

T. ROWE PRICE FUNDS OEIC

## Continental European Equity Fund – ESG Report

Providing transparency on Environment, Social and Governance aspects of the Fund

As at 31 December 2023

### ESG INTEGRATION APPROACH

- The Continental European Equity Fund uses ESG integration as part of its investment process. This means using environmental, social, and governance (ESG) factors to enhance investment decisions. Our philosophy is that ESG factors are a component of the investment decision—meaning that they are not the sole driver of an investment decision, nor are they considered separately from more traditional analysis.
- The process of ESG integration takes place on two levels: first, with our research analysts as they incorporate ESG factors into company valuations and ratings, and second, with the portfolio manager as he balances these ESG factor exposures at the portfolio level. Both the analysts and the portfolio manager are able to leverage dedicated, in-house resources to assist in analyzing ESG criteria.
- Our ESG specialist teams provide investment research on ESG issues at the company level and on thematic topics. Additionally, they have built tools to help proactively and systematically analyze the environmental, social, and governance factors that could impact our investments. The foundation of the analysis is a proprietary flagging tool called the Responsible Investing Indicator Model (RIIM). It covers over 15,000 companies and pulls from data sets that are not in the wheelhouse of traditional financial analysis. These data sets include:
  - ESG performance data (e.g., number of accidents, carbon emissions, strength of whistle-blower programs, etc.);
  - ESG targets (e.g., plans to reduce carbon emissions, increase diversity, etc.)
  - ESG incidents and controversies (e.g., environmental fines paid, local community controversies/protests against a company, etc.)
- The portfolio manager of the Continental European Equity Fund believes that an ESG assessment is a vital part of properly assessing the sustainability of a business and that this is a critical component in assessing the quality of a company. Collaborating with our industry analysts and the responsible investing (RI) team, the portfolio manager seeks to ensure that any material ESG factors are integrated into the investment thesis of a stock. Further, there is a regular dialogue with the RI team to assess the overall ESG risk profile of the whole portfolio.

### RECENT COMPANY ENGAGEMENTS

We maintain a regular dialogue with the management teams of companies represented across the portfolio. Our investment-driven engagement program frequently identifies targets through our proprietary RIIM analysis, governance screening and analysts' fundamental research. While we engage with companies in a variety of different contexts, ESG engagement focuses on learning about, encouraging or exchanging perspectives on the environmental practices, corporate governance or social issues affecting their business.

While most of the meetings we hold with company managements will include some discussion of ESG topics, we differentiate meetings held with a heavy focus on ESG, meaning ESG issues were the sole items on the agenda or made up a meaningful part of the meeting. Agenda items are classified as "meaningful" when they take up a significant portion of the meeting or are a significant factor in the investment case.

The following are selected examples of recent engagements with companies held in or considered for the portfolio. The examples are not meant to be representative of every engagement held, but to illustrate the types of ESG engagements we are having with the managements of our investment companies.

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**BAWAG (3<sup>rd</sup> Quarter 2023 Engagement)**

<b>Focus</b>	Governance
<b>Company Description</b>	BAWAG is a leading Austrian bank.
<b>Engagement Objective</b>	We engaged with the company on allegations made by shareholder activist Petrus Advisers.
<b>Participants</b>	<p>From BAWAG: Investor Relations Representative; Chairman of the Supervisory Board; Managing Director</p> <p>From T. Rowe Price: Portfolio Manager; Head of Governance, EMEA and APAC; Investment Analyst</p>
<b>Engagement Outcome</b>	<p>Petrus Advisers issued a report at the end of June 2023 titled "Too many red flags." The report contained allegations of poor strategic decisions and operational performance at BAWAG; it also contained allegations of governance and culture issues at the company that were the focus of our engagement.</p> <p>Upon review of the corporate governance "red flags" in the Petrus report, some are more amber than red, in our view.</p> <p>For example, we have engaged the company on remuneration before and told the chair of the Remuneration Committee that we would not support any further increases. Petrus alleges that "management has paid itself more than EUR 200 million since the company's initial public offering." This averages out at about EUR 5.5 million per management board member. But the chief executive officer received more than this sum most years, so the average payment to management board members has been significantly less.</p> <p>The culture allegations appear to be a secondary concern. However, we expressed concerns that the supervisory board meets in person only once or twice a year. BAWAG said the supervisory board was used to working in a hybrid manner since before COVID. Two management board members are based in Vienna, one in London, and three in the U.S.</p> <p>The board had discussed the Petrus Advisers report on the day it was published (June 30, 2023). The board did not want to encourage press attention so it responded with a short press statement rather than a detailed rebuttal. What became clear from the conversation is the model for board and committee operation is clearly very point to point with a lot of work done by the committee chairs outside the formal board meetings. The chair was clear that everything is socialized by the committee chairs ahead of the board, and some items do not make it to the board because of this socialization process.</p> <p>When the current chair took over, he shrank the board from nine to six directors and three works council representatives, to give him flexibility to bring on two female directors. He pointed to age diversity as an area of focus for the next appointments.</p>

The specific securities identified and described do not represent all of the securities purchased, sold, or recommended for the OEIC sub-fund, and no assumption should be made that the securities identified and discussed were or will be profitable.

## ESG RIIM PROFILE

The T. Rowe Price Responsible Investing Indicator Model (RIIM) rates companies, governments and securitized assets in a traffic light system measuring their environmental, social, and governance profile and flagging issuers with elevated risks. For certain types of investments, including, but not limited to, cash, currency positions, and particular types of derivatives, an ESG analysis may not be relevant or possible due to a lack of data. Where ESG considerations are integrated into the investment research process, we may conclude that other attributes of an investment outweigh ESG considerations when making investment decisions.

	Portfolio		Benchmark	
	No. of securities	% weight	No. of securities	% weight
● Green	57	93.2	413	94.9
● Orange	1	3.2	16	4.7
● Red	0	0.0	0	0.0
● Not in scope	0	0.0	4	0.3
● Not covered	0	0.0	0	0.0
● Cash	1	3.6	0	0.0
<b>Total</b>	<b>59</b>	<b>100.0</b>	<b>433</b>	<b>100.0</b>

● No/few Flags    ■ Medium Flags    ▲ High Flags

The comparator benchmark of the Fund is the FTSE Developed Europe ex United Kingdom Net Index. The manager is not constrained by the fund's benchmark, which is used for performance comparison purposes only.

**RISKS - The following risks are materially relevant to the fund (refer to prospectus for further details):** Country (Russia and Ukraine) - Russian and Ukrainian investments may be subject to higher risks associated with custody and counterparties, liquidity, market disruptions, as well as strong or sudden political risks. Currency - Currency exchange rate movements could reduce investment gains or increase investment losses. Small and mid-cap - Small and mid-size company stock prices can be more volatile than stock prices of larger companies.

**General fund risks - to be read in conjunction with the fund specific risks above.** Equity - Equities can lose value rapidly for a variety of reasons and can remain at low prices indefinitely. Geographic concentration - Geographic concentration risk may result in performance being more strongly affected by any social, political, economic, environmental or market conditions affecting those countries or regions in which the fund's assets are concentrated. Hedging - Hedging measures involve costs and may work imperfectly, may not be feasible at times, or may fail completely. Investment fund - Investing in funds involves certain risks an investor would not face if investing in markets directly. Management - Management risk may result in potential conflicts of interest relating to the obligations of the investment manager. Market - Market risk may subject the fund to experience losses caused by unexpected changes in a wide variety of factors. Operational - Operational risk may cause losses as a result of incidents caused by people, systems, and/or processes.

## ADDITIONAL DISCLOSURES

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