

# Statement on Conflicts of Interest Policy

**JANUARY 2020**

Kempen Capital Management N.V. ('KCM') is fully committed to professionalism and integrity in doing business, and hence will ensure that we treat our clients fairly. In our activities however, we may face actual and potential Conflicts of Interest, both between ourselves and our clients, and between two different clients.

Our objective is to minimize Conflicts of Interest arising as much as possible. In case these cannot be sufficiently mitigated, KCM has policies and procedures in place to manage the conflicts in a way that safeguards the interests of all clients.

This document summarises the policy of KCM for managing Conflicts of Interest. It is not intended to provide an exhaustive account of the processes and procedures we adopt in connection with the management of Conflicts of Interest, but is instead intended to be a statement of principles through which KCM seeks to manage such potential conflicts. It provides information to illustrate to our clients to understand the key measures we take to safeguard their interests.

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## Scope of applicability of this policy

This document contains provisions which apply to KCM, and sets out specifically the circumstances within KCM which could give rise to a Conflict of Interest and a brief description of the measures taken to control and prevent possible Conflicts of Interest.

This document is supplementary to the Group policy on conflicts of interest of Van Lanschot Kempen Wealth Management N.V., of which KCM is a business unit. The main lines of Van Lanschot Kempen Wealth Management's policy are set out in the Group policy on managing conflicts of interest – summary, which can be found on [www.kempen.nl](http://www.kempen.nl).

Van Lanschot Kempen Wealth Management N.V. (VLK WM) of which KCM is a subsidiary also has an internal Code of Conduct which covers most of the Conflicts of Interest which could arise at VLK WM. The code also applies to the group companies of VLK WM and intends to safeguard that the employees of VLK WM:

- × Comply with current legislation and regulations
- × Refrain from doing business with persons or companies that engage in activities that are prohibited or could be considered socially unacceptable
- × Handle information with due care, and
- × Avoid mixing business and private interests

Where applicable to KCM, these areas have been further specified in the KCM Compliance Manual and specific policies and procedures, such as KCM's Trading Principles, KCM's Remuneration Policy and KCM's ISAE 3402 report.

## Conflicts of interest

In its capacity as investment management company, KCM provides investment services and/or ancillary services by managing Undertakings for the Collective Investment of Transferable Securities ('UCITS') and Alternative Investment Funds ('AIF') as well as investment portfolios of clients directly. When providing services to clients, Conflicts of Interest can arise which could damage or have a negative influence on clients' interests.

Conflicts of Interest can arise where:

- × The interests of KCM conflict with those of a client (firm vs. client conflicts)
- × The interests of one client of KCM conflict with those of another one of our clients (client vs. client conflicts)

On the grounds of the Financial Supervision Act (Dutch: "Wet op het financieel toezicht"); KCM must comply with specific regulations relating to Conflicts of Interest.

## Control and prevention of Conflicts of Interest

Where conflicts, or potential conflicts, are identified we are committed to ensuring that they are effectively and fairly managed so as to prevent these conflicts from constituting or giving rise to a material risk of damage to the interests of our clients. The main areas where a Conflict of Interest could arise are outlined below.

### FIRM VS. CLIENT CONFLICTS

#### Investment advice

KCM provides non-independent investment advice regarding financial instruments such as units in collective investment schemes, shares, bonds and derivatives.

With regards to investment advice of collective investment schemes the advice of KCM is based on an analysis of a substantial number of collective investment schemes. This analysis can include collective investment schemes managed by KCM, but is not limited thereto.

KCM does not provide the client with a periodic assessment of the suitability of the collective investment schemes KCM has recommended to the client.

#### Staff personal investments

Employees of KCM may, with certain exceptions, hold or deal for their personal account in securities of issuers in which securities or investments are held or dealt in on behalf of a client. They may also deal, outside a so-called closed period, in the securities of KCM's ultimate holding company.

VLK WM has a strict policy in place to monitor that all employees personal transactions and outside business interests, are in compliance with the Code of Conduct, which includes in its aims the prevention and management of actual and potential Conflicts of Interest.

All staff personal transactions require pre-clearance by the Compliance department, while all financial instruments must be held in an account in his or her name at VLK WM.

#### Gifts and presents

Gifts and presents may on occasion be offered to KCM employees by clients, suppliers or others who provide services to, or receive services from KCM. The acceptance (as well as providing to relations) of gifts and presents is subject to specific regulations set out in our Code of Conduct and Compliance Manual; including where applicable a maximum allowed monetary value, informing Management of KCM upon receipt and recording in a gifts register.

## Staff additional positions

Employees of KCM may take on secondary jobs and responsibilities outside of Van Lanschot Kempen Wealth Management. This could include acting as a director of a client or of any issuer in which securities or investments are held or dealt in on behalf of a client.

As set out in the Code of Conduct, the employee who assumes, or intends to assume, a secondary job, or responsibility in another organisation is required to report this to Compliance. If it is determined that the responsibility or activity concerned is potentially incompatible the employee can be instructed to decline or relinquish that secondary responsibility or to change its specifications.

## Remuneration

VLK WM has a remuneration policy where there is no direct link between the remuneration of employees in one business unit and the remuneration of, or revenues generated by, employees engaged in another business unit, where an actual or potential Conflict of Interest may arise in relation to the activities in those business units. In addition, KCM has a remuneration policy that is established to align remuneration with the risk control framework, and refrain from encouraging employees to take unnecessary risks. The KCM Remuneration policy can be found on [www.kempen.nl/asset\\_management](http://www.kempen.nl/asset_management) (Dutch only).

## KCM managed investment funds

KCM manages several UCITS and AIFs, as well as individual portfolios of client assets. In these individual portfolios, KCM may make decisions for a client to buy or sell units, shares or other investments in funds, investment companies or other entities to which KCM is the manager or investment manager (for example for a fund of fund). KCM may potentially charge management fees for both investments.

A client must approve of KCM investing its assets in funds, investment companies or other entities to which KCM is the manager. KCM can do so solely when is acted in the best interests of the client.

## Costs due to in- and outflow in investment funds

In order to protect the existing investors in the investment funds managed by KCM against transaction costs the fund makes for inflow and outflow of investors, the investment funds apply a swing price for subscriptions and redemptions by investors. This is outlined in KCM's Swing Pricing Policy, which can be found on [www.kempen.nl](http://www.kempen.nl).

## Changing or setting up new investment funds

With regard to the investment funds that KCM manages, KCM may from time to time wish to take decisions that materially affect the fund, for instance in changing of investment policies, changes of costs or mergers of investments funds. For setting up a new fund, or applying material changes to funds, KCM has a Product Approval Procedure, including approval by a New Product Approval Committee, consisting of representatives of Management, Compliance and Risk departments. Conflicts of Interest are a key topic addressed in the approval and review process, of which meeting minutes are recorded.

## Investment as principal

VLK WM has from time to time taken, and may from time to time take a long-term or short-term position in a fund managed by KCM for clients to provide seed capital or establish a solid platform for the future growth of such fund, moreover this will align interest of VLK WM with those of our clients.

VLK WM's return on investment in a KCM managed fund will be determined by reference to the investment decisions we make for the investment fund.

Principal transactions by VLK WM are made subject to policy and limits and decisions of VLK WM's Investment Committee. The transactions of the Investment Committee also require pre-clearance by the Compliance department (as with personal investments of employees).

### Voting/proxy voting

KCM, in principle, votes on company meetings, on behalf of the investment funds and, if instructed, its individual clients. KCM's Voting Policy can be found on [www.kempen.nl/asset\\_management](http://www.kempen.nl/asset_management).

KCM treats all companies equally in engagement and voting activities, unless instructed otherwise by the client, regardless of whether the sponsor is a KCM client or where companies otherwise have a relationship with KCM or VLK WM, or if it concerns companies where KCM is an interested party (e.g. KCM's listed ultimate parent company and/or any listed investment fund offered by KCM held within clients' portfolios).

### Rebate arrangements with clients

KCM may enter into rebate arrangements with some investors which means that certain investors in a KCM managed public client fund pay a lower effective management fee and/or may not pay a performance fee. Any such rebate is paid by KCM, so that at the fund level all investors pay the same fee rates.

### Rebate arrangements with suppliers

KCM may enter into rebate arrangements with third party investment managers regarding the investments of KCM's professional clients at such a third party investment manager.

KCM passes through all rebates received which means a client pays a lower effective management fee and/or may not pay a performance fee.

## CLIENT VS. CLIENT CONFLICTS

### Order execution

KCM has a policy on the execution of orders which stipulates that when executing orders, the best possible result must always be achieved for clients.

### Aggregation of transactions in investments

KCM may aggregate purchase and sale transactions in investments (for instance to be able to lower associated transaction costs) for applicable clients.

Accordingly, aggregation may result in different outcomes for certain clients, for instance in respect of the size of a client's exposure to such investment, and the price at which an investment may be acquired or disposed of. Depending on the circumstances, aggregation may be advantageous or disadvantageous to the client. KCM has established Trading Principles that provide clear guidelines for aggregation of transactions and the fair treatment of clients in it.

## Allocation of transactions in investments

Aggregated transactions as referred to above, including costs and expenses thereof, are allocated to ensure that our clients have broadly equal access to a similar quality and quantity of suitable investment transactions. In principle, allocation is done on a pro-rata basis. In case the circumstances require a deviation of the pro-rata allocation, this can only be done in the best interest of clients and following the guidelines outlined in KCM's Trading Principles.

## Purchase of research and trade execution services

Third parties such as brokers may provide investment research and broker services to KCM. The knowledge and information gathered in this way enhances the quality of portfolio management on behalf of clients. The supplier is rewarded if it is selected to execute transactions for clients, as the transaction commission charged is partially a fee for the supply of research services.

KCM has a broker selection policy in place, and monitors commission levels paid. These levels have on occasion been budgeted.

In selecting a broker for trades, the best execution offered by brokers with regard to a client order always prevails.

## Transactions between clients

KCM may in certain circumstances effect a transaction between clients whereby one client buys an asset from another client directly. For example, a transaction between clients may be appropriate when an investment fund of KCM has a redemption requirement while KCM determines that this investment continues to represent a valid opportunity to generate added value for one or more other clients to acquire the investment.

These transactions must be beneficial to each client, and on arms' length terms. KCM has established Trading Principles providing clear guidance for the fair treatment of clients in 'crosses', including the use of 'forward pricing'.

## CONFIDENTIAL AND SENSITIVE INFORMATION

### Unpublished price-sensitive information

During the course of KCM's business activities in connection with the making, monitoring and realisation of investments held or dealt in on behalf of certain clients or its funds, there may be occasions when employees of KCM become aware of unpublished price sensitive information concerning listed securities.

In the Compliance Manual, KCM has established strict policies and procedures aimed at the containment of the information, and preventing the use of this information in making investment decisions.

### Commercially sensitive information

During the course of KCM's business activities there may be occasions when employees of KCM become aware of information that could affect the commercial interests parties involved in a transaction, third parties as well as investment funds or KCM itself.

Following the Code of Conduct of VLK WM, all information that employees have access to must be treated prudently. More specifically, where it concerns information on clients, KCM or investment funds, the information is to be treated as confidential.

Accordingly, where KCM has such confidential information under the terms of a confidentiality agreement, it has a duty to keep that information confidential, except where required by law, regulation or legal process or as requested by any governmental agency or regulatory authority or to prosecute or defend a claim brought by or against KCM.

## Issue of regular portfolio information

KCM may from time to time provide investors holding security interests in certain public investment funds managed by KCM with regular portfolio or other information, for instance for regulatory purposes, comprising detail that is not routinely available to other investors in the same fund.

KCM has a policy of providing portfolio information on request to any investor in such public client funds, to the extent permitted by applicable laws and regulations.

## Disclosure, monitoring and review

As described above, albeit in general terms, KCM has (supplementary) policies and procedures in place for the proper handling of Conflicts of Interest. Should a Conflict of Interest be unavoidable, we will strive for appropriate and sufficiently detailed disclosure to the client, in order to enable the client to make an informed decision, or we will decide to terminate such activities that have created, or have the potential to create, the Conflict of Interest.

We assess, on a regular basis, situations in our products and services that may give rise to actual or potential Conflicts of Interest and whether our policies and procedures for the management of such Conflicts of Interest are effective and adequate. If deemed necessary in the interest of our clients, we will implement changes to our policies and procedures in this respect. In addition, this document is reviewed on an annual basis.

KCM will maintain records of actual and potential conflicts and the procedures in place to manage them in accordance with its regulatory obligations.

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