

Hines Luxembourg Investment Management S.à r.l.

Description of Voting Rights Strategy

Hines Luxembourg Investment Management S.à r.l. (the “**Company**”) has an appropriate and effective strategy to determine when and how voting rights attached to instruments held in the portfolio of AIFs it manages are exercised. The Company’s objective is to ensure that such rights are exercised to the benefit of the relevant AIF.

The Hines Luxembourg Investment Management S.à r.l. voting strategy considers the broadest meaning of “investor best interest”, including circumstances when voting would not be in the best interest of the relevant AIF and its investors such as where voting would trigger unreasonable costs or other economic draw-backs in comparison to expected benefits.

The Conducting Officer responsible for Portfolio Management function shall:

- Monitor instruments held by AIF(s) and circumstances that may lead to the exercise of voting rights;
- Monitor all relevant corporate actions in relation to the AIF’s voting rights;
- Ensure that the exercise of such rights is beneficial to the AIF and its investors and is in accordance with the objective of the AIF;
- Prevent or manage any conflict of interest arising from the exercise of voting rights;
- Participate in, or be represented at any relevant annual general meeting; and
- In the event of a lack of an appropriate level of information pertaining to the agenda items, the COPM or their representative will abstain from a vote and, wherever possible, state the reason for abstention to the body responsible for convening the meeting, conducting the election or otherwise organize the vote.

Maximisation of AIFs value

The COPM or their representative will exercise the right to vote upon considering all available information and for the benefit of the AIF and its investors.

Annual financial statements

Where the annual financial statements of an entity in which the AIF(s) hold an interest are not materially compliant with the relevant accounting standards or where there is significant doubt that they may not be materially compliant with such accounting standards, the COPM will vote against the approval of such annual financial statements. This includes situations where the COPM concludes, after appropriate validation with advisors, that the annual financial statements do not reflect a true and fair view of the company and its activities during the period covered by the annual financial statements.

Governing body

A change of composition of the governing body will be considered where:

- There has been a considerable and persistent decline in performance;
- There has been a significant change of strategy that, in the opinion of the Company, may lead to under-performance of the AIFs investment;
- There are significant doubts about the competence of the governing body;
- There has been severe or persistent misconduct of one or more members of the governing body; and
- There has been a loss of confidence in one or more members of the governing body.