

Fondsmæglerselskabet Maj Invest A/S (“Maj Invest”) is a MIFID investment firm primarily engaged in portfolio management and offering investment advice to clients without providing custodial services. Any investments made by Maj Invest on behalf of clients are always registered and deposited with the clients’ custodian. Thus, Maj Invest is not an “intermediary” as defined in EU-directive 2017/828 of 17 May 2017 Shareholder Rights Directive II (“SRD II”), art. 2(d), as also implemented into Danish regulation, and is therefore not covered by obligations for these entities including facilitation of the exercise of shareholder rights.

In accordance with SRD II, art. 3g(1)(b) and (2), and as implemented in FIL § 101a, stk. 4–6, Maj Invest is as “asset manager” (as defined in SRD II, art. 2(f) and implemented into Danish regulation) obligated on a comply or explain–approach to disclose a general description of voting behaviour, an explanation of the most significant votes, use of the services of proxy advisors and how Maj Invest have cast votes in the general meetings of companies in which they hold shares.

Approach to voting rights

Maj Invest’s approach to the exercise of voting rights for clients depends on and is in accordance with the agreement with the client in question. Agreements with clients are individual and not necessarily identical. The voting approach thus may include the following scenarios:

- **Discretionary Voting:** In some cases, Maj Invest has the discretion to vote on behalf of the client
- **Mandatory Voting:** In other cases, Maj Invest is obligated to vote in accordance with client instruction.
- **No Voting:** Certain agreements explicitly exclude voting on behalf of the client.

As a result, Maj Invest evaluates voting decisions on a case–by–case basis, ensuring alignment with client agreements and interests.

Use of proxy advisors

During the year, Maj Invest reviewed proxy voting recommendations from ISS Governance on a case-by-case basis. Final decisions were made by the investment team, particularly concerning matters or when agenda items were significant for the investment value of relevant securities. ISS Governance primarily proposed votes based on the ISS International Public Fund Proxy Voting Guidelines, with alternate policies applied for specific strategies, such as ISS Benchmark Policy – Continental Europe.

Proxy voting did not occur by default, as Maj Invest retained discretion to vote on behalf of clients, overriding recommendations where necessary to act in the client's best interests. All potential conflicts of interest were assessed, and no conflicts were identified during the year.

Insignificance of voting activities

All voting rights exercised on behalf of clients were deemed insignificant due to the limited influence of Maj Invest's holdings. The votes cast represented a very small proportion of the total share capital in the respective companies, resulting in a negligible impact on the outcomes of resolutions at general meetings. Additionally, the majority of resolutions addressed routine matters, such as procedural formalities, uncontested board appointments, or the approval of annual reports. These types of resolutions typically lack material relevance to the value or performance of the investment portfolio.

Client access to voting information

Maj Invest maintains transparency and offers clients the opportunity to request additional information regarding voting activities conducted on their behalf. Clients wishing to obtain such information may contact Maj Invest at legalcompliance@majinvest.com, esg@majinvest.com or reach out to their designated client manager.