective engagement is Antony Marsden, Head of Governance and Responsible Investment (corpgov@henderson.com)

Principle 6

Institutional investors should have a clear policy on voting and disclosure of voting activity.

Henderson exercises the voting rights on behalf of clients at meetings of all companies in which we have a holding. The only exception to this is meetings where share blocking or other restrictions on voting are in place. Where we have taken a decision not to support a management proposal we will, where practicable, seek to raise the issues with the company prior to voting.

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To assist us in assessing the corporate governance of investee companies we subscribe to ISS (an independent proxy voting adviser). ISS provides voting recommendations based upon Henderson's corporate governance policy. Corporate governance specialists in Henderson scrutinise the ISS custom policy research, and supplement this with in-house research and engagement.

While we prefer that companies adhere to the principles and provisions of the UK Corporate Governance Code or other relevant national code of best practice, we recognise that a different approach may be justified in certain circumstances. We evaluate each deviation on its own merits. In such cases, the onus is on the company to provide us with sufficient information to enable us to take an informed view. As an active manager our preference is to engage with management and boards to resolve issues of concern rather than to vote against shareholder meeting proposals. In our experience this approach is more likely to be effective in influencing company behaviour. We therefore actively seek to engage with companies throughout the year and in the build up to the annual shareholder meeting to discuss any potentially controversial agenda items. However, where we believe proposals are not in shareholder interests or where engagement proves unsuccessful we will vote against.

Day-to-day responsibility for overseeing voting decisions lies with the Governance and Responsible Investment Team. Voting decisions are made in close consultation with fund managers and analysts. This helps to ensure that voting decisions are made with regards to both corporate governance considerations as well as financial considerations. Ultimate voting authority rests with individual portfolio managers, who are responsible for ensuring that votes are exercised in the best interests of fund beneficiaries. Our voting decisions are implemented electronically via the ISS ProxyExchange voting platform.

Stock lending makes an important contribution to market liquidity and provides additional investment returns for our clients. However, stock lending also has important implications for corporate governance policy as voting rights are transferred with any stock that is lent. We maintain the right to recall lent stock across all our funds under management for voting purposes and will do so where we believe it is in client interests. All decisions to recall stock are made by the relevant fund manager.

We publicly disclose our global voting record in full on our website on a quarterly basis. This information can be found at: www.henderson.com/henderson/content/responsible-investment.

Principle 7

Institutional investors should report periodically on their stewardship and voting activities.

We publish information on our stewardship related activities, including our global voting record, on our website at www.henderson.com/henderson/content/responsible-investment. This includes our annual responsible investment report, which provides an overview of work undertaken to implement the Henderson Responsible Investment Policy.

We provide more detailed information on our stewardship activities to clients according to their requirements. This includes a quarterly report detailing voting activity at shareholding meetings of significance, our voting position and the meeting results as well as details of the most significant engagement activity undertaken and outcomes where relevant. Client specific reporting varies considerably from simple fund specific voting reports to detailed surveys of stewardship related activities.

We obtain an independent opinion of our voting process as part of AAF 01/06 assurance reporting. Our engagement processes are not currently subject to assurance testing, although this is kept under review.

For further information on Henderson's responsible investment work, please contact:

Antony Marsden

Head of Governance and Responsible Investment

Henderson Global Investors, 201 Bishopsgate, London EC2M 3AE

T: 020 7818 5323

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Henderson Global Investors

201 Bishopsgate, London EC2M 3AE

Tel: 020 7818 1818 Fax: 020 7818 1819

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