

PRIVIUM FUND MANAGEMENT (UK) Limited

Shareholder Rights Directive II Disclosure Statement 2026

Shareholder Rights Directive II (SRD2) amended the original Shareholder Rights Directive (2007) to improve corporate governance in companies with securities traded on EU regulated markets. The relevant provisions for UK asset managers came into force on 10 June 2019 and were incorporated into UK law.

SRD2 sets requirements for asset managers regarding the exercise of shareholder rights attached to voting shares, and promotes long-term shareholder engagement.

Under COBS 2.2B, UK asset management firms must either:

- Develop and publicly disclose a shareholder engagement policy explaining how they comply with SRD2; or
- Provide a clear and reasoned explanation of why they do not comply.

While Privium UK supports the objectives of SRD2, it does not fully comply for the following reasons:

- The Firm's business model includes funds and accounts managed by a range of independent portfolio managers, making a uniform engagement approach impractical;
- Diverse investment strategies prevent a single firmwide policy covering all situations;
- Some mandates are temporary, making changes to investment approach inappropriate;
- Engagement decisions are taken on a case-by-case basis to achieve the best investment outcomes.

If these factors change, Privium UK will review its position and update its disclosure accordingly.