

Engagement Policy – DWS Investment GmbH, DWS International GmbH and DWS Investment SA

(1st March 2020)

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INTRODUCTION AND POLICY STATEMENT

A crucial element of our fiduciary duty and an integral component of our investment process is our commitment to strong corporate governance. We regard active ownership as a powerful force in promoting better policies and practices, in turn, driving superior long-term performance. In line with the United Nations-backed Principles of Responsible Investment's definition, we consider active ownership as "the use of the rights and position of ownership to influence the activities or behaviour of investee companies". We engage closely with the investee companies worldwide across our equity and fixed income holdings. We are convinced that engagement on strategy, financial performance, risk, capital structure and financially relevant corporate governance, environmental and social topics should have a positive effect on the long-term performance of the company resulting in an improved risk return profile of our clients' investments.

As a part of the Engagement Policy, DWS Investment GmbH, DWS International GmbH and DWS Investment SA are fully committed to providing expertise to enable our clients to invest responsibly. Our goal is to allow them to invest in a way that contributes to a sustainable future. We strongly believe that comprehensive integration of ESG into the investment process contributes to an enhanced understanding of businesses and the respective environment that they operate in. It enables us to identify the risks and opportunities that traditional financial analysis does not reveal and which potentially might have a significant impact on long-term performance.

A description on how we fulfil our Stewardship responsibilities can also be found in our Compliance Statement to the UK Stewardship Code. (<https://dws.com/solutions/esg/corporate-governance/>)

The objective of this Engagement Policy (in the following referred to as "Policy") is to establish a framework that enables our analysts and portfolio managers (investment professionals, referred as IPs in this document) to adequately fulfil their fiduciary and stewardship duties in their clients' interests by engaging with investee companies on material topics.

We actively use our ownership rights to vote on resolutions at the Extraordinary General Meetings (EGMs) and Annual General Meetings (AGM) according to our internal guidelines. We give full disclosure of our voting decisions and statistics for our retail funds, so that our clients can access information interactively at the individual company and retail fund levels. For more information please see the section dedicated solely to Corporate Governance on our website at <https://www.dws.com/solutions/esg/corporate-governance/>.

1. SCOPE

1.1 Objective

This document addresses DWS Investment GmbH's, DWS International GmbH's and DWS Investment SA's aligned approach under a harmonized Engagement regime delegated and provided by DWS Investment GmbH as a service provider to DWS International GmbH and DWS Investment SA to active ownership practices, in particular how we engage with investee companies. Specifically, it sets out types and methods of engagement, escalation strategies, expectations towards communication with the investment platform (investment platforms defined as all research analysts and portfolio managers of DWS Investment GmbH), as well as transparency requirements with regards to reporting, recording and monitoring.

The objective of the Engagement Policy (in the following referred to as 'Policy') is to establish a strategic framework for our IPs to fulfil their fiduciary and stewardship duties acting in their clients' best interests by engaging in a two-way dialogue with investee companies on strategy, financial performance, risk, capital structure and financially relevant corporate governance, environmental, social and impact topics. This Policy applies to our equity and fixed income assets we hold.

Our ESG integration and engagement activities are guided among others by the following international standards: UN-supported Principles for Responsible Investment (PRI), UN Global Compact, the OECD Guidelines for Multinational Corporations, Cluster Munitions Convention, the CERES Roadmap for Sustainability, IIRC Integrated Reporting Framework, the 17 United Nations' Sustainable Development Goals (SDGs). Moreover, our approach is in line with the most current regulations and stewardship

codes and principles in the respective markets in which we undertake our business activities. Companies that seriously contravene internationally recognized E, S or G principles will be subject to heightened scrutiny.

We place particular focus on collecting the findings gathered through our engagement activities and ESG/ fundamental research. These results are continuously integrated into the investment recommendation and decision process.

In this Policy, we will be defining our requirements according to the following topics:

- I. Type of engagement and issues to engage in
- II. Process and escalation: prioritization of engagement
- III. Restrictions: Collusion with third parties and generally all practices that could potentially be viewed as acting in concert
- IV Communication to the Investment Platform and impact on decision making
- V Behavior in special situations:
 - 1) Conflicts of interest
 - 2) Security lending
- VI. Reporting
- VII. Recording
- VIII. Monitoring (type and frequency)

For the avoidance of doubt, all engagement processes that could potentially be viewed as “Acting in concert”, such as collusion with third party stakeholders, are not in line with this Policy and need to be clearly avoided, taking relevant local regulations into consideration.

1.2 Applicability

As aforementioned, the Engagement Policy sets the framework for active ownership practices specifically for DWS Investment GmbH, DWS International GmbH and DWS Investment S.A. Certain engagement activities are delegated by DWS International GmbH and DWS Investment S.A to DWS Investment GmbH.

No single set of guidelines or procedures can address every situation, but every effort is made to identify specific action steps. Moreover, related and complementary policies or procedures are referenced in each section if required.

This guideline is part of the Key Operating Procedures (KOP) for Investment Management of DWS Investment GmbH, DWS International GmbH and DWS Investment S.A.

1.3 Investment Decisions

The investment decisions based on evaluation of medium to long term performance of investee companies, including non-financial performance depends on the type of fund, equity, fixed income, multi-asset funds or quantitative funds.

For all fund asset classes, the objective of the investment strategy is typically a total return or capital growth that exceeds the return of a pre-defined benchmark of a fund. In order to achieve this and depending on the strategy, a screening (based on pre-defined criteria) of the potential investee companies may take place. During this process certain investments might be excluded, e.g. based on the size of the investee company or other pre-defined factors according to the DWS investment principles, for example profitability, valuation or ESG values. For the remaining universe, an enhanced company due diligence process takes place, in which the sustainability of the business model, competitive position, the industry environment and financial strength, as well as the quality of management and ESG performance (Environmental, Social and Corporate Governance) are considered. For quantitative funds, the objective of the investment strategy is to achieve sustained capital growth that exceeds the return of a pre-defined benchmark of the fund. The objective of funds without a benchmark is to achieve an adequate risk adjusted return comparable to the respective markets. In order to achieve this, a quantitative screening based on the proprietary Multi Factor Model of the

potential investee companies takes place. During this process fundamental criteria for example profitability, valuation, growth perspectives and the financial strength of the potential investment companies will be evaluated to identify attractive investments. Besides the attractiveness based on the alpha model risk characteristics and transaction cost estimates are also taken into considerations before the investment decision is taken.

For passively managed funds, such as exchange traded funds (ETF), the objective of the investment strategy is to reflect the performance of an underlying asset, usually an index. To achieve this goal, the funds may carry out their investment objective by investing in a portfolio of transferable securities or other eligible assets that may comprise all or a substantial number of the constituents of that underlying asset or reference index.

2. REQUIREMENTS

Our engagement activity is based on the objective to improve the behavior of an investee. We have a clear commitment to an active ownership approach and we do not outsource our engagement activities to an external service provider. An engagement activity refers to purposeful interactions between the investor and current or potential investees to influence or identify the need to influence on matters such as strategy, financial and non-financial performance, risk, capital structure, social and environmental impact as well as corporate governance including disclosure, culture and remuneration.

We differentiate between two types of engagements: Individual Engagement and Thematic Engagement.

2.1 Individual Engagement: Requirements

Our IPs should have a constructive dialogue with the management to address matters such as strategy, financial and non-financial performance, risk, capital structure, as well as material ESG factors. These factors need to be consequently integrated into the financial analysis, valuation, investment recommendation and investment decision.

In cases where we identify gaps or differences between our expectations and the company's behavior, we may decide to engage via emails, letters to the boards, conference calls, management meetings or at the annual and extraordinary shareholders meetings in accordance with this Policy and our Corporate Governance & Proxy Voting Policy. In selective cases, filing shareholder proposals or publishing public statements may be another measure we may choose to undertake.

IPs have to initiate and document in an internal research note an Engagement activity in the following cases:

- Investee companies with issues (on e.g. strategy, financial and non-financial performance, risk, capital structure, as well as ESG factors) that may result in actual or potentially negative effects on the financial position, results of operations and the reputation of a company.
- Investee companies that have severely and structurally breached international standards such as the UN Global Compact ("D-F Norm 2.0 rating), OECD Guidelines for Multinational Corporations, Cluster Munitions Conventions as well as our internal DWS Responsible Investment Statement, DWS ESG Integration Policy for Active Investment, Controversial Conventional Weapons Guidelines or standards laid out in our Corporate Governance & Proxy Voting Policy.
- Investee companies that scores poorly ("D" to "F") in DWS's Climate Transition Risk Rating.
- Investee companies with business involvement in any ESG controversial activity as defined by DWS Group.
- Investee companies with a lack of disclosure, in their regulatory mandated reporting or their voluntary reporting on material ESG issues and/or the impact of ESG factors on their financials.
- Investee companies that are in the process of integrating ESG factors into their strategy, but are still not compliant with best practices in the market (GRI, SASB, TCFD, etc.).

The engagement process is initiated by the responsible IP with the support of the respective ESG Gatekeeper (if needed for ESG matters) of the relevant investment team. The members of our Corporate Governance Center also need to be involved, as the engagements particularly on environmental and social topics may also have voting implications (e.g. shareholder proposals, governance of “E” and “S” issues etc.). the dedicated corporate governance engagements will be supported by the Corporate Governance Center. The engagement activity may adopt a teamwork approach (from the preparation, across execution, monitoring and impact on investment decision). Once the engagement activity has been undertaken, the IP will inform the investment platform on the engagement activity (through internal meetings and in the research notes) and the impact on his/her investment recommendation.

2.2 Thematic Engagement: Requirements

As responsible investors, we aim to share our expectations on matters such as strategy, financial and non-financial performance, risk, capital structure, social and environmental impact as well as corporate governance in an on-going and constructive dialogue with executive and non-executive directors of the investee company only. There are various ways in which we engage with our investee companies depending on the company itself, the sector and the issue in question.

In the event that we detect a group of investee companies that among others:

- 1) have severely and structurally breached with international standards as well as with our internal DWS ESG related policies,
- 2) have business involvement in any ESG controversial activity according to DWS Group ,
- 3) have a lack of disclosure on material ESG issues and/or the impact of ESG factors on their financials and/or
- 4) scores poorly (D to F) in DWS` s Climate Transition Risk Rating are in the process of integrating ESG aspects into their strategy but are still not applying best practices, we may decide to undertake a “Thematic Engagement”, which usually will be focused on a specific theme and will be addressed to a group of investee companies and in written form.

Our ESG engagement process is led by our ESG specialists (Head of ESG Integration and/ or our Corporate Governance Center), and is initially discussed between the two, the respective analysts and/ or the ESG Gatekeeper of the relevant investment teams. Once the engagement activity has been defined and agreed, a detailed escalation process with our ESG expectations would start: , inform the investee company about our ESG expectations. A detailed update for our investment platform and next steps would follow:

- 1) Proactive engagements initiated by investee companies, who approach the IP or our ESG specialists or
- 2) Proactive engagement activity by our responsible analyst/ portfolio manager, who will be establishing a constructive dialogue with the investee company (e.g. via management meetings, conference calls, etc.).

After starting the constructive dialogue with the investee company, we may decide to further engage via calls for extraordinary meetings with executive management and the supervisory board chairman. This process would be initiated by the ESG specialists inviting also the Equity and Fixed Income IP, who is actively covering the company/sector. Subsequently, the ESG specialists may a) send letters to members of management and supervisory boards of the investee company, b) participate directly in annual general meetings combined with a speech addressing shareholders and boards publicly or, c) may also decide to file shareholder proposals. As a last measure, we will vote accordingly and in certain instances vote against management proposals, in line with our engagement as well as Corporate Governance & Proxy Voting Policy.

Our responsible IP will inform the investment platform on the scope of the engagement activity and potential impact on their investment recommendation (in an internal meeting and research note). The IP should specify in the subject line of the research note the following information: Company Name, Engagement type: Stewardship, Environmental (E), Social (S), Corporate Governance (G) or all material ESG issues needed to be addressed.

Our portfolio managers (excluding passively managed sub-funds or quantitative strategies, e.g. ETFs) will take the updated information into consideration and may review their position and rebalance their portfolio accordingly.

The performance of the investee company will be regularly evaluated and if necessary another engagement interaction will be initiated.

Engagement with supranationals and sovereigns regarding e.g. ESG-related factors is considered most effective when undertaken by international institutions like the World Bank, the United Nations, regional supranational organizations, etc. We may not be able to impact sovereign issuer behavior in any meaningful manner, but where appropriate, we will actively ask during 1-on-1 meetings about a supranational's or a country's efforts to support the United Nations' Sustainable Development Goals and any material ESG factors.

3. CONFLICTS OF INTEREST

As a global asset manager and financial services provider, conflicts of interest are inherent to DWS's business. It is essential that DWS is able to identify actual or potential conflicts of interest and manage them fairly and appropriately, including preventing any conflict of interest which could adversely affect the interests of a client. Conflicts of interest can arise in many contexts, some of which may arise from belonging to the Deutsche Bank Group. For example, in addition to conflicts of interest that may arise between DWS and a client, potential conflicts of interest can arise between one client and another, an employee (or Third Party Representative) and a client, or between DWS and its various shareholders. The Management Board of DWS Investment GmbH is responsible for putting a framework in place and implementing systems, controls and procedures to identify, escalate and manage conflicts of interest. Every employee, however, is responsible for identifying and escalating potential conflicts of interest so that they may be appropriately managed and resolved.

The failure to identify, escalate and appropriately manage actual or potential conflicts of interest and to comply with relevant rules may expose DWS and its employees to fines, penalties, judgments, damages, and settlements related to regulatory or legal actions and may result in damage to DWS's reputation and a general loss of trust.

Internal conflicts of interest are defined as those that arise between:

- I. DWS and one or more Clients;
- II. an Employee and a Client;
- III. a Third Party Representative and a Client;
- IV. two or more Clients in the context of the provision of services by the DWS to those Clients;
- V. individual Employees of DWS;
- VI. a Shareholder and DWS;
- VII. DWS and/or DWS Entity and/or Deutsche Bank AG and/or DB Group Entities;
- VIII. a Third Party Representative and DWS; or
- IX. DWS and its Vendors.

DWS differentiates between an actual Conflict of Interest (i.e. a Conflict of Interest that has arisen) and a potential Conflict of Interest. It also includes a perceived Conflict of Interest (i.e. a situation which may give rise to the perception of a Conflict of Interest), even where a Conflict of Interest may not in fact exist.

DWS maintains and operates organizational, procedural and administrative arrangements designed to identify and manage actual or potential conflicts of interest. In particular, DWS's Conflict of Interest Register includes details on the conflict in question as well as mitigation measures.

The Conflicts of Interest Register is a register of the types of conflicts of interest of that have arisen or may arise in relation to regulated services or activities. Additionally, the Conflicts of Interest Register identifies and records conflicts, which can emerge because of being a member of the DB Group or from the structure of the DWS Group. The information contained within the Conflicts of Interest Register facilitates the effective identification, escalation and management of potential conflicts of interest and provides a basis for the training of employees.

With regards to engagements an example for a potential conflict could arise from:

3.1.1 Exposure to the same investee company in particular fixed income and equity investment strategies:

Since company and board meetings are communicated internally to both the fixed income and equity platforms, analysts from both sides have the opportunity to participate in these if relevant for their investment decision. When there are governance topics involved, analysts of the Corporate Governance Center would also attend these meetings or initiate a governance engagement. In case of different expectations from an equity and fixed income perspective on issues to be raised during the engagement activity, two separate meetings will be organized

3.1.2 Agenda items not covered in the Corporate Governance and Proxy Voting Policy, voting decisions of particular significance for a company (e.g., substantial transactions like mergers and acquisitions) and cases where the responsible portfolio manager or analyst proposes a recommendation different from our standard Corporate Governance and Proxy Voting Policy:

In these cases our Proxy Voting Group is the ultimate decision-making body. This group is composed of senior managers from relevant areas to ensure an effective, timely and consistent voting process (please refer to section “Proxy Voting Framework”; Corporate Governance and Proxy Voting Policy). Based on our fiduciary duty towards our investor clients, when it comes to M&A transactions and when we hold both companies in our portfolios, these cases must be decided on a “case-by-case” basis. A decision made on a fund level will be considered (relevant depending on the position weight), thereby ensuring that no investor client (i.e. shareholder) is at a disadvantage. The Proxy Voting Group has the discretion for the decision making position and bases it thereby on the DWS Corporate Governance and Proxy Voting Policy.

4. SECURITIES LENDING AND VOTING

Our standard policy for our actively managed funds is to exercise the voting rights also for all stocks that are part of our lending program, whereby we recall stocks in a systematic manner and in time for voting based on the relevant record dates. For our passive funds, we recall stocks in a systematic manner, in particular where we have identified critical issues with a given company and/or we plan to attend the annual shareholders' general meeting (“AGM”) in person. Rather than recalling stocks for these funds, which can jeopardize the relationship with borrowers, we may place restrictions on lendable amounts four to six weeks ahead of a vote to ensure voting rights can be exercised accordingly.

5. ROLES AND RESPONSIBILITIES

This policy and the herein described engagement processes apply to all IPs of DWS Investment GmbH. We expect all IPs to integrate engagement activity and/ or engagement input into their investment process (security analysis, portfolio construction and portfolio management) to the best possible extent.

All IPs are responsible for implementing this Policy and for taking into account supplemental ESG related policies in their respective business units and supervisory procedures.

The respective Head of Research in teamwork with our ESG specialists shall monitor IP compliance with this policy by monitoring the summary of dialogues with company representatives and impact on investment recommendation in their research notes stored in our internal research tool.

Every IP must comply with the requirements of this policy and supervisors are responsible for ensuring compliance.

6. ASSOCIATED POLICIES AND DOCUMENTS

DWS' approach to Responsible Investments in general and ESG Integration in particular is outlined in our Responsible Investment Statement. This framework introduces our position on central aspects, formulates corresponding principles that guide our investment, engagements with companies, and provides a reference on how these principles influence DWS's voting decisions. Last, but not least, it explains briefly, how we implement our philosophy and where we stand on controversial issues.

Apart from the ESG Integration Policy for Active Investment Management, we frame this philosophy through the following guidelines and policies:

1. **Corporate Governance and Proxy Voting Policy DWS Investment GmbH**
https://download.dws.com/download?elib-assetguid=9d7909a1beb341d48351118ef55113aa&wt_eid=2153659162904223588&wt_t=1563374763113
2. **Controversial Conventional Weapon Policy**
3. **ESG Integration Policy for Active Investment Management:**
<https://www.dws.com/en-gb/solutions/esg/>
4. **Compliance Statement to the UK Stewardship Code.**
<https://dws.com/solutions/esg/corporate-governance/> and https://download.dws.com/download?elib-assetguid=4b8a7c06965f413ebe68ba6fa3dbf793&wt_eid=2153659162904223588&wt_t=1563375010504
5. **Additional policies that may be mentioned are those contained in this website:**
<https://www.dws.com/en-gb/solutions/esg/>

7. APPLICABLE PRINCIPLES

Principles guiding our Engagement Policy are:

1. **The UN Global Compact**
<https://www.unglobalcompact.org/what-is-gc/mission/principles>
2. **The OECD Guidelines for Multinational Corporations**
<http://www.oecd.org/corporate/mne/1922428.pdf>
3. **Cluster Munitions Convention**
<http://www.clusterconvention.org/the-convention/operative-commitments/>
4. **IIRC integrated Reporting Framework**
<http://integratedreporting.org/wp-content/uploads/2015/03/13-12-08-THE-INTERNATIONAL-IR-FRAMEWORK-2-1.pdf>
5. **CERES**
<https://www.ceres.org/>
6. Additionally since 2008 we have been a signatory and abide by the **UN-supported Principles for Responsible Investment (PRI)**.
<https://www.unpri.org/about/the-six-principles>
7. This Engagement Policy incorporates relevant elements of **Shareholders' Rights Directive II** as understood by us. Additional information on voting behaviour, explanation of the most significant votes, use of proxy advisors and disclosure of arisen conflicts of interests (and how

DWS has dealt with them) in connection with the engagement activities will be provided annually as part of the Corporate Governance and Engagement Report.

8. GLOSSARY

Term	Definition
AGM and EGM	Annual General Meeting and Extraordinary General Meeting, respectively
ESG	Environmental, Social, Governance
ESG Gatekeeper	Designated ESG specialist within an investment team
ETF	Exchange Traded Funds
Investment Platform	Defined as all research analysts and portfolio managers
IP	“investment professionals” defined as Analysts and Portfolio Managers
PRI	Principles for Responsible Investment
SASB	Sustainability Accounting Standards Board