

# Sustainability and Engagement at Boston Partners

## Engagement Report

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The Sustainability and Engagement Team (the “Team”) undertook the following engagement actions during April 2021:

### **Calls, Meetings and Correspondence with Issuers:**

The Team engaged with the below issuers following research on the company.

1. **Plymouth Industrial REIT, Inc. (ticker symbol PLYM):** PLYM is a real estate investment trust. The Team engaged with PLYM to express concerns regarding share issuance.

The Team engaged with the below issuers following shareholder outreach by the company.

1. **Unisys Corporation (ticker symbol UIS):** UIS is an information technology services company. Boston Partners met with UIS management to discuss agenda items for the 2021 annual shareholders meeting, in particular, the overboarding of Director Lisa Hook. UIS described the high regard in which the Board held Director Hook but realized the overboarding was an issue for investors and expected Hook to resign from one board with a decision to be made shortly. Nonetheless, UIS asked for Boston Partners’ support for her reelection. Boston Partners informed UIS of its policy to not support directors who served on more than 4 public company boards because the director was unlikely to be able to perform director duties competently in each case. Boston Partners also reviewed with UIS areas for improvement in its sustainability reporting including additional disclosure about diversity of the workforce, training provided to the workforce, and oversight of suppliers.
  2. **NCR Corporation (ticker symbol NCR):** NCR provides software and services. NCR contacted Boston Partners for an engagement call ahead of the annual meeting. NCR described the Fitness Plan, which targeted material reductions in costs, and the Retention Plan. The Team communicated Boston Partners intended to vote against the say-on-pay proposal. The Team also noted the high burn rate. NCR communicated it has accelerated its efforts around ESG. There is a new Risk Committee on the Board, and NCR brought in consultants to help navigate the ESG efforts. NCR is working to align with frameworks like SASB and noted there is a commitment from the Board and management.
  3. **Bank of America Corporation (ticker symbol BAC):** BAC provides banking and financial products and services. BAC reached out for a shareholder engagement call ahead of the annual meeting. The Team communicated our preference for an independent Chairman. The Team also noted the two shareholder proposals that Boston Partners was supporting: the shareholder proposal to amend the proxy access right and the shareholder proposal to provide the right to act by written consent. The Team recommended taking a look at Chase’s recent ESG clearinghouse and mentioned we examine regulatory incidents and appreciated that BAC had minimal incidents compared to peers.
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4. **Textron Inc. (ticker symbol TXT):** TXT is a multi-industry company that operates in the aircraft, defense, industrial, and finance spaces. TXT reached out to Boston Partners for an engagement call ahead of the annual meeting. The Team communicated that the Governance Committee reviewed the say-on-pay proposal and connected with our Equity Analyst, who had a favorable opinion of TXT's compensation plan, and Boston Partners will be supporting the advisory vote on compensation this year. The Team also discussed the shareholder proposal to provide the right to act by written consent and communicated Boston Partners will be supporting the proposal in accordance with our standard policy. TXT also noted it continues to work on its ESG disclosure. The Team discussed the various disclosure standards such as GRI and SASB.
5. **Sanofi (ticker symbol SAN FP):** SAN engages in the research, production, and distribution of pharmaceutical products. The Team participated in a small group meeting with SAN. SAN provided an overview of its societal commitments and focuses: affordable access, vulnerable communities, healthy planet, and inclusive workplace. SAN is launching a nonprofit unit, Sanofi Global Health. SAN described focuses on diversity and carbon. SAN also addressed pricing, the restructuring, employee engagement, R&D spend, and digital capabilities.
6. **Realogy Holdings Corp. (ticker symbol RLGY):** RLGY provides residential real estate services. RLGY reached out to Boston Partners ahead of the annual meeting. RLGY discussed the say-on-pay proposal and the proposal to approve the amended and restated stock plan. RLGY indicated the burn rate is below Boston Partners' 3.5% threshold. The Team discussed board composition and RLGY highlighted an additional female director who recently joined the Board. Furthermore, RLGY indicated it continues to update its ESG disclosure. The Team noted the CSR report lacked data about the use of training opportunities, such as the number of hours, as well as data related to RLGY's environmental footprint and supplier oversight.
7. **Cigna Corporation (ticker symbol CI):** CI is a health services organization that provides insurance and related products and services. CI reached out to Boston Partners for a shareholder engagement call ahead of the annual meeting. There are three shareholder proposals on the ballot: one seeking a shareholder right to act by written consent, a second seeking disclosure of CI's mean and median gender pay gap and related matters, and a third seeking the adoption of a board ideology policy. The Team communicated Boston Partners would vote for, against management, the written consent proposal. The Team inquired about progress on supplier oversight disclosure. CI explained its focus on supplier responsibility and diversity. A consultant helped set up CI's framework and CI developed a roadmap. CI also has a new senior director dedicated to the role. Additionally, CI is looking into EEO-1 disclosure and evaluating its approach. CI highlighted the health/wellbeing and other benefits the company provides to employees and noted how they are key to CI's strategy. CI also noted as a health services company, COVID both impacted the business and CI felt a responsibility to respond.
8. **The Goldman Sachs Group, Inc. (ticker symbol GS):** GS is a global investment banking and securities firm. GS contacted Boston Partners as part of its annual outreach to shareholders. GS discussed the Board and highlighted a director who was recently nominated. GS noted it is focused on retaining talent, especially diverse talent. GS discussed the compensation program and use of discretion, updates to the peer group, and the effect of 1MBD. GS also described three shareholder proposals regarding written consent, employee arbitration, and a racial equity audit.
9. **AXIS Capital Holdings Limited (ticker symbol AXS):** AXS provides various specialty insurance and reinsurance products. AXS reached out to Boston Partners ahead of the annual meeting. AXS described changes to the Board. The Team inquired if AXS has reconsidered the classified board structure. AXS indicated the Board considers it annually and thinks the advantages outweigh the disadvantages. AXS also noted it is stepping up its ESG disclosure, and AXS described the sustainability oversight structure within the company.
10. **DTE Energy Company (ticker symbol DTE):** DTE is a diversified energy company that engages in utility operations. DTE contacted Boston Partners as part of its Spring Shareholder Engagement conference calls with top institutional investors. DTE discussed the shareholder proposals. One proposal calls for disclosure of political contributions. DTE increased what it is disclosing and added new features to the website. The second shareholder proposal calls for a

greenwashing audit. DTE explained the proponent is a pro-coal activist and the proposal goes against the grain of DTE's path. DTE reiterated its environmental goals. DTE also described its DEI initiatives and customer affordability programs.

11. **JPMorgan Chase & Co. (ticker symbol JPM):** JPM provides global financial services. JPM reached out to Boston Partners ahead of the annual meeting. The Team asked about discretion in compensation. JPM thinks of it as judicious discretion or "informed judgement" and emphasized pay for performance. The Team asked about JPM's programs around climate change. The Team also communicated Boston Partners is in favor of an independent chair. JPM indicated the Board wants the flexibility to determine the best structure at any point in time. JPM also discussed the shareholder proposals regarding written consent, a racial equity audit, and a political and electioneering expenditure congruency report.
12. **Entain Plc (ticker symbol ENT LN):** ENT is an online sports betting and gaming company. ENT reached out to Boston Partners seeking feedback on a revised Remuneration Policy. ENT indicated the current offering does not support talent retention and described the proposed changes. ENT explained how the compensation amount compares to that of peers. The Team provided feedback regarding the peer group and the metrics included in the plan. The Team also commended ENT for including a Responsible Betting and Gaming factor in the annual bonus. Finally, the Team inquired about the dilution level.
13. **The Allstate Corporation (ticker symbol ALL):** ALL provides property, casualty, and other insurance products. ALL reached out to Boston Partners ahead of the annual meeting. The Team communicated via email that Boston Partners intended to vote in line with management recommendation for all items except for the proposal to amend the proxy access terms. Boston Partners believes a vote for this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders. Our standard policy supports minimal or no limits on the number of shareholders permitted to form a nominating group.
14. **Kohl's Corporation (ticker symbol KSS):** KSS is a department store retail chain. KSS reached out to Boston Partners ahead of the annual meeting. The Team communicated via email that Boston Partners would support management on all proposals except for the shareholder proposal to permit action by written consent. The Team indicated this is an item that we always support because we believe it is a valuable shareholder right. The Team also noted KSS has an excellent sustainability profile with good sustainability reporting.
15. **Radiant Logistics, Inc. (ticker symbol RLGT):** RLGT provides transportation and logistics services. RLGT reached out to Boston Partners for a shareholder engagement call. The company received low support on say-on-pay and for one of the directors at the annual meeting in 2020. RLGT has been following small company guidelines for disclosure, but the SEC guidelines differed from the expectations of shareholders and proxy advisor firms. RLGT found it was lacking disclosure that was expected and engaged third parties to assist with its compensation program and shareholder outreach. RLGT described the compensation plan and explained that the director, who remains on the Board, was not re-elected largely due to compensation-related issues. The Team asked about the small size of the Board and about diversity. RLGT's Board is all male, but RLGT has initiated a search for a female director. RLGT is also looking at diversity within the organization. The Team inquired about ESG disclosure and ESG oversight within the company. RLGT also discussed naming a Lead Independent Director or separating the Chair and CEO roles. The Team communicated Boston Partners supports separating the roles.
16. **Arrow Electronics, Inc. (ticker symbol ARW):** ARW provides products, services, and solutions to industrial and commercial users of electronic components and enterprise computing solutions. ARW reached out to Boston Partners ahead of the annual meeting. The Team communicated Boston Partners intended to withhold votes from various directors because they are incumbent members of the nominating committee and the Board doesn't have any members who are racial minorities. The Team explained the new policy regarding underrepresented directors. ARW indicated it has refreshed the Board, including adding female directors, and ARW recognizes the importance of racial and ethnic diversity. The Chair of the Corporate Governance Committee, one of the directors in question, communicated ARW

engaged a search firm earlier this year to add a racially diverse candidate to the board. ARW expects to add this diverse director to the board this year. The Team indicated it would take ARW's intention to add a diverse director under consideration.

17. **Wynn Resorts, Limited (ticker symbol WYNN):** WYNN designs, develops, and operates integrated resorts. WYNN reached out to Boston Partners for a shareholder engagement call ahead of the annual meeting. Boston Partners intended to vote against the say-on-pay proposal. WYNN explained the compensation structure and COVID-related nuances. Due to the pandemic, the CEO elected to give up his remaining salary and swap the cash for stock in early 2020. WYNN also offered a retention award to executives. The grant was largely funded from shares the CEO offered from his contract renewal. WYNN also explained the bonus paid to team members was 40% of the target. Additionally, WYNN is expecting to publish its new sustainability report soon. WYNN also described the diversity of the Board. The Team communicated Boston Partners' preference to de-classify the Board and to have increased shareholder rights.

### Proxy Voting:

The Team sent a letter to the following issuers informing each issuer of Boston Partners' proxy vote against management.

1. **Deutsche Telekom AG (ticker symbol DTE-DE):** Voted against a remuneration policy because it contained significant scope for discretion via extraordinary bonuses, which fell short of market best practice standards. The policy did not disclose any potential framework for these awards, such as, award levels or example scenarios, nor was it explained why these awards were necessary beyond the variable compensation components, which were intended to reward improved performance. Voted for an amended article which gave shareholders the right to participate during the virtual meeting because it restored one of the rights that shareholders are afforded during physical meetings. This would help facilitate the exchange of information between shareholders and the company and served as an important accountability mechanism.
2. **Broadcom Inc. (ticker symbol AVGO):** Voted against an amended omnibus stock plan because the plan cost was excessive, the three-year average adjusted burn rate exceeded three and a half percent, and the plan allowed for the liberal recycling of shares.
3. **Lennar Corp (ticker symbol LEN):** Voted for a recapitalization plan for all stock to have one vote per share because shareholders would benefit from a capital structure in which voting interests were better aligned with economic interests.
4. **Rio Tinto Plc (ticker symbol RIO):** Voted against remuneration reports for UK and Australian Law Purposes because the Company allowed the former CEO to retain a significant proportion of his outstanding LTIP awards. However, under his tenure, Rio Tinto destroyed two ancient rock shelters in the Juukan Gorge. The 46,000-year-old Aboriginal site destroyed by Rio Tinto is recognized as culturally significant to the Puutu Kunti Kurrama and Pinikura people and other traditional owners of the land on which Rio Tinto operates in Australia. This incident caused material reputational damage as defined in the malus and clawback provisions of the 2018 remuneration policy and it is unclear why these provisions were not more comprehensively applied. The Remuneration Committee and Board exercised discretion and applied malus adjustment of GBP 1 million. The figure received after discretion was GBP 5,728,000. Voted against a director nominee because she is the chair of the Sustainability Committee. The mandate of the Committee is to oversee strategies designed to manage social and environmental risks as well as review the effectiveness of management policies and procedures as they relate to a host of social and environmental issues. The Committee failed to deliver on their mandate, especially in light of the Juukan Gorge incident. They failed to account for the potential risks and lack of adequate controls at sites of historical and cultural significance. While Rio Tinto had obtained legal authority to impact the Juukan rockshelters, it fell short of the standards and internal guidance that Rio Tinto sets for itself, over and above its legal obligations. Voted for a global employee share plan because the plan promoted employee share ownership and engagement.

5. **Petroleo Brasileiro SA (ticker symbol PETR4-BR):** Voted against a proposal to remove a director due to governance concerns regarding the government intervention in the administration of the publicly traded company and the replacement of its CEO. Although this proposal will be approved as a result of the votes of the controlling shareholder, the Brazilian federal government, this vote allows shareholders to voice their concerns with the process. Voted for a proposal to allow votes to be counted for the proposed slate because potential changes in the board slate composition could affect the board's independence level in a way that could not be anticipated by shareholders at that time. As such, due to the lack of timely disclosure, international institutional investors were prevented from making an informed voting decision. Abstained from voting for eight director nominees because the minority shareholders had disclosed the names of three board nominees to be elected under the cumulative voting process. Therefore, there were 11 candidates for 8 board seats. Abstaining supported the election of the independent minority shareholder board candidates. Voted for all three of the minority shareholders' director nominees because it would allow minority shareholders to increase their representation at Petrobras' board, in a moment in which the company faced growing governance concerns due to the direct government intervention in its administration and considering the lack of known concerns regarding the proposed minority shareholders' nominees.
6. **The Bank of New York Mellon (ticker symbol BK):** Voted for a proposal to reduce the ownership threshold for shareholders to request action by written consent because this would provide for a more meaningful written consent right for shareholders.
7. **IQVIA Holdings Inc. (ticker symbol IQV):** Withheld votes from compensation committee member Todd Sisitsky in the absence of a say-on-pay proposal on the ballot. Following last year's failed say-on-pay vote, the company engaged with shareholders, disclosed their specific concerns regarding the pay programs, and made changes to the programs to address those issues. Further, STI payouts are primarily based on objective goals with improved disclosure and LTI awards are targeted to be half performance-based with multi-year goals. However, the relative TSR metric is not particularly rigorous, the CEO's base salary and bonus target remain relatively high, and the COVID-19 related adjustment to closing-cycle performance shares increased the payouts, which is generally not viewed as appropriate by shareholders. Voted for an annual say-on-pay advisory vote because it provides the highest level of accountability and constructive communication by enabling the vote to correspond to information presented in the accompanying proxy statement for the annual shareholders' meeting.
8. **HP Inc. (ticker symbol HPQ):** Voted for a proposal to provide the right to act by written consent because this would enhance shareholder rights by affording shareholders an additional means of acting in between annual meetings.
9. **Koninklijke Ahold Delhaize NV (ticker symbol AD-NL):** Voted against a proposal to authorize the board to exclude preemptive rights from share issuances because preemptive rights protect existing shareholders from involuntary dilution of ownership interests.
10. **Airbus SE (ticker symbol AIR-FR):** Voted against an incumbent non-executive director nominee due to overboarding concerns because she sits on more than 4 public company boards.
11. **Sulzer AG (ticker symbol SUN-CH):** Voted against a proposal to vote on other business because it concerned additional instructions from the shareholder to the proxy in case new voting items or counterproposals were introduced at the meeting by shareholders or the board of directors. The content of these new items or counterproposals was not known at that time. Therefore, it was in shareholders' best interest to vote against this item on a precautionary basis.
12. **Carlsberg Brewery Malaysia Berhad (ticker symbol 2836-MY):** Voted against a director nominee because she was non-independent and a member of both the Compensation Committee and Nominating Committee.
13. **Embotelladora Andina SA (ticker symbol ANDINA.B-CL):** Voted against a proposal to elect directors because their names were not disclosed; the company bundled the election of directors into a single voting item; and undisclosed

bundled director election proposals disenfranchise shareholders voting by proxy. Voted against a proposal to allow voting on other business because it could not be known what issues could be raised under this agenda item.

14. **PPG Industries (ticker symbol PPG):** Voted for a proposal to require an independent board chair because that would be best to represent shareholder concerns and provide a check on the management of the company.
15. **Stellantis NV (ticker symbol STLA):** Voted against the approval of a remuneration report because the company did not disclose sufficient information on key performance indicators. This was a change when compared to the prior year. Moreover, targets ex-post and according to achievement levels were not disclosed. Additionally, there were concerns regarding the size and magnitude of the retention scheme in connection with the merger. The short-term performance and vesting periods were not considered fully aligned with shareholders' long-term interests. The 2019 grant actually consisted of three individual annual grants that would vest in 2020, 2021, and 2022 based on respectively 2019 (1 year), 2019-2020 (2 years), and 2019-2021 (3 years) performance. This provided that awards would settle prior to the end of the vesting and performance period; the performance and vesting periods overlap. Voted against a proposal to approve an equity incentive plan and grant the board authority to issue shares and exclude preemptive rights in connection with the equity incentive plan because the CEO would be awarded a one-time equity grant without further disclosure on the size of the grant or rationale for providing it. The existing remuneration policy should already aim to attract, reward, and retain executives.
16. **Carrier Global Corp. (ticker symbol CARR):** Voted against three director nominees because they were incumbent members of the nominating committee, the board had seven or more members, and did not have at least two board members that were not of the majority board gender. Boston Partners supports diversity in leadership.
17. **Valley National Bancorp (ticker symbol VLY):** Voted for a proposal to require an independent board chair because that would be best to represent shareholder concerns and provide a check on the management of the company.
18. **Cass Information Systems (ticker symbol CASS):** Voted against the reelection of a director nominee because he was an incumbent member of the nominating committee, the board had seven or more members, and did not have at least two board members that were not of the majority board gender. Boston Partners supports diversity in leadership.
19. **The Boeing Company (ticker symbol BA):** Voted for a proposal to report on lobbying payments and policy because additional disclosure of Boeing's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with Boeing's participation in the public policy process. Voted for a proposal to provide the right to act by written consent because this enhances shareholder rights by affording shareholders an additional means of acting between annual meetings.
20. **Regions Financial Corp (ticker symbol RF):** Voted against the ratification of named executive officers' compensation because there was a pay-for-performance misalignment. The compensation committee made significant modifications to closing-cycle performance awards, which increased earnouts from 53 to 99 percent of target. Such COVID modifications appeared inappropriate, and the adjustments could be viewed as insulating executives from negative pay outcomes when the company did not achieve the pre-set goals. There were also concerns regarding relative and forward-looking return on average tangible common equity (ROATCE). Relative ROATCE targeted only median performance and forward-looking ROATCE goals were not disclosed. Generally, goals do not appear particularly rigorous when a relative metric targets median performance.
21. **The Sherwin William Company (ticker symbol SHW):** Voted against a director nominee because she sits on more than 4 public company boards, which presents overboarding concerns.
22. **Adecoagro SA (ticker symbol AGRO):** Voted against a director nominee because he is a non-independent director and serving as the audit committee chair.
23. **Blucora, Inc. (ticker symbol BCOR):** Voted for all of the dissident nominees because the dissident pointed out the company's ill-advised strategy to acquire businesses in the wealth management and registered advisory space.

Additionally, the dissident noted that the company had bloated corporate overhead infrastructure, poor corporate culture, and significant management turnover, each of which have destroyed shareholder value. Boston Partners supports the dissident's proposed solution to these problems, which is to refresh the board with independent directors that possess experience in capital allocation, strategy development, and corporate governance who can explore ways to maximize shareholder value, including a potential sale of the tax preparation business.

24. **Texas Instruments Inc. (ticker symbol TXN):** Voted for a proposal to provide the right to act by written consent because this would enhance shareholder rights by affording shareholders an additional means of acting between annual meetings.
25. **Edison International (ticker symbol EIX):** Voted for a proposal to amend proxy access right because the elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders while maintaining safeguards on the nomination process.
26. **Teleperformance SE (ticker symbol TEP-FR):** Voted against the approval of the Chairman/CEO's compensation, as well as the vice-CEO's compensation because the company amended targets for the bonus and the LTI, given the pandemic, following the guidance review but without lowering the maximum cap, which resulted in the full payout of the bonus for both the CEO and the vice-CEO. As such, it was not possible to conclude that the executives' remuneration was aligned with the company's performance as it completely erased any COVID-19 effects. Additionally, the company awarded both the CEO and the vice-CEO a full achievement for the bonus criterion related to the pandemic's management without considering any negative events occurred during FY2020. Furthermore, the structure of some criteria of the bonus and LTIP raised concerns; the value of the 2020 LTIP granted appeared beyond common market practices in France and increased compared to 2019 grant; and a significant part of the vice-CEO's cash remuneration, due under his employment contract, was not subject to shareholders' approval. Boston Partners believes CEO and executive compensation should align with a company's financial performance and should not exceed common market practice. Voted against the reelection of the CEO as chairman because it is in the best interest of the company and its shareholders that the positions of CEO and chairman not be combined. Combining the roles of chair and CEO may result in concentration of power and blurs the lines between the duties of the CEO versus the duties of the chair.
27. **AutoNation, Inc. (ticker symbol AN):** Voted for a proposal to provide the right to call a special meeting because it would give shareholders a means of taking action in between annual meetings. Boston Partners supports shareholder proposals requesting the right to call a special meeting as long as the proposed ownership threshold is at least 10% of the company's shares outstanding.
28. **Johnson & Johnson (ticker symbol JNJ):** Voted against the ratification of named executive officers' compensation because even though the CEO pay and shareholder returns were aligned at the time, there was still significant concern regarding multiple years of large litigation-related expenses, including \$4 billion charges in each of 2019 and 2020 for opioid-related litigation and Talc-related litigation, respectively, and an additional \$1 billion in 2020 related to opioid litigation. Furthermore, the company's proxy statement lacks disclosure regarding adjusted financials and the impact of excluding litigation-related expenses on executive compensation. Voted for a report on government financial support and access to COVID-19 vaccines and therapeutics because the company received substantial government funding to research and develop the COVID-19 vaccine, and the proposed report was not an unreasonable request by shareholders. Voted for a proposal to require an independent board chair because that would be best to represent shareholder concerns and provide a check on the management of the company.
29. **Lockheed Martin Corporation (ticker symbol LMT):** Voted for a proposal to provide the right to act by written consent because this would enhance shareholder rights by affording shareholders an additional means of acting in between annual meetings.
30. **Pfizer Inc. (ticker symbol PFE):** Voted for a proposal to require an independent board chair because that would be best to represent shareholder concerns and provide a check on the management of the company.

31. **FIBRA Macquarie Mexico (ticker symbol FIBRAMQ12-MX):** Voted against the ratification of 5 technical committee nominees because the board lacked a nominating committee, had six or more members, and did not have at least one board member that was not of the majority board gender. Boston Partners supports diversity in leadership.
32. **BDO Unibank, Inc. (ticker symbol BDO-PH):** Withheld votes from a director nominee because she was non-independent and a member of the compensation committee. Voted against a proposal to approve other matters because the company did not disclose the other matters that would be taken up under that resolution.
33. **Metso Outotec Oyj (ticker symbol MOCORP-FI):** Voted against the approval of a remuneration report because the structure of the company's compensation framework raised concerns regarding the LTIPs with performance periods below three years, the President and CEO receiving a one-time payment granted by the board which deviated from the remuneration policy, and the lack of disclosure provided about the features of the matching share plan.
34. **Abbott Laboratories (ticker symbol ABT):** Voted for a proposal to require an independent board chair because that would be best to represent shareholder concerns and provide a check on the management of the company.
35. **PACCAR Inc (ticker symbol PCAR):** Voted against four director nominees because they were incumbent members of the audit committee and the ratification of auditors was not on the ballot for shareholder vote. Voted for the elimination of the supermajority vote requirement because it would enhance shareholder rights. A simple majority of voting shares should be sufficient to effect changes in a company's corporate governance. Requiring more than a simple majority may permit management to entrench itself by blocking amendments that are in shareholders' best interests.
36. **Bausch Health Companies Inc. (ticker symbol BHC):** Withheld votes from four director nominees because they were incumbent members of the nominating committee, and the board did not have any directors who were racial minorities. Boston Partners supports diversity in leadership.
37. **Cousins Properties Incorporated (ticker symbol CUZ):** Voted against four director nominees because they were incumbent members of the nominating committee, and the board did not have any directors who were racial minorities. Boston Partners supports diversity in leadership.
38. **Altra Industrial Motion Corp. (ticker symbol AIMC):** Withheld votes from three director nominees because they were incumbent members of the nominating committee, and the board did not have any directors who were racial minorities. Boston Partners supports diversity in leadership.
39. **First Citizens BancShares, Inc. (ticker symbol FCNCA):** Withheld votes from four director nominees because they were incumbent members of the nominating committee, the board had seven or more members, and did not have at least two board members that were not of the majority board gender. Boston Partners supports diversity in leadership.
40. **Starwood Property Trust, Inc. (ticker symbol STWD):** Voted against three director nominees because they were incumbent members of the nominating committee, the board had seven or more members, and did not have at least two board members that were not of the majority board gender. Boston Partners supports diversity in leadership.
41. **Citigroup Inc. (ticker symbol C):** Voted for an amended proxy access right because the elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders. Voted for the proposal to require an independent board chair because that would be best to represent shareholder concerns and provide a check on the management of the company
42. **Centene Corporation (ticker symbol CNC):** Voted against an amended omnibus stock plan because the plan cost was excessive; the estimated duration of available and proposed shares exceeded six years; the disclosure of change-in-control vesting treatment was incomplete; and the plan allowed broad discretion to accelerate vesting.
43. **Wells Fargo & Company (ticker symbol WFC):** Voted against the ratification of named executive officers' compensation because executive pay was excessive and not properly aligned with performance. Voted for an amended

proxy access right because the elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders. Voted for a report on incentive-based compensation and risks of material losses because shareholders would benefit from additional disclosure about employee incentive compensation programs that could lead to material losses due to excessive risk taking.

44. **Charter Communications, Inc. (ticker symbol CHTR):** Voted against five director nominees because they were incumbent members of the compensation committee and there is no say-on-pay proposal on the ballot. Voted against five director nominees because they were incumbent members of the nominating committee, and the board did not have the required number of members that were not of the majority board gender. Boston Partners supports diversity in leadership. Voted for the requirement of an independent board chair because that would be best to represent shareholder concerns and provide a check on the management of the company. Voted for an annual report assessing diversity, equity, and inclusion efforts because reporting quantitative, comparable diversity data would allow shareholders to better assess the effectiveness of Charter's diversity, equity, and inclusion efforts and management of related risks. Voted for a report on greenhouse gas emissions because additional information on the company's GHG emissions and reduction plans and an annual advisory vote would allow shareholders to better assess and express their opinions on the climate risk management practices of the company. Additionally, Boston Partners felt the company lagged behind its peers when it came to reporting GHG emissions and setting reduction targets. Voted for a policy to annually disclose EEO-1 data because additional diversity-related disclosure would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
45. **BorgWarner Inc. (ticker symbol BWA):** Voted for the proposal to reduce the ownership threshold for shareholders to request action by written consent because this would provide for a more meaningful written consent right for shareholders.
46. **Sendas Distribuidora SA (ticker symbol ASAI3-BR):** Voted against an amendment to the indemnity provision because shareholders were being asked to approve a broad statutory indemnification provision in the absence of key information, including mechanisms to address potential conflict of interests, the financial impact of such provision, and specific terms of coverage in the event of a plea deal agreement signed by the potential beneficiaries.
47. **Companhia Brasileira de Distribuicao (ticker symbol PCAR3-BR):** Voted against the remuneration of the company's management and fiscal council because the figure reported by the company for the total compensation of its highest-paid administrator did not appear inclusive of all elements of the executive's pay. Boston Partners believes it is reasonable for shareholders to expect that public companies disclose the total compensation paid to the highest compensated executive officer, in addition to a breakdown of fixed and variable components. Voted against the indemnity provision because the company was seeking shareholder approval to create a broad statutory indemnification provision in the absence of key information, including mechanisms to address potential conflicts of interests, the financial impact of such provision, and specific terms of coverage in the event of a plea deal agreement signed by the potential beneficiaries.
48. **Oasis Petroleum Inc. (ticker symbol OAS):** Voted against the ratification of the named executive officers' compensation due to problematic severance upon retirement of the former CEO. While he appeared to have been eligible pursuant to a provision in his employment agreement, the board waived one of the underlying requirements.
49. **British American Tobacco plc (ticker symbol BATS):** Voted against the remuneration report because the CEO's salary increased by 3%, following last year's 9.5% increase and a significant protest vote against executive pay by shareholders at the 2020 AGM. Additionally, the CEO's non-cash benefits for 2020 were unusually high for the peer market in the UK. Voted against the proposal to authorize issue of equity due to excessive dilution of 66.6%.
50. **Lantheus Holdings, Inc. (ticker symbol LNTH):** Withheld votes from a director nominee because he was an incumbent member of the nominating committee, and the board did not have any directors who were racial minorities. Additionally, the director nominee was a member of the governance committee and the board failed to remove, or

subject to a sunset requirement, the classified board which adversely impacts shareholder rights. Voted against an amended omnibus stock plan because the company's three-year average adjusted burn rate exceeded 3.5%.

51. **First Mid Bancshares, Inc. (ticker symbol FMBH):** Withheld votes from three director nominees because they were incumbent members of the board; the company did not have a formal nominating committee; and the board did not have any directors who were racial minorities. Additionally, director nominees Adams and Horn were incumbent members of the audit committee and the ratification of auditors was not on the ballot for shareholder vote.
52. **Arcos Dorados Holdings Inc. (ticker symbol ARCO):** Voted against the ratification of auditors and the authorization of the board to fix their remuneration because the audit fees were not disclosed, therefore it could not be determined if the non-audit fees were excessive, which could impair the auditors' independent judgement. Withheld votes from three director nominees because the company failed to disclose a breakdown of the fees paid to its auditor.
53. **DuPont de Nemours, Inc. (ticker symbol DD):** Voted for the proposal to provide the right to act by written consent because this would enhance shareholder rights by affording shareholders an additional means of acting in between annual meetings. Voted for the adoption of a policy to annually disclose EEO-1 data because additional diversity-related disclosure would allow shareholders to better assess the effectiveness of the company's diversity efforts and its management of related risks. Boston Partners supports diversity initiatives.
54. **Marathon Petroleum Corporation (ticker symbol MPC):** Voted against the ratification of the named executive officers' compensation because the new CEO's promotional grant, which occurred two weeks after the annual grant, consisted entirely of time-vested equity without sufficient rationale. This was concerning as investors have expressed that any one-time grants to executives should be predominantly based on the achievement of performance goals that target outperformance. Additionally, the company made a problematic grant to the outgoing CEO upon his retirement, which did not appear to be warranted. Voted for the limitation of accelerated vesting of equity awards upon a change in control because this would provide for proration of vesting based on criteria determined by the committee, making it less likely that executives will receive inappropriate windfall payouts. Additionally, this policy would further align the interests of executives with those of shareholders.
55. **Spirit AeroSystems Holdings, Inc. (ticker symbol SPR):** Voted for a proposal to amend proxy access right because the elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders.
56. **Huntsman Corporation (ticker symbol HUN):** Voted for the proposal to provide the right to act by written consent because this enhances shareholder rights by affording shareholders an additional means of acting in between meetings.
57. **Sabre Corporation (ticker symbol SABR):** Voted against an amended omnibus stock plan because the company's three-year average adjusted burn rate exceeded 3.5%. Voted against the ratification of the named executive officers' compensation because an unmitigated pay-for-performance misalignment existed. Significant concerns were raised regarding LTIs as multiple adjustments were made to mid-cycle awards. As a result, PRSUs measured against FY20 performance were deemed achieved at target. Long-term incentives are designed to smooth performance over the long-term and should not be altered in response to negative short-term market impacts. In addition, the compensation committee granted significant off-cycle retention awards to NEOs, which were entirely time-vesting, and the CEO received an additional time-vesting retention award in FY21. Shareholders generally prefer that such awards are isolated, and that a significant portion is at risk and subject to rigorous performance goals.
58. **HCA Healthcare, Inc. (ticker symbol HCA):** Voted for the proposal to provide the right to act by written consent because this would enhance shareholder rights by affording shareholders an additional means of acting in between annual meetings.
59. **Golden Agri-Resources Ltd (ticker symbol E5H-SG):** Voted against a director nominee because he was an incumbent member of the nominating committee, and the board did not have at least 2 members that were not of the majority

board gender. Boston Partners supports diversity in leadership. Voted against a director nominee because he is the CEO and sits on more than 3 public company boards, which presents overboarding concerns. Voted against the approval of the issuance of equity or equity-linked securities with or without preemptive rights because the stock that could be issued without preemptive rights represented an increase of 15%, which exceeded Boston Partners' threshold of 10%.

60. **EchoStar Corporation (ticker symbol SATS):** Withheld votes from 3 director nominees because they were incumbent members of the nominating committee, the board had seven or more members, and did not have at least two board members that were not of the majority board gender. Boston Partners supports diversity in leadership. Voted against a non-employee director omnibus stock plan because the plan permitted the repricing and cash buyout of awards without shareholder approval.
61. **AXA SA (ticker symbol CS-FR):** Voted against the approval of the CEO's compensation because the justifications of the adjustments made to neutralize the impact of COVID-19 on the STI and LTI were not deemed compelling enough; the increased number of shares granted during FY20 along with the change in the plan's grant date triggered a potential windfall effect; and the options of the 2017 plan that should have vested this year seemed to have failed the performance criteria for the initial performance period and were being retested on upcoming exercises.
62. **Universal Logistics Holdings, Inc. (ticker symbol ULH):** Withheld votes from 10 director nominees because they were incumbent members of the board, the board did not have a nominating committee, the board did not have the required number of members that were not of the majority board gender, and the board did not have any directors who were racial minorities. Additionally, withholding votes from all nominees was warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. Voted for the requirement of a majority vote for the election of directors because this would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
63. **Cabot Oil & Gas Corporation (ticker symbol COG):** Withheld votes from 3 director nominees because they were incumbent members of the nominating committee, and the board did not have any directors who were racial minorities. Boston Partners supports diversity in leadership.
64. **EOG Resources, Inc. (ticker symbol EOG):** Withheld votes from 3 director nominees because they were incumbent members of the nominating committee, and the board did not have any directors who were racial minorities. Boston Partners supports diversity in leadership.
65. **Glencore Plc (ticker symbol GLEN-GB):** Voted against a director nominee because he sits on more than 4 public company boards, which presents overboarding concerns. Voted against the approval of the incentive plan because the plan permitted significant time-based restricted share awards that were not subject to conventional performance conditions. Voted against the approval of the remuneration policy because the proposed pay package for the incoming CEO was high relative to peers, being driven by a competitively placed salary; and the restricted share plan permitted significant time-based awards that were not subject to conventional performance conditions.
66. **Celestica Inc. (ticker symbol CLS):** Voted against the advisory vote on executive compensation approach because a pay-for-performance misalignment existed. The CEO's total compensation increased by 18.8% over the last fiscal year, driven by a 519% increase in annual bonus, which was made possible due to a reduction in targets for both STI metrics; the CEO's compensation increased by 48.5% between 2016 and 2020, while shareholder returns continued to be negative; and the company underperformed relative to their self-selected peer group, however in fiscal 2020 the CEO compensation increased and ranked close to the peer median.
67. **Ambev SA (ticker symbol ABEV3-BR):** Abstained from voting to elect fiscal council nominees, to allow minority shareholders to concentrate their votes on the election of a minority fiscal council candidate. Voted for the minority shareholders' fiscal council nominee and alternate because their names were disclosed; there was no indication of competing minority ordinary nominees; and there were no known concerns regarding the proposed minority nominees. Voted against the approval of the remuneration of the company's management because the figure reported

by the company for the total compensation of its highest-paid administrator did not appear inclusive of all elements of the executive's pay. Boston Partners believes it is reasonable for shareholders to expect that public companies disclose the total compensation paid to the highest compensated executive officer, in addition to a breakdown of fixed and variable components.

68. **Kimberly-Clark Corporation (ticker symbol KMB):** Voted against a director nominee because she sits on more than 4 public company boards, which presents overboarding concerns. Voted for the proposal to provide the right to act by written consent because this would enhance shareholder rights by affording shareholders an additional means of acting in between annual meetings.
69. **Flutter Entertainment Plc (ticker symbol FLTR):** Voted against the approval of the remuneration report because the CEO received a significant salary increase of 17.5% immediately following the TSG merger. While the salary increase did not appear excessive compared to similar sized companies, it was of some concern that the Company did not implement a phased approach. It is considered good practice to phase in significant increases, particularly after such a large transaction, in order to allow a determination of the success of the merger. In addition, concerns were identified with the adjusted performance targets under the bonus and LTIP following the merger. Voted against a director nominee because she is a CEO and sits on more than 3 public company boards, which presents overboarding concerns. Voted against the proposal to authorize issue of equity due to excessive dilution of 66.6%.
70. **PQ Group Holdings Inc. (ticker symbol PQG):** Withheld votes from a director nominee because he was a governance committee member and the board failed to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
71. **The Goldman Sachs Group, Inc. (ticker symbol GS):** Voted against an omnibus stock plan because the plan had excessive dilution, the plan cost was excessive, the three-year average burn rate was above 3.5%, the estimated duration exceeded 6 years, the disclosure of CIC vesting was discretionary, the plan prohibited liberal recycling of shares, and the plan allowed broad discretion to accelerate vesting. Voted for the proposal to provide the right to act by written consent because this would enhance shareholder rights by affording shareholders an additional means of acting in between annual meetings. Voted for the report on the impacts of using mandatory arbitration because additional information on the company's policies regarding mandatory arbitration for harassment and discrimination cases would shed light on the practice and could result in improved recruitment and retention and also allow shareholders to assess better the risks associated with the company's use of arbitration agreements.
72. **Diebold Nixdorf, Incorporated (ticker symbol DBD):** Voted against an omnibus stock plan because the plan had a three-year average burn rate that exceeded 3.5%.
73. **Aptiv PLC (ticker symbol APTV):** Voted against the ratification of the named executive officers' compensation because there were concerns regarding the significant COVID-19 related modifications to incentive awards. Although the resulting STI payouts were somewhat reasonable, the modifications to closing-cycle LTI awards increased the earnouts significantly, and the committee also adjusted the financial goals for in-progress performance shares. Such modifications to in-progress and closing-cycle equity awards are generally not viewed as an appropriate reaction to COVID-19 by investors.
74. **AT&T Inc. (ticker symbol T):** Voted against the ratification of the named executive officers' compensation because significant concerns were raised regarding NEO Killar's base salary of \$2.5 million, which was higher than the current and former CEO and the company's CEO peer group salary. Additionally, Killar received a sign-on equity award valued at \$48 million vested solely over a four-year period, with a significant lack of performance criteria. Furthermore, NEO McAtee received a significant retention grant of \$9 million with insufficient rationale. Voted for a proposal to lower the ownership threshold for action by written consent because this would enhance shareholder rights.
75. **Eletromidia SA (ticker symbol ELMD3-BR):** Voted against the remuneration of the company's management because the figure reported by the company for the total compensation of its highest-paid administrator did not appear

inclusive of all elements of the executive's pay. Boston Partners believes it is reasonable for shareholders to expect that public companies disclose the total compensation paid to the highest compensated executive officer, in addition to a breakdown of fixed and variable components. Voted for the installation of a fiscal council because that could improve the company's governance and bring greater corporate oversight.

76. **Hang Lung Properties Ltd. (ticker symbol 101-HK):** Voted against the approval of the issuance of equity or equity-linked securities without preemptive rights because the stock that could be issued represented an increase of 20%, which exceeded Boston Partners' threshold of 10%. Voted against the authorization of the reissuance of repurchased shares because the aggregate share issuance limit was greater than 10% of the relevant class of shares and the company did not specify the discount limit.
77. **United Overseas Bank Limited (Singapore) (ticker symbol U11-SG):** Voted against a director nominee because he was an incumbent member of the nominating committee, and the board did not have at least 2 members that were not of the majority board gender. Boston Partners supports diversity in leadership.
78. **Vivara Participacoes SA (ticker symbol VIVA3-BR):** Abstained from voting for the following items: the adoption of cumulative voting, the equal distribution of votes amongst nominees, and the election of 5 director nominees, due to the absence of publicly available information, disclosed in a timely manner, regarding a cumulative voting request presented by shareholders. Voted against a proposal to have votes counted if there was a change to the board slate composition because potential changes in the board slate composition could affect the board's independence level in a way that could not be anticipated by shareholders at that time. As such, due to the lack of timely disclosure, international institutional investors were prevented from making an informed voting decision. Voted for a request for a separate minority election of a member of the board of directors because it would allow minority shareholders to disclose nominees to the separate minority board election up to the time of the meeting and the election of a minority representative to the board of directors could improve the company's governance and provide greater board independence. Voted for the installation of a fiscal council because it could improve the company's governance and bring greater corporate oversight. Voted against the approval of the indemnification agreement between the company and management due to a lack of a financial limit for the indemnification to be provided by the company and the possibility of coverage of losses related to plea deal agreements signed by the company's administrators, potentially in the context of corruption investigations. Voted against amended articles and consolidated bylaws because the company bundled multiple bylaw amendments under a single agenda item, thus preventing shareholders from voting on each proposed change individually. In addition, some of the bundled amendment proposals, specifically the change in rules establishing that shareholder meetings must be chaired by a board member and the new indemnity provision, raised governance concerns.

#### **Boston Partners voted the following number of proxies:**

Number of meetings: 172

Number of issues: 2,317

#### **Disclosure**

This document is not an offering of securities nor is it intended to provide investment advice. The specific securities identified and described do not represent all of the securities purchased, sold or recommended for advisory clients. It should not be assumed that investments in these securities were or will be profitable. It is intended for information purposes only.