NORTHERN TRUST

RESPONSIBLE OWNERSHIP

Engagement Policy

1 March, 2019

northerntrust.com

This policy covers the below funds:

NORTHERN TRUST INVESTMENT FUNDS PLC:

The NT Europe (ex-UK) Equity Index Fund
The NT Pacific (ex-Japan) Equity Index Fund
The NT Japan Equity Index Fund
The NT UK Equity Index Fund
The NT North America Equity Index Fund
The NT All Country Asia ex Japan Equity Index Fund
The NT Emerging Markets Index Fund
The NT Emerging Markets Custom ESG Equity Index Fund
The NT Emerging Markets Quality Low Carbon Fund
The NT Emerging Markets Custom Equity Index Fund
The NT Emerging Markets ESG Leaders Equity Index Fund

NORTHERN TRUST UCITS COMMON CONTRACTUAL FUND:

Northern Trust Developed Real Estate Index Fund
Northern Trust World Equity Index Fund
Northern Trust Europe Custom ESG Equity Index Fund
Northern Trust World Custom ESG Equity Index Fund
Northern Trust World Custom ESG EUR Hedged Equity Index Fund
Northern Trust North America Custom ESG Equity Index Fund
Northern Trust World EUR Hedged Equity Index Fund
Northern Trust World ESG Leaders Equity Index Fund
Northern Trust North America Value ESG Index Fund
Northern Trust Europe Value ESG Index Fund

NORTHERN TRUST UCITS FGR FUND:

Northern Trust Developed Real Estate Index UCITS FGR Fund
Northern Trust Emerging Markets Custom ESG Equity Index UCITS FGR Fund
Northern Trust Europe Custom ESG Index FGR Fund
Northern Trust North America Custom ESG IndexFGR Fund
Northern Trust Pacific Custom ESG Index FGR Fund

Responsible Ownership Policy Statement

GENERAL APPROACH

At Northern Trust, we have aligned our corporate social responsibility efforts with our guiding principles of service, expertise and integrity. We are dedicated to meeting the evolving needs of our clients, shareholders and other key stakeholders through innovative and ethical business practices. Being a socially responsible company directly contributes to our financial success and creates value for our global stakeholders. We are dedicated to meeting the needs of our clients and shareholders, and serving as a responsible corporate citizen through support for the diverse communities and environments in which we live and work. The foundation of Northern Trust's Sustainable Investment principles, as with our entire decision making process, is that we will act in a manner to protect our client's financial well-being throughout the time period and strategy they have set forth.

Northern Trust advocates high environmental, social and governance ("ESG") standards. We fully acknowledge that the long-term financial success of our clients and shareholders is dependent upon a healthy global environment, a stable society and well-functioning companies. In our daily operations and strategic planning, we strive to mitigate our environmental impact and improve our social and governance procedures. As a leading investment manager and financial service provider, we recognize our additional influence and responsibility.

Northern Trust believes that being an active owner on behalf of the shareholders of funds covered by this policy (together the 'Funds') will help portfolio companies produce sustainable value, and that companies' long- term financial returns are connected to their strategic, environmental, social and governance performance.

Hermes Equity Ownership Services ('Hermes EOS') have been appointed to act as agent of each of the Funds to carry out public policy, best practice and corporate governance engagement.

Hermes EOS typically conducts engagement-related dialogues with companies in confidence and will not disclose the Funds' involvement in such engagements, unless specifically agreed in advance.

The basis for Hermes EOS' approach in carrying out engagement activities on behalf of the Funds, is the Responsible Ownership policy as described in this document together with the Hermes Responsible Ownership Principles (http://www.hermes.co.uk/Portals/8/Hermes_Corporate_Ownership_Principles_non-US.pdf), and regional policies (http://www.hermes.co.uk/eos/en-gb/literature/policydocuments.aspx).

Proposals for engagement, whether generated by Hermes EOS or the Funds directly, usually involve concerns relating to the strategic, operational, legal, social, environmental, ethical or governance principles set out below, or a breach of the Hermes Responsible Ownership Principles or its regional policies.

On-going review of Hermes EOS' results will be undertaken by Northern Trust's Sustainable Investing (SRI) Council (the "Council"), a group of partners across all business units that support Northern Trust's sustainable business plan and strategy on ESG and SRI initiatives. The Council will evaluate reports received from Hermes EOS on a quarterly and annual basis, consider the feedback provided by Hermes EOS and review the Northern Trust Proxy Voting Policies, procedures and guidelines.

Engagements may relate to longer-term strategic, environmental, social or governance issues, which may not have immediate stock-specific impacts, for example where the company's shares are fully valued and the intent is to preserve that value. Hermes EOS will escalate its engagement according to the nature and severity of the concerns.

Engagement Policy

Hermes EOS shall undertake portfolio company-specific engagements where it is believed that:

1. Engagement will lead to an increase in the value of a company's shares over the long term; or

2. Engagement will prevent or limit a decrease in the value of a company's shares over the long term.

In determining whether and how the engagement is taken forward, due regard is given to the level of the company's exposure to the identified concerns, the likelihood of engagement success and the potential to bring about positive change. Such considerations are based around an assessment of the likely impact of the engagement and the ultimate benefit to the value of the Fund's holding.

Engagements may involve:

- Meetings with executive and non-executive directors
- Meetings with other company representatives
- Discussions with other shareholders of the company
- Participation in collaborative investor initiatives
- Submission of shareholder resolutions at general meetings as appropriate
- Advocacy of or support for public policy or regulatory intervention

SPECIFIC ENGAGEMENT POLICIES

Governance

Board behaviors and composition

The board should comprise individuals with relevant and diverse skills and traits, knowledge of the company and experience in the sectors and regions in which the company operates.

Appropriate board behavior and the development of individual directors and the whole board is encouraged, and open disclosure on individual directors' contributions to the board and the work of the board as a whole is expected.

No individual director or small group of directors should be in a position to dominate the decision making process. Independence should be a mindset rather than as a box-ticking exercise.

Board committees should be set up for audit, nomination and compensation and appropriately constituted to effectively undertake their role.

Active and open dialogue between the board and shareholders is encouraged. While the first point of contact in most cases will be the chairman, the appointment of a lead independent director is advocated to facilitate this process where a conversation with the chairman is not appropriate.

The board as a whole should act in the best interests of all shareholders and should establish appropriate channels of communication to facilitate this.

Remuneration

Remuneration structures should be designed to incentivise executives to promote the long-term, sustainable performance of the company with the view that:

- Compensation structures should directly link pay with performance, avoiding the possibility of reward for failure and incorporating risk management to ensure practices that promote sustainable performance.
- Significant consideration should be given by the remuneration committee as to how performance criteria and hurdles accurately represent the long-term goals and ambitions of the company. In particular, performance metrics should include company-specific measures and assessments of operational and financial risk and other risk factors, such as environmental and social risks, which could affect the long term health of the company.
- The interests of key executives should be aligned with those of shareholders through material direct long-term investment in the company's equity.

- Clear disclosure of remuneration structures and their rationale should be made annually with board consultation with major shareholders on material changes.
- Independent directors' pay should not be structured such that it could impair their independence.

Risk management and audit

An important function of the board is to ensure that risks are appropriately managed and that company reporting accurately represents the financial position of the business and the material risks to it. Independent board- level oversight should be in place through the audit committee. If appropriate, a separate risk committee should be established to ensure adequate supervision and accountability.

Regular reports on the effectiveness of risk management should be made to the full board with the audit or risk committee taking ownership of risk oversight and supervision of any risk management functions such as internal audit.

Risk management should cover all areas of a company's operations. Risk management should be treated as integral to a company's business strategy and values rather than simply as a compliance issue. Those responsible for any risk management function within the business should be given the necessary status and have sufficient personal authority to enable them to effectively carry out their role.

The underlying risks to which a company is exposed should be clearly communicated to shareholders along with the structures in place to manage these risks. This should be done in a way which highlights the most material risks.

Promotion of equitable shareholder rights

Engagement is undertaken to protect shareholder rights, including regarding issues of excessive dilution through share issuances and the establishment or maintenance of inequitable shareholding practices such as double voting rights.

Shareholder Proposals

Where shareholder proposals are submitted at portfolio companies, a full analysis of the benefits of each proposal to the long-term value of the company is made. This takes into account the aims of a good owner and supports shareholder objectives that are consistent with promoting long term sustainable shareholder value at portfolio companies. Shareholder proposals that encourage full and timely disclosure of all policies, practices and matters that materially affect shareholder value are normally supported.

Company Culture

Companies should establish and maintain a strong internal culture which focuses its staff on sustainable value creation. Such a culture will ensure that employees act cohesively to promote the long-term success of the business. Boards should establish, maintain and oversee an appropriate corporate culture and ensure that related objectives are reflected in arrangements such as job responsibilities, performance measurement and assessments, and remuneration.

Business Strategy

Companies should have coherent strategies for each business unit and the corporation as a whole. It should ensure that it is the 'best parent' of each of the businesses it runs. Engagement is undertaken with companies to ensure that capital is allocated appropriately to business units and investments whether organically or through acquisition. These allocations should be based on an assessment of where the deployment of capital will deliver the maximum, sustainable risk adjusted return. Companies are encouraged to give sufficient management focus to core businesses and the opportunities to exploit the company's core capabilities for growth and enhanced economic returns. Engagement is also carried out to challenge companies to employ an appropriate capital structure taking into account the cyclicality of the industries in which they operate and the growth opportunities available.

Environmental

Climate change

Companies should ensure that their operations take account of environmental constraints and the rising prices of carbon where trading schemes are in place. Investment decisions need to build in realistic cost of carbon scenarios in order that they will be made in the best interests of long-term shareholder value creation.

- **Energy use / CO2 emissions**
  Companies should be encouraged, particularly in energy intensive industries, to take steps to manage and minimise fossil fuel energy use for financial and environmental reasons. Key sectors are all major CO2 users including extractives, utilities, heavy industry and transport.
- **Renewable energy and carbon capture & storage (CCS)**
  All companies should be encouraged to increase their use of renewable energy to increase their resilience. If applicable, companies should consider developing CCS as this may put them at a competitive advantage. The key industry is power generation.
- **Extractives and stranded assets**
  Companies in the oil and gas and mining sectors are among the heaviest users of energy and generator of carbon emissions. Stranded assets have become an issue for the industry when long term investments are initiated but risk becoming obsolete as a result of carbon taxation, increased competition from renewable or other changes to demand. Engagement is carried out with those companies most exposed to this area to ensure that they are effectively managing the risks involved.
- **Transparency and disclosure of climate related information**
  The Taskforce on Climate Related Financial Disclosures (TCFD) established by the Financial Stability Board (FSB) in 2015 adopted its final recommendations in June 2017. Under the recommendations, all companies should disclose key climate-related risks and opportunities through the lens of climate scenario analysis. Such disclosures should be integral part of companies' financial statements and annual reports and should contain financially material, decision-useful information in four areas: Governance, Strategy, Risk Management, and Metrics and Targets.

Disaster avoidance and business continuity preparedness

Companies, particularly in the extractives and utilities sectors, are engaged with to ensure that they have robust plans to minimise the risk of environmental disasters, such as those experienced at Fukishima and in Gulf of Mexico.

Water stress

Companies are encouraged to minimise water use for economic as well as environmental reasons. Key sectors for engagement are extractives, food and drink manufacturers / agricultural and some heavy industries such as cement. Engagement is also carried out with utilities companies in this area where they have failed to live up to their obligations.

Pollution and waste management

Companies should minimise their emissions to air and other pollution and should have policies and procedures in place to avoid using unnecessary resources, minimise waste, maximise recycling and reuse. Engagement is undertaken with companies to encourage them to maximise both financial savings from such practice but also to enhance their reputations by behaving in line with evolving best practice.

Biodiversity

Companies should manage their impact on the local environment as part of maintaining their licence to operate in any particular country. Engagement is undertaken with companies that fail effectively to do this. Key sectors are food companies, the agricultural and extractives sectors.

Forest Sustainability

Companies should understand and manage their contribution to deforestation. Responsible for up to 20% of global carbon emissions, deforestation is becoming a vital public policy issue. Companies should be ready for future legislation and ensure the sustainability of their supply chains. Furthermore companies who do not manage their deforestation impact appropriately face increasing reputational and ’licence to operate’ risks given growing public awareness of the issue. Highlighted areas are: forestry, cattle, agriculture (particularly palm oil) and biofuels.

Animal Testing

Proposals requesting increased disclosure or reporting regarding animal treatment issues that may impact a company’s operations and products, especially in relation to food production, are supported unless sufficient information on that topic has already been disclosed to shareholders or is otherwise publicly available.

Social & Ethical

People

- **Labour relations**
  Companies should grant or recognise their workers’ important rights such as the entitlement to collective representation. Workers have a basic right to organise themselves. where such activity is barred or where there are other poor labor practices, employee performance and labor turnover is likely to suffer over the long-term with resultant recruitment and training costs likely to increase, affecting company performance. Target companies for engagement include those in the retail and hotel sectors and any industry with large workforces. In addition, company engagement encourages companies to unlock the value of human capital to develop sustained value.
- **Community relations**
  Businesses need to manage their relations with local communities on whose goodwill they are dependent. This will involve minimising negative impacts on communities and ensuring changes are communicated appropriately.
- **Health & safety**
  Engagement is undertaken with companies that fail effectively to implement appropriate health and safety measures Key sectors are mining and construction.
- **Employee Remuneration**
  Engagement will be undertaken where employee remuneration is misaligned with long-term shareholders’ interests. The most important example is investment banker pay where value flows to employees but risk continues to reside with shareholders.

Ethics

- **Supply chain / ethical sourcing**
  World class companies should manage effectively the reputational and business risks in their supply chains. Benefiting financially from poor labour practices in the short-term can lead to misleading and unsustainable levels of profit, potentially skewing investment decisions. One particular issue in this area is child or forced labour. Some of the key sectors for these engagements are textile companies, the iron and steel sector, food manufacturing and agriculture as well as those companies, particularly in the retail sector, that have supply chains that are exposed to such risks. There is a significant difference between seasonal child labour at small (particularly family) agricultural operations and more long-term systematic use of child or forced labour.
  Companies should act to minimise the externalisation of costs either directly or indirectly via their supply chain. They should not source goods from suppliers that fail to safeguard the environment in their production processes. Engagement is undertaken with companies across all sectors that do not adhere to these standards to encourage them to seek more sustainable sources. Companies risk significant reputational damage from mismanaging and not overseeing their supply chains well enough.

- **Presence in troubled regions**
  Engagement is carried out with companies operating in conflict regions or oppressive regimes to determine whether their continued presence is in the best long-term interests of shareholders.
- **Bribery & Corruption**
  Shareholder funds should not be diverted to pay bribes. Where it is believed that company executives are implicated in corrupt practices, engagement will continue in an effort to persuade these companies to adhere to governance best practice.
- **Human Rights**
  Companies must ensure that the human rights not only of their employees and people within their supply chain are protected but also the human rights of their customers. Engagement is undertaken with technology companies, in particular, and other sectors to ensure that their customers' data is secure and used properly.

Sector specific issues

- **Production of cluster munitions / landmines (defense)**
  The production of cluster munitions and landmines is unsustainable given the high level of international opposition to these weapons and their illegality in many jurisdictions. Engagement is undertaken with companies involved in the manufacture of such weapons, or components of such weapons, to encourage them either to cease production or, where this is not practicable, to disclose their position to shareholders
- **Banking**
  Whilst under significant pressure since the financial crisis began in 2008, the banking industry remains fraught with issues. Engagements with banks and their regulators focus on securing improved corporate structures (including where appropriate ring-fencing of the retail banks), putting in place appropriate risk management and better governance, encouraging more insightful investor communications, engaging in socially useful banking activities, in particular support for the real economy, seeking meaningful changes in culture and behaviors and ensuring pay structures where risk and quanta are aligned to investors. Board structure and director quality, experience and capability are also foci.
- **Access to medicine (pharmaceuticals)**
  Pharmaceutical companies are at risk of reputational damage if they seek to limit the availability of to the most in need, particularly in the developing countries, through rigid pricing and patent protection. At the same time, it is recognised that such companies need to invest in research and make good returns for shareholders. Engagement is carried out with companies in this sector to encourage them to find appropriate solutions that meet both of these requirements. Other areas of engagement in this sector include the shift of clinical trials to less developed markets, regulatory and political risk, and animal testing.
- **License to operate (tobacco, alcoholic beverage and food manufacturers)**
  Companies in these sectors have particular responsibilities with regard to maintaining their social licence to operate, and managing the reputational risk associated with the use and misuse of their products as well as the exploitation of taxation anomalies between countries. Engagement is undertaken on such companies' marketing and promotional practices, in particular, to ensure that they are managing these risks appropriately.
- **Cyber security**
  Privacy and Data Security issues in the IT, Financial, Retail and some other sectors have come at the forefront of sustainability agenda, particularly in light of high-impact data security breaches by large corporates. Companies in these sectors should strengthen their policies and systems in place to evaluate the extent to which they may face reputational damage, regulatory risks or cost increases from controversial use of personal data. Strength of data security management systems are a key area of focus of engagements with management and board directors of such companies.

EVALUATION AND REPORTING

On a quarterly basis Hermes EOS provides a report on the engagement activity undertaken on each Fund's behalf. On an annual basis it produces a detailed evaluation of the progress and impact of engagements on companies in each Fund's portfolio.