

Sands Capital Funds plc (the "Company")

SRD II Engagement Policy¹

Pursuant to Article 3g of SRD II, the Company is required to (or to publicly disclose on its website or by way of other means accessible online, a clear and reasoned explanation why it has chosen not to) develop an engagement policy describing how it incorporates engagement with investee companies (being EU companies listed on a regulated market, as defined in SRD II), into its investment strategies.

The Company has adopted this engagement policy in light of SRD II and will procure that the activities described in this engagement policy are carried out by Sands Capital Management, LLC ("**Sands Capital**"), as investment manager to the Company.

Monitoring of investee companies in relation to relevant matters, including strategy, financial and non-financial performance and risk, capital structure, social and environmental impact and corporate governance

As a steward of investor capital, Sands Capital has a fiduciary responsibility to consider the full range of risks and opportunities that may influence investment outcomes on an ongoing basis. To better understand each investee company's long-term strategic vision and management of risks and opportunities, including those pertaining to environmental, social and governance ("**ESG**") matters, Sands Capital regularly engages with the management teams and, if appropriate, board members of investee companies.

Engagement is an integral aspect of Sands Capital's deep, business-focused research. Because investee companies recognise Sands Capital's long-term investment orientation and focus on value creation, they tend to welcome this engagement. Additionally, because the investment strategies pursued by the Company are designed to concentrate investments in exceptional growth businesses, Sands Capital (and therefore the Company) is a significant investor for many investee companies, affording Sands Capital access to their management teams and directors.

Dialogue with investee companies

For the purposes of this policy "engagement" is defined as direct interaction with management and directors of investee companies with the intention of researching, influencing, or sharing perspectives on material financial and non-financial factors that may affect long-term value creation for shareholders. These engagements may take the form of in-person meetings, conference calls, and/or written correspondence.

These engagements are business-specific - no engagement template is applied across all investee companies. Instead, judgements are made about the issues that could have a material impact on the Company's relevant investments, which are informed by the deep domain and business-specific knowledge of Sands Capital's investment professionals responsible for the Company's portfolio management. The lead Sands Capital analyst for a given investee company, often collaborating with relevant portfolio managers, has primary responsibility for engaging with the investee company.

Exercise of voting rights and other rights attached to shares of investee companies

In line with applicable UCITS rules, the Company has in place a policy on the exercise of voting rights which sets out the mechanism for:

- (i) monitoring relevant corporate events;

¹ NOTE: This policy has been prepared as an interim policy only and is subject to amendment to reflect the requirements of the legislation which will implement Directive (EU) 2017/828 in Ireland, upon its publication.

- (ii) ensuring the exercise of voting rights is consistent with the investment objective and policies of the Company's sub-funds; and
- (iii) preventing or managing conflicts of interest that arise from the exercise of voting rights.

A summary description of that policy shall be made available to shareholders of the Company upon request and details of the actions taken on the basis of the policy shall be made available to shareholders of the Company free of charge and on their request.

Co-operation with other shareholders

Sands Capital participates with other investors in certain industry organisations that seek to improve disclosure and corporate practices within the financial markets. Generally, however, Sands Capital does not collaborate with other investment managers when engaging with investee companies. Instead, Sands Capital deliberately seeks to maintain independence in the execution of its research and engagement activities. The Company is not an activist investor and does not act as part of shareholder groups with the intent of collectively influencing the management teams or boards of investee companies.

Communication with relevant stakeholders of the investee companies

Sands Capital is a member of the Council of Institutional Investors (“**CII**”), which promotes policies intended to enhance long-term value for U.S. institutional asset owners and their beneficiaries. CII provides Sands Capital with opportunities to understand various asset owners’ perspectives on key corporate governance issues, share Sands Capital's own perspectives when merited, and apply learnings from its involvement with CII to its research analysis and engagements with investee companies.

Sands Capital is also a member of the Sustainability Accounting Standards Board (“**SASB**”) Alliance whose mission is to foster high-quality disclosure of material sustainability information by public companies. The SASB’s evidence-based approach to determining the materiality of sustainability issues aligns with Sands Capital's fundamental, business-focused research approach and SASB Alliance provides Sands Capital with opportunities to explore best practices to integrate material sustainability information into long-term decision making and collaborate with other stakeholders to enhance corporate sustainability disclosure practices.

Sands Capital is also a signatory to the internationally-recognised Principles for Responsible Investment (“**PRI**”), which offers a useful blueprint for incorporating ESG analysis into investment practice. ESG analysis has been an aspect of Sands Capital's fundamental, business-focused research for many years, even when it was not specifically categorised with ESG nomenclature.

Management of actual and potential conflicts of interests in relation to engagement with investee companies

As referred to above, the Company has in place a policy on the exercise of voting rights which sets out the mechanism for preventing or managing conflicts of interest that arise from the exercise of voting rights.