

Shareholder Engagement Policy

in respect of Causeway Funds plc

(the “Company”)

Background

This Engagement Policy (the “**Policy**”) has been agreed between Carne Global Fund Managers (Ireland) Limited (the “**Manager**”) and Causeway Capital Management LLC (“the **Investment Manager**”) to not only demonstrate compliance with the relevant regulatory requirements as prescribed under the Shareholder Rights Directive II (“**SRD II**”), and relevant local transpositions across the European Union, but to also demonstrate to the Company’s investors the approach the Company has taken with respect to an effective Environmental, Social & Governance (“**ESG**”) framework.

SRD II aims to promote shareholder engagement and improve stewardship practices across the European Union. The Investment Manager is committed to ensuring that investments made on behalf of the Company are consistent with its needs and objectives, while seeking to ensure that these investments are part of the Investment Manager’s holistic ESG framework.

Definitions

For the purposes of this policy, an “investee company” refers to a company which is traded (i.e. listed) on an EU regulated market¹, for example, the Irish Stock Exchange.

Where it is noted in the policy that the Investment Manager has acquired for the Company equity holdings in investee companies, it is to be understood these holdings are for the exclusive benefit of the Company.

Monitoring of Investee Companies -

The Investment Manager monitors investee companies through a combination of processes, which are outlined below.

1. Strategy

The Investment Manager understands that the ultimate decision making with respect to strategy and decision making will remain with the board of directors and senior management of the investee companies. In the Investment Manager’s fundamental value equity strategies, it considers material ESG factors as part of a holistic bottom-up company analysis. The Investment Manager does not look to exclude companies or sectors from the investable universe. Rather, it seeks to analyze, review and monitor relevant ESG issues that may have a material impact on a company’s sustainability and financial performance during the Investment Manager’s investment horizon. The relative importance

¹ [List of EU Regulated Markets](#)

of ESG factors on investment decisions will depend on their potential significance to business continuity and a company's future returns.

Prior to investing in relevant listed securities in its fundamental value equity strategies, the Investment Manager will conduct investment due diligence on the investee companies it proposes to invest in to understand its strategy. To select investments, the Investment Manager performs fundamental research, which generally includes company-specific research, company visits, and interviews of suppliers, customers, competitors, industry analysts, and experts. Members of the Investment Manager's research team may meet with representatives of the prospective investee companies to garner an understanding of the investee company's strategy and medium to long-term objectives which may inform their investment decision making process.

Thereafter, for ongoing engagement with investee companies in its fundamental value equity strategies, the Investment Manager takes a constructive approach, preferring constructive dialogue with investee companies over negative screening. The Investment Manager seeks to engage with selected investee companies where there is concern or uncertainty about strategy and execution. Engagement involves prioritizing engagements based on an assessment of an investee company's performance on a material issue relative to peers, planning the engagement, and logging interactions. Feedback from the engagement may be used in sizing a position. In assessing investee companies, the Investment Manager's research team seeks to assess whether the company has, among other matters, identified material risks and opportunities that have the potential to impact performance, developed a strategy that is appropriately responsive to these matters, instituted executive and Board accountability for implementing the strategy, set appropriate goals, metrics and targets for strategy implementation, and whether the investee company is making progress on its goals as planned.

2. Financial, Capital & Non-Financial Performance

As part of the Investment Manager's in-depth research process for its fundamental value equity investment strategies, prior to investing in relevant investee companies, analysts assess industry and company fundamentals, including but not limited to, balance sheet strength and current and predicted earnings growth.

Risk In the Investment Manager's evaluation of risk factors at investee companies for its fundamental value equity investment strategies, the Investment Manager focuses on ESG factors that may have a significant impact on a company's performance within the investment horizon. The Investment Manager's research team as a whole is responsible for incorporating ESG analysis, both risks and opportunities, into the research process, and this function is not handled separately by an ESG team.

Additionally, the Investment Manager understands that there may be lower operational and reputational risks for companies that have positive ESG practices aligned with globally recognized principles of sustainable investment.

For its quantitative investment strategies, a review is conducted by the Investment Manager's fundamental research team which may include the assessment of material company specific ESG issues.

3. Social & Environmental Impact

For its fundamental value equity investment strategies, the Investment Manager will engage with the company management of the investee companies to review fundamentals of the investee companies, which may include ESG factors. The Investment Manager recognizes that material ESG issues, including without limitation climate change, diversity and inclusion, and modern slavery and human trafficking issues, may adversely affect a company's long-term value and prevent it from satisfying the Investment Manager's fundamental review process.

For its quantitative investment strategies, a review is conducted by the Investment Manager's fundamental research team which may include the assessment of material company specific ESG issues.

4. Corporate Governance

For its fundamental value equity investment strategies, the Investment Manager's research analysts assign a corporate governance or G score to all investee companies considered for investment. To assist in G scoring, the Investment Manager has developed a proprietary assessment framework that evaluates and assigns a quantitative score to companies based on a number of bottom-up and top-down corporate governance measures. The assessment framework is implemented through a proprietary desktop application that allows fundamental analysts to combine their latest firm-specific knowledge with quantitative archival inputs in order to generate final G scores.

For its quantitative investment strategies, a proprietary assessment framework is used by the Investment Manager which deploys a negative screening indicator and highlights stocks that should be considered for omission from the investable universe or trimming or sale from the portfolio. In addition, a review is conducted by the Investment Manager's fundamental research team which may include the assessment of material company specific ESG issues.

Voting Rights

The Investment Manager has written Proxy Voting Policies and Procedures which support shareholder-friendly corporate governance policies and initiatives.

Proxies are voted solely in a manner which is in the best interests of each client, the Company's investors or, where employee benefit assets are involved, plan participants and beneficiaries (collectively "clients"). The Investment Manager's intent is to vote proxies, wherever possible to do so, in a manner consistent with its fiduciary obligations. Practicalities involved in international investing may make it impossible at times, and at other times disadvantageous, to vote proxies in every instance.

Further detail in respect of the Investment Manager's proxy voting policies and procedures can be found at the following link - https://www.causewaycap.com/wp-content/uploads/2019-12-31-Proxy-Voting-Policies-and-Procedures.final_.pdf.

Co-Operation with Other Shareholders

From time to time, investors and clients may contact the Investment Manager to engage in dialogue with other investee company shareholders, however the Investment Manager assesses such instances on a case by case basis and does not have a pre-determined approach to engaging with other shareholders of an investee company.

Conflicts of Interest

The Investment Manager discloses relevant conflicts of interest in its Form ADV Brochure, which is also available on its website at https://www.causewaycap.com/documents/?doc_type=strategies, and which describes relevant conflicts and the approach the Investment Manager has taken with respect to the identification, mitigation and monitoring of potential conflicts of interest.

Annual Transparency Obligations

On an annual basis, the Manager shall publicly disclose on its website how this policy has been implemented which will consider the following –

1. A general description of voting behavior;
2. An explanation of the most significant votes taken;
3. Information on the use, if any, of the services of proxy advisers; and;
4. Information on how it has cast votes in the general meetings of companies in which it holds shares

Additionally, where the Investment Manager invests on behalf of an institutional investor (i.e. life assurance companies or occupational pension schemes), the Manager shall publicly disclose annually how it has;

1. Complied with the terms of the arrangement to invest on behalf of an institutional investor
2. Contributed to the medium to long-term performance of the assets of the institutional investor or a fund managed by an institutional investor

This additional disclosure with respect to institutional investors shall include the following -

1. The key material medium to long-term risks associated with the investments
2. Portfolio composition
3. Turnover and turnover costs
4. The use of proxy advisors for the purpose of engagement activities
5. The Investment Manager's policy on securities lending and how it is applied to engagement activities

Policy Governance

This Policy is subject to at least annual review.