

1. INTRODUCTION

This proxy voting policy applies to the following WisdomTree Europe entities:

- a. WisdomTree Management Limited (“WTML”), and
- b. WisdomTree Issuer ICAV (the “ICAV”)

Collectively, these entities are referred to as “WisdomTree”, or “WTE” within this policy.

As a responsible investor, WTE adopts an active ownership approach to promote better corporate behaviour in investee companies in terms of sustainability and management of Environmental, Social and Governance (“ESG”) risks. WisdomTree exercises voting rights and constructively engages with investee companies through its Investment Managers, to whom portfolio management activities are outsourced. In selecting and monitoring investment managers, WisdomTree ensures that voting and engagement policies of the Investment Managers match the standards defined by WisdomTree.

This Policy outlines WisdomTree’s approach to voting and engagement and is written in accordance with the Shareholder Rights Directive 2017/828 (SRD II) amending Directive 2007/36 (SRD I). SRD II was transposed into Irish law by the European Union (Shareholders’ Rights) Regulations 2020 (S.I. No. 81 of 2020). The SRD II regime has been implemented in the UK by adding another regime in the corporate governance rules in the Disclosure Guidance and Transparency Rules.

Terms not defined herein, shall have the meanings ascribed to them in the Prospectus for the ICAV.

2. SCOPE

The purpose of this policy is to set out WisdomTree’s approach to the integration of voting and engagement into its investment strategy and applies to Funds manufactured by WisdomTree UK Limited.

3. ACTIVE OWNERSHIP

WisdomTree recognises and adheres to the principles of active ownership and believes in constructive engagement and exercising voting rights to promote stronger corporate governance and better management of ESG risks in investee companies.

Voting enables WisdomTree to voice opinions to an investee company on a broad range of topics and is a way of encouraging their boards to listen to and address investor concerns. WisdomTree considers voting to be an important part of its oversight role and integral to both the investment process and its overall active ownership and stewardship approach.

4. VOTING AND ENGAGEMENT

WisdomTree exercises voting rights and constructively engages with investee companies through its Investment Managers and, by doing so, encourages better standards and management practices concerning material ESG risks. Investment Managers may rely on advisers for their voting decisions and engagement activities. Certain exceptions to this approach arise in respect of investee companies in countries where voting and engagement is logistically difficult or where the costs are disproportionate relative to the size of the holding, typically arising with small-cap holdings.

WisdomTree reserves the right at all times to vote on or engage in any matter in a way that is contrary to the recommendations of the Investment Manager or their adviser if doing so is more likely to lead to outcomes better aligned to WisdomTree's standards.

WisdomTree generally votes in favour of shareholder proposals that seek to manage risks and opportunities related to ESG issues and which promote good corporate citizenship. WisdomTree also considers:

- Whether the proposal is well framed and reasonable, and
- Whether the adoption of the proposal is likely to have a positive or negative impact on the investee company's short-term or long-term share value.

WisdomTree publishes information of votes taken for relevant Funds on its proxy voting dashboard including the vote exercised, meeting type and by market / sector, votes cast by category and alignment with management. [Please visit the proxy voting dashboard for further information relating to proxy voting.](#)

WisdomTree's approach to engagement is considered, constructive and pragmatic. Through its Investment Managers, WisdomTree seeks to engage with investee companies that have been identified as experiencing ESG risks to their businesses, and which have been identified as laggards on key ESG themes within their respective industries.

5. GOVERNANCE

Responsible Investment Team

The active ownership program is overseen and implemented by WisdomTree's ESG Team in compliance with this policy. This oversight includes monitoring voting and engagement carried out by the Investment Managers or their advisers on behalf of WisdomTree. WisdomTree's ESG Team reports on ESG matters to the board of directors of WTE (the "**Boards**") on a quarterly basis. On an ad hoc basis, with regard to monitoring of Principal Adverse Impacts of relevant Funds, the WisdomTree ESG Team together with WTML's Designated Person Responsible for Investment Management may report on potential engagement actions to WisdomTree's product governance committee ("**PGC**"). In addition, the Investment Managers report on a periodic basis to the Board on voting and engagement matters.

WisdomTree Boards

The Boards are responsible for approving this policy annually or more frequently as required and has overall responsibility for overseeing the implementation of this policy.

6. CONFLICTS OF INTEREST

WisdomTree is required to take all appropriate steps to identify, manage or prevent potential or actual conflicts of interest when implementing this policy. Any potential or actual conflicts arising from voting and/or engagement will be managed by WisdomTree in accordance with its conflicts of interest policy which is available upon request.

7. REVIEW

This policy will be reviewed by WisdomTree on at least an annual basis, or more frequently as may be required.