

## **Shareholder Rights Directive II – Shareholder Engagement Policy**

BlueMountain Capital Partners (London) LLP (“BMCP”) (collectively with its parent BlueMountain Capital Management, LLC, “BlueMountain”) provides services with respect to investment mandates that may include, among other things, investments in publicly traded equity of corporate issuers. BlueMountain monitors the financial performance of its investee companies by reviewing financial and other information provided by such issuers, available from public sources and produced by third parties, regarding their business models, strategies, governance practices, historical performance, sector trends, geographic considerations, and other factors impacting performance and business prospects. BlueMountain assesses non-financial performance factors where it considers that those factors have or may have an impact on or inform the current and future financial performance of an issuer.

BlueMountain assesses the capital structure of existing and potential investee companies. Further, BlueMountain may evaluate proposed changes to an issuer’s capital structure in light of the investment objective with respect to that specific investment. BlueMountain reviews information available to shareholders regarding the management of its investee companies, including proposals for shareholder approval, decisions made by the board of directors, executive compensation, board composition, and management changes.

BlueMountain may employ shareholder activism strategies with respect to investee companies whose performance or share value could, in BlueMountain’s opinion, be improved by adopting practices or implementing certain changes identified by BlueMountain. BlueMountain may also seek to challenge the management of an investee company through a proxy contest.

When and if BlueMountain engages in an activist strategy, it seeks to enter into an active and constructive dialogue with the board of directors and key executives of the relevant investee company, as well as with other shareholders or stakeholders to share information and facilitate positive change. BlueMountain seeks and is receptive to shareholder cooperation to advocate for and bring about the changes it believes to be necessary and appropriate in light of its investment objectives. BlueMountain is clear in its communications regarding an investee company as to its and its clients’ interests in the relevant company.

Where BlueMountain does not engage in an activist strategy, BlueMountain does not generally liaise with other shareholders or stakeholders of the relevant investee companies. Nevertheless, BlueMountain supports the principle of collaborative engagement. Therefore, even where BlueMountain does not engage in an activist strategy, BlueMountain may liaise with other shareholders and/or stakeholders of the relevant investee companies where BlueMountain determines that it is appropriate to do so in the circumstance, which shall be assessed on a case by case basis.

BlueMountain does not have in place specific processes to assess social and environmental impact of its investee companies’ business and operations. However, such factors will often form a part of BlueMountain’s overall analysis and assessment of a potential or actual investee company. BlueMountain may consider any actual or potential conflicts of interest which may arise as a result of its shareholder engagement activities, and BlueMountain will manage any such conflicts of interest appropriately.

From time to time, an issuer of an equity security that is owned by one or more funds advised by BlueMountain, will conduct a proxy solicitation to its shareholders to vote on various matters. BlueMountain has adopted policies and procedures for voting proxies received by its clients. With certain limited exceptions, proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management and increase shareholder value. However, public disclosure of BlueMountain’s exercise of votes in the general meetings of companies in which its clients hold shares is not in the interests of its clients as doing so may: (i) cause the relevant company or its management to have a false perception that any precedent or pattern in voting may give an indication as to BlueMountain’s future voting intentions; (ii) cause BlueMountain to be in breach of confidentiality undertakings provided to the relevant company; and, as a result of the foregoing, (iii) restrain BlueMountain’s ability to have constructive, private and confidential discussions with the management of relevant companies. BMCP will therefore not comply with the disclosure requirements set out in COBS 2.2B.5R(1)(b).