

## UK Stewardship Code

At Sandaire we seek to preserve our clients' wealth and provide a high quality investment management service on behalf of our clients.

Detailed below is an overview on how we comply with the Principles of The UK Stewardship Code.

### **Principle 1 - Institutional investors should publicly disclose their policy on how they will discharge their stewardship responsibilities**

As an investment manager we have a duty to act in the best interests of our clients. Key elements in our stewardship process are set out in this statement including the activities we undertake to meet the UK Stewardship Principles.

### **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**

As Sandaire is an investment management company responsible for managing the investments of a small number of clients, potential conflicts of interest can arise. In line with other firms subject to the European regulatory regime derived from the Markets in Financial Instruments Directive, we have a Conflicts of Interest policy which is available on request.

The policy sets out the circumstances which may constitute actual or potential conflicts of interest in the business of Sandaire that may entail a material risk of damage to the interest of one or more of Sandaire's clients. For each area identified, it specifies the policy or procedures followed and measures adopted by Sandaire to manage such conflicts to ensure with confidence that any material risk of damage to clients is prevented.

It should be noted that Sandaire strives to ensure that it manages conflicts of interest and will only seek to disclose a conflict where it is not possible to put in place policies and procedures to adequately manage it.

### **Principle 3 - Institutional investors should monitor their investee companies**

Sandaire client portfolios are invested in Collective Investment Schemes (CIS) as well as direct equities and bonds.

In relation to direct equities and bonds, Sandaire actively engages with the management of the issuers and companies in which we invest on behalf of our clients. Our analysts and portfolio managers consider the financial implications of corporate governance risks as part of the fundamental research process.

With regard to CIS, our analysts undertake substantial and detailed due diligence which will consider governance structures, disaster recovery and compliance arrangements. Our analysts and portfolio managers aim to meet with external CIS providers at least annually.

**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**

When appropriate, we actively engage with external investment managers or companies in relation to corporate governance and other issues in our clients' best interests. In certain situations, we may elevate these discussions to shareholder boards or their respective members, and potentially through proxy solicitation.

We review all current managers at least annually. In addition to their fundamental analysis, the investment team is required to visit/communicate with senior management once a year for every company considered to be an elevated risk. We supplement these visits with ongoing discussions with suppliers and counterparties where appropriate.

We do not generally invest in companies without having face to face meetings with management; however there are situations, particularly where the company is not located in the UK, where this may be accommodated by at least three meetings/discussions with the relevant company.

While Sandaire utilizes large amounts of external research, we never rely solely on rating agencies or upon external sources of investment research. We place a great deal of importance on our own analysis also when evaluating the businesses in which we invest.

**Principle 5 – Institutional investors should be willing to act collectively with other investors where appropriate**

When it is in the best interest of our clients, we may invest collectively with other investors when we believe it is likely to enhance our ability to engage with a company or when a single client may not reach the normal minimum investment size.

**Principle 6 – Institutional investors should have a clear policy on voting and disclosure of voting activity**

Except to the extent required by applicable law or otherwise approved by Sandaire, we will not disclose to third parties how a proxy was voted on behalf of a client. However, upon request from an appropriately authorised individual, Sandaire will disclose to its clients or the entity delegating the voting authority to Sandaire for such clients (e.g., trustees or consultants retained by the client), how Sandaire voted such client's proxy.

**Principle 7 – Institutional investors should report periodically on their stewardship and voting activities**