



Engagement Policy



Policy Overview

At Russell Investments, we believe that being an active owner is an important component of our investment responsibilities. Through active ownership, we can better understand both the risk factors and potential return associated with ownership of a company. Good stewardship practices are best implemented not only through proxy voting activities, but by being an engaged shareholder. Our objective, through our active ownership activities, is to provide an integrated and inclusive approach to promote changes that protect and enhance shareholder value and shareholder rights.

Our engagement process and activities are led by our Engagement Sub-Committee, which reports to the Proxy Voting and Engagement Committee. The members of these committees are drawn broadly from across our investment teams to ensure a diversity of expertise and perspective. As a premier investment solutions partner with multi-asset and multi-manager capabilities, we leverage a broad set of relationships to exert influence and enable multiple levels of engagement. These connections also provide information sharing and serve as an important feedback loop into our active ownership processes.

Approach to engagement

We place high importance on corporate governance best practices and the appropriate levels of risk mitigation, seeking to gather additional information regarding these topics from both investee companies and the sub-advisors we hire within our funds. Our engagement team is comprised of investment division members from various regions and product teams, who also participate as proxy committee members. This membership coverage is designed to incorporate firmwide investment knowledge into our voting and engagement processes.

Our business relationships and engagement activities extend across three groups: engagement with and through our sub-advisors, collaborative engagements with market participants, and of course direct corporate engagements. These dialogues allow us to better identify ESG risks and opportunities that strengthen our active ownership processes.



Direct corporate engagements

The most common method of engagement takes place directly with companies held within our portfolios. Each discussion aims to encourage self-correction, allowing management to assess and address shareholder concerns in a timely manner. Our intent is to improve corporate governance practices as well as bring ESG¹ risk awareness to management. Maintaining positive, long-term relationships allows us to enhance shareholder value and rights. For this reason, we do not typically disclose company names in our engagement case studies.



Investment partner dialogue

Given our unique position as multi-asset managers, we leverage our relationships with our sub-advisors to provide an informed and integrated approach to active ownership. Sub-advisors are hired to play targeted, value-enhancing roles in our portfolios. Day-to-day they are routinely in close proximity to our investee companies, so it is natural that their insights and recommendations regularly contribute to our engagement and voting processes.



Collaborative engagements with market participants

These broader engagement activities are held with stakeholders and allow us to understand changes in viewpoints and market trends. Discussions with non-affiliated market participants, such as industry forums, lead to a deepened understanding on the drivers of shareholder value and rights. We utilise the knowledge gained from these engagements to enhance our voting guidelines, engagement themes and active ownership processes.

Engagement selection

When choosing among engagement opportunities, we take into account past and current proxy items, ESG analysis performed in-house and by our third-party vendor of ESG metrics (Sustainalytics), and Russell Investments' ownership levels. These factors in combination highlight a robust set of engagement opportunities with meaningful potential impact.

Shareholder proposals are a frequent source of outreach activities. Unsupported shareholder proposals where we believe the concept may add to shareholder value but are overly prescriptive and/or poorly drafted are reviewed by our engagement team. In these cases, our integrated engagement efforts support and complement our proxy voting process since, through engagement, we can communicate our support of ESG issues and encourage positive change, irrespective of our vote. Other engagements directly support the discovery process leading up to a proxy committee vote. This gives the committee a more comprehensive understanding of the potential impact of current and future proposals upon which the Committee is asked to vote. Finally, companies that are identified as highly exposed to ESG risks, either by our provider or by our in-house analysis, offer engagement potential since reducing risk is one means of protecting shareholder value.

Identifying engagement opportunities

Proxy ballot

- Voting against management proposal
- Controversial issues or contentious shareholder proposals

ESG data reports

- Companies identified as facing high ESG risks
- High controversies and risks listed in the report

Ownership levels

- We attempt to engage with companies in which we hold a meaningful and impactful weight, typically defined as ownership above 1.5% of shares outstanding

¹ Environmental, Social and Governance factors are a subset of non-financial performance indicators.

Engagement focus themes

When deciding to engage with a company, we make a concerted effort to focus on the issues that we believe will have the most impact on shareholder value and rights. We organise our engagement efforts among specific categories: compensation, independence/accountability, diversity, environmental stewardship, climate risk reporting, and cyber safety. However, we continually review and adapt these focus areas to address emerging investment risks and opportunities and to respond to our clients' needs. More information on this approach can be found on our website (russellinvestment.com/about-us/responsible-investing).



Compensation

We believe that aligning executive compensation with corporate performance is in shareholder best interests. This is a frequent topic of engagement for companies with poor compensation structure, or a pay-for-performance disconnect. Votes may be withheld from directors who serve on compensation committees where the company has maintained poor compensation practices.



Independence / Accountability

The board of directors is the focal point of corporate governance – directors represent the shareholders and are charged with safeguarding investors' interests. Shareholder interests are best represented by an independent, accountable, responsive, and diverse board of directors. If the board, by our evaluation, has not made significant progress towards implementing strategies to address shareholder concerns, we will consider voting against board members.



Diversity

There is increased recognition that a diverse team leads to greater successes than a non-diverse team, with benefits including better task performance and greater organisational stability. With that in mind, we focus our engagement efforts in this area on increasing awareness of the impact of diversity on firms' investment performance and culture. Proposals requesting an increase in gender or racial minority representation are individually reviewed and voted on a case-by-case basis.



Environmental stewardship

Since there is the potential for both significant financial and reputational risks resulting from a company's sustainability practices, it is important that companies provide adequate disclosure regarding the steps being taken to mitigate these risks to their shareholders. We encourage appropriate disclosure on ESG issues, identifying areas in which a company is lacking or lags peers.



Climate risk reporting

We recognise the risk from poor disclosure and the potential for negative financial impact from climate change on a business. In an effort to support industry-standard reporting, and to better assess companies relatively, we promote increased transparency where appropriate. We believe increased disclosure will enable a thorough assessment of risk and return.



Cyber safety

Insufficient attention and protocols surrounding client data and privacy can lead to considerable monetary losses. Increased disclosure is important to understand board oversight of these risks and the company's procedures to reduce vulnerabilities.

Engagement tracking and escalation

The engagement subcommittee maintains a record of all engagement activities including the issues discussed and outcomes. Information relevant to a shareholder proposal that is under current consideration by the proxy committee is circulated with the appropriate analysis. Instances in which our engagement team views a company as unresponsive to the issues raised may lead to an escalation of votes against management proposals and/or votes against directors.

Russell Investments is a signatory to the Principles of Responsible Investing (PRI), and our engagement team has adopted the PRI framework for tracking engagement outcomes. Outcomes that Russell Investments can and will pursue are listed to the right. Purchase and sale decisions are determined by Russell Investments or its sub-advisors based on the investment and non-investment merits of any particular investment decision and the terms and conditions of applicable client and sub-advisory agreements. However, to the extent that the investment objectives or strategy of a particular Russell Investments' client or account takes certain ESG factors into account, our active ownership practices could affect investment purchase and sale decisions for those clients or accounts.

The engagement sub-committee reports engagement activity and results to our Proxy Committee on a quarterly basis. Developments and revisions of engagement policies/procedures are also reported during Proxy Committee meetings where members provide additional input and approval.

Although we consider all additional analysis and materials obtained from our engagements in our proxy voting process, the proxy committee always votes independently – maintaining the Russell Investments' proxy voting guidelines as the overarching authority. Securities in our securities lending program are restricted and recalled where we have significant holdings or when a merger/acquisition is presented on a ballot. Additional information regarding our voting guidelines, policies, and engagement activity can be found on our responsible investing website:

<https://russellinvestments.com/uk/about-us/responsible-investing>



Outcome Tracking

Company changed practice

Company committed to change

Disclosure / report published

Increased understanding / Information

Ongoing

Voting

For more information

Contact: [Proxy Mailbox <proxymailbox@russellinvestments.com>](mailto:proxymailbox@russellinvestments.com)

Or visit russellinvestments.com

Important information

Unless otherwise specified, Russell Investments is the source of all data. All information contained in this material is current at the time of issue and, to the best of our knowledge, accurate. Any opinion expressed is that of Russell Investments, is not a statement of fact, is subject to change and does not constitute investment advice.

Issued by Russell Investments Limited. Company No. 02086230. Registered in England and Wales with registered office at: Rex House, 10 Regent Street, London SW1Y 4PE. Telephone +44 (0)20 7024 6000. Authorised and regulated by the Financial Conduct Authority, 12 Endeavour Square, London E20 1JN. Russell Investments Limited is a Dubai International Financial Centre company which is regulated by the Dubai Financial Services Authority at: Office 4, Level 1, Gate Village Building 3, DIFC, PO Box 506591, Dubai UAE. Telephone +971 4 578 7097. This material should only be marketed towards Professional Clients as defined by the DFSA. Russell Investments Ireland Limited. Company No. 213659. Registered in Ireland with registered office at: 78 Sir John Rogerson's Quay, Dublin 2, Ireland. Authorised and regulated by the Central Bank of Ireland.

KvK number 67296386

© 1995-2020 Russell Investments Group, LLC. All rights reserved.