

# Sustainability and Engagement at Boston Partners

## Engagement Report for **Robeco** BP Global Premium Equities

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Issuers we've engaged with in April following research or shareholder outreach.

- JPMorgan Chase & Co (ticker symbol JPM):** JPM is an American multinational financial services company. JPM reached out to the Team to discuss the items up for vote at the 2023 AGM. The Team heard JPM's viewpoint on various shareholder proposals. The Team noted we would be supporting Proposal 5: Independent Board Chairman. The Team has been engaging with JPM since 2018 on the issue but JPM has a firm stance on the combined CEO and Chairman role. JPM will consider separating the roles of CEO and Chairman with the next CEO transition. The likelihood of JPM adopting an independent Chairman before the next CEO transition is slim to none. The Team also noted we would be supporting Proposal 8: Special Shareholder Meeting Improvement as it is our policy to support the 10% threshold. We have been engaging with JPM since 2018 on this issue but it has not yet been implemented. However, JPM allows shareholders to call a special meeting at 20% which we consider sufficient. JPM discussed changes made to the executive compensation program. Following the discussion with JPM, the Team brought the say on pay proposal to the governance committee and the committee decided to support say on pay. These issues are not material to the bottom line.

In previous engagements, the Team has encouraged JPM to align its reporting with GRI standards, participate in CDP, disclose whistleblower statistics, and include information on supplier audits. JPM now aligns its reporting with GRI standards and participates in CDP. JPM conducts reviews with suppliers to confirm that no sub-componentry has been, or could be, related to the Uighur region or any other region where forced labor could be a factor. JPM's sourcing and third-party oversight processes and controls have uncovered no issues to date, but JPM continues to monitor this going forward. In 2020, JPM underwent an internal review of its supply chain in the context of modern slavery to identify potential risks, which included the identification of spend categories –such as electronics, apparel and hospitality – and countries that may be more prone to modern slavery challenges than others. This review was utilized in 2021 to facilitate targeted surveys and attestations of the supply chain to inquire and confirm that suppliers have programs/oversight practices in place to ensure that they and their own suppliers do not engage in, encourage or condone modern slavery practices and are respectful of human rights. In addition, JPM conducts due diligence on prospective suppliers, including negative media screenings, which covers a range of high-risk issues – such as modern slavery. There have been no violations of the Supplier Code of Conduct reported to date and JPM has firm wide operational risk practices in place that enable appropriate escalation and remediation of issues in the event such violations are reported. It is unlikely JPM will disclose supplier assessment/audit results, but they have sufficient oversight programs in place. Whistleblower statistics have not been disclosed and it is unclear the likelihood

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of this disclosure being implemented. This could be material if there are an inordinately large number of complaints, particularly substantiated complaints. Our next annual sustainability review of JPM is in May 2023 and we will email JPM if we have any suggestions/questions following research.

- 2. Stellantis NV (ticker symbol STLA):** STLA is an automobile company. STLA reached out to the Team to discuss items up for vote at the upcoming annual meeting. The Team informed STLA that we are voting to approve the remuneration report on the pre-merger legacy matters, despite ISS recommending against the proposal. This decision aligns with our votes from last year. Additionally, the Team informed STLA that we will vote against the proposal to authorize the Board to exclude preemptive rights from share issuance due to our policy to always vote against proposals to eliminate preemptive rights. Finally, STLA explained to the Team that ISS misinterpreted and incorrectly applied a Dutch law relating to STLA's Board gender diversity. As a result, ISS recommended a vote against the election of a director. The Team understood that ISS was incorrect and informed STLA that Boston Partners would vote to support the director nominee. These issues are not material to the bottom line.

In previous engagements, STLA mentioned they're investing about 30 billion euros from 2021-2025 on electrification (~8% R&D CapX budget annually). In Europe, STLA is a close 2nd behind VW in number of BEVs. STLA mentioned that the profitability is really good for EVs because of government incentives. STLA expects to be able to reduce costs for batteries which will help profitability. STLA is expecting to breakeven between 2025 and 2030. STLA wants to make an electric truck that can tow and hold a longer charge than competitors. As a result, STLA is a few years behind competitors on launching an electric truck. The capital allocated towards sustainability initiatives is material. Our next annual sustainability review of STLA is in May 2023 and we will email STLA any suggestions/questions following research.

- 3. Wells Fargo & Company (ticker symbol WFC):** WFC is a diversified, community-based financial services company. WFC reached out to the Team to discuss ballot items ahead of the 2023 annual meeting. The Team noted how we would be voting then the Team reminded WFC of our suggestion to disclose whistleblower line statistics and recommended WFC disclose its process for assuring solar panel components do not involve Uighur sourcing. WFC seemed hesitant to disclose whistleblower statistics but noted they would look into supplier sourcing. The whistleblower statistics disclosure is material as WFC has been involved in various scandals in the past that with disclosure of whistleblower statistics could have been an early warning sign of trouble if there were an inordinately large number of complaints, particularly substantiated complaints. There could be reputational risks if WFC is found to be connected to Uighur forced labor as well as potential costs from legal repercussions.

In past engagements, the Team asked about the cost of the racial equity audit and WFC noted it would cost around \$1 million which is not material to the bottom line. The Team noted there has been some press relating to donations made to anti-abortion groups but also to covering the cost of employee travel to get an abortion out of state. The Team asked how being outspoken on this issue is beneficial to shareholders. WFC said they've always had travel benefits covered and have not heard specific concerns about this issue from clients yet. WFC said these issues are complex and will take our concerns into consideration. The Team noted our main concern is the potential loss of assets over taking a public stance. We conducted our annual sustainability review of WFC in April 2023 with expected engagement to occur after the next annual sustainability review.

- 4. TotalEnergies SE (ticker symbol TTE-FR):** TTE-FR operates as an integrated oil and gas company. TTE-FR reached out to the Team to discuss the upcoming annual meeting. TTE-FR's lead independent director will no longer be considered independent according to French law and TTE-FR is appointing a new lead independent director as a result. TTE-FR is also replacing two directors that are up for reelection. TTE-FR has a management say on climate proposal for the third year in a row. TTE-FR has a shareholder proposal requesting TTE-FR set targets aligned with the Paris Agreement for Scope 3 indirect emissions related to the use of energy products sold to its customers. TTE-FR already has strong targets covering Scope 1, 2, and 3 emissions aligning with various climate scenarios. Climate related expenditure is material as TTE-FR is investing \$1 billion towards reducing emissions over this year and next year with an expected payback period of less than 4 years.

In the past we've engaged with TTE-FR about greenwashing allegations. TTE-FR mentioned that the allegations are completely false, and TTE-FR has a clear transition plan, which they believe is the most advanced in the industry. TTE-FR has a target of 35 GW of renewable energy by 2025 and 100 GW by 2030. TTE-FR is dedicating the most CapEx to the energy transition of any of its peers and has innovated 4 times more patents than all competitors combined (around 900 patents of which 25% are allocated towards transition related activities). The Team encouraged TTE-FR to report the results of its supplier audits, including the number of nonconformities identified and any corrective actions/relationship terminations. TTE-FR will be releasing its updated sustainability/climate report on its ESG investor day in the next few weeks. TTE-FR noted we can expect to see more information on supplier audits relating to human rights and the environment in the report and TTE-FR has identified the top emitters in the supply chain and is pushing them to set credible net zero plans. The Team also asked TTE-FR how they plan to reduce fatalities. TTE-FR mentioned there were 3 fatalities in 2022, following 1 in 2021. TTE-FR is still at the low end of the range compared to their competitors. TTE-FR investigates every incident and has prevention policies. TTE-FR explained the cause of each facility and the corrective actions implemented. Employee safety is material following an employee fatality, TTE-FR provides the family of the employee with 10x their annual salary.

5. **Daimler Truck Holding AG (ticker symbol DTG-DE):** DTG-DE is an automotive industry manufacturer of commercial vehicles. The Team emailed DTG-DE following research and encouraged DTG-DE to disclose safety program information and data to show the effectiveness of these programs. DTG-DE now discloses the number of occupational accidents (number of work accidents with at least one lost day) and the accident frequency (the lost time injury rate per 1 million attendance hours). The number of occupational accidents is the highest it's been since 2022 but the accident frequency rate is the lowest it's been since 2020. There was 1 employee death as a result of a work accident in 2022 compared to none in 2021 and 1 in 2020. DTG-DE has sufficient disclosure around safety policies and processes. Safety could be a reputational risk but is likely not material. We have not previously engaged with DTG-DE. We conducted our annual sustainability review of DTG-DE in April 2023 with expected engagement to occur after the next annual sustainability review if not sooner in advance of the annual meeting in June.
6. **Pioneer Natural Resources Company (ticker symbol PXD):** PXD is an American hydrocarbon exploration company. We emailed PXD following research and encouraged PXD to disclose whistle blower claims/code of ethics violations and their resolution annually. We recommended PXD disclose this information since 2019 so it is unlikely this suggestion will be incorporated. We encouraged PXD to provide shareholders the right to call special meetings based upon the request of at least 10% of shareholders and to provide shareholders right to act by the written consent of the number of shareholders that could act at a meeting. We have been engaging with PXD since 2018 on this issue and it has still not been incorporated. We asked if PXD has a plan in place to mitigate the risk of future significant spills and what the cost is of meeting certain environmental goals. We have not heard back from PXD on these questions, but these are the most material questions as spills could require significant capital expenditure to clean up and to meet certain environmental goals could be costly. The Team noted 86% of supplier spending was attributed to suppliers headquartered in Texas or whose goods are manufactured in-state. The Team asked where the remaining suppliers are located on which the 24% of supplier spend is allocated. We have not heard back from PXD on this question, but it is likely not material.

We have previously engaged with PXD on our preference for an independent Chairman and PXD now has an independent Chairman. We recommended incorporating third-party assurance for GHG emissions in future reports which is now independently verified. We expressed our preference for data-driven reports that include items such as the number of supplier audits, women in leadership roles, injury rates, and training data. All of these points are now disclosed except for the number of supplier audits which is not likely to be implemented as we have been engaging with PXD since 2018 on this issue. Our last engagement was in April 2023 with the next expected engagement to be following the next annual research review if not before the May 2023 annual meeting.

7. **Renesas Electronics Corporation (ticker symbol 6723-JP):** 6723-JP engages in the design, research, development, manufacture, sale and servicing of semiconductor products. The Team emailed 6723-JP following research and

suggested 6723-JP elect an independent chairman and provide shareholders the right to act by written consent. We had emailed 6723-JP in February 2022 with the same suggestions and no improvement to date. The likelihood of incorporation remains low. These suggestions would improve shareholder rights but are likely not material.

In past engagements we encouraged 6723-JP to set diversity targets and to set environmental goals for waste reduction. 6723-JP now has a goal for women to represent 20% of the Board. There are no waste reduction targets with the likelihood of incorporation being low. These are not material concerns. Our annual sustainability review of 6723-JP was in February 2023 with expected engagement to occur after the next annual sustainability review.

8. **Ryanair Holdings Plc (ticker symbol RYA-IE):** RYA-IE is a European airline group. The Team emailed RYA-IE following research. The Team encouraged RYA-IE to conduct and report on supplier audits and to report workforce safety rates. RYA-IE responded to our email and noted as part of RYA-IE's supplier onboarding, they conduct a bribery & corruption, information security and data protection review to ensure the new suppliers' practices and standards are aligned. However, there is no mention of conducting audits and it is unclear the likelihood of this being disclosed. RYA-IE noted they are operating in a highly regulated industry and are required to have a structured program in place to ensure all injuries are recorded and mitigating actions, if necessary, are put in place. While RYA-IE does not currently publish these statistics, they are captured. It is unclear if RYA-IE will publish these statistics in the future. These suggestions are likely not material. We have no previous engagements with RYA-IE. The next expected engagement is before the annual meeting in the fall if needed or following the next annual review in April of 2024.
9. **AbbVie, Inc. (ticker symbol ABBV):** ABBV develops, manufactures, and sells pharmaceutical products. ABBV reached out the Team prior to their annual meeting to discuss several shareholder proposals. ABBV has a management proposal to eliminate the supermajority voting requirement and a shareholder proposal to adopt a simple majority voting requirement. ABBV has been trying to eliminate the supermajority requirement since 2018. ABBV requires 80% support of outstanding shares to approve the change. However, retail investor voter turnout has not been strong enough to achieve 80%. ABBV has looked into solicitation campaigns but that would cost millions. This is material as it is unclear if the supermajority requirement will ever be eliminated without the additional expenditure needed to achieve 80% support.

In past engagements, we noted our preference for an independent Chair and ABBV noted they discuss this issue on a frequent and ongoing basis, but it is unclear the likelihood of implementation. The Team has also mentioned our preference for a declassified Board. ABBV noted that they have been working on declassifying the Board for several years. ABBV needs the management proposal to eliminate the supermajority to pass in order to eliminate the classified Board. This is material as it could be costly to implement. We sold out of ABBV on 4/27.

10. **Bristol-Myers Squibb Company (ticker symbol BMY):** BMY discovers, develops, licenses, manufactures, markets, distributes, and sells biopharmaceutical products. BMY reached out to the Team prior to their annual meeting. The Team informed BMY that we intend to vote for the shareholder proposals to require an independent Chairman and to amend the right to call special meetings. BMY understands our perspective on the independent Chairman; however, they prefer the ability to determine which structure is best for their current situation. The adoption of an independent Chairman is unlikely to be implemented. BMY explained that the shareholder proposal to amend the right to call special meetings would allow shareholders to call special meetings anonymously by eliminating the requirement to be a shareholder of record. Both proposals did not pass and are likely not material. We have not previously engaged with BMY. The next expected engagement is following the annual review set for September 2023.
11. **Centene Corporation (ticker symbol CNC):** CNC is a managed care company. CNC reached out to the Team to discuss the proxy statement. The Team ended up voting in line with management on all proposals. The Team encouraged CNC to disclose statistics relating to reports made on its whistleblower hotline. CNC noted regular updates on complaints called into the hotline are discussed and CNC will look into providing a summary of the information requested. The Team sent examples following the call. The Team encouraged CNC to disclose the amount of electricity purchased from renewables. The Team also suggested CNC disclose the cost/benefit of buying renewables over conventional fossil fuels

including if it's more of an expense or a savings opportunity. CNC will pass the message on to sustainability personnel. The Team noted in 2022 CNC further integrated sustainability criteria into risk and performance assessments of suppliers. The Team encouraged CNC to disclose the total number of suppliers assessed, the results of the assessments and any corrective actions taken annually as well as a discussion on where the majority of suppliers are located including if any are in high-risk areas for forced labor such as Northwest China. CNC acknowledged our suggestion and will consider disclosing it. These suggestions are likely not material.

In past engagements, the Team has communicated our preference for a declassified Board and elimination of the supermajority voting requirement which were successfully completed. The Team has communicated our preference for an independent Chairman and there is now an independent Chairman. The Team asked if the Board is considering giving shareholders the right to act by written consent and/or the right to call special meetings. Shareholders have the right to call a special meeting at 10% and can act by written consent. These changes have improved corporate governance which could be material. We expect to engage with CNC following our next research review in March of next year.

- 12. Chubb Limited (ticker symbol CB):** CB provides insurance and reinsurance products worldwide. CB reached out to the Team to discuss two shareholder proposals before the annual meeting of which one was regarding Scope 3 emissions reduction targets and another on how human rights risks are evaluated and incorporated in the underwriting process. We voted against those two proposals in line with management's recommendation.

In past engagements, CB noted they produced a TCFD report and EEO-1 data following our recommendation. CB considers the dual role of CEO and Chairman every year and CB has so few whistleblower complaints in any one year that they need to look into it more to see if it would be worth disclosing. We will engage with CB regarding any suggestions or questions following our annual research review this August.

- 13. The Cigna Group (ticker symbol CI):** CI provides insurance and related products and services in the U.S. CI reached out to the Team prior to their annual meeting to discuss two shareholder proposals. The first proposal seeks to lower the threshold for shareholders to call a special meeting from 25% to 15%. Boston Partners voted for this proposal last year and will vote for this proposal again. The second proposal seeks a report analyzing the congruence of political, lobbying and electioneering expenditures against publicly stated company values and policies and we decided to vote against it. This is not material.

In past engagements, the Team asked about CI's responsible supplier program. CI hired a managing director to oversee supply chain management. The managing director is working on a roadmap for the next 5 years. CI signed an agreement with EcoVadis and has already begun sending out surveys to suppliers. CI also updated their supplier code of conduct. The Team has asked if CI has a clear path to achieving their long-term sustainability goals. CI's plan is based on what they can see today but they expect the plan to evolve over time. CI does not view climate change as a material risk at this time, but it is something they are focused on. CI mentioned that making improvements to sustainability is an investment, but these investments do not affect CI's bottom line. Energy costs have gone down as a result of efficiency improvements to facilities. We will likely engage following the annual research review in March of next year.

- 14. The Goldman Sachs Group, Inc. (ticker symbol GS):** GS is an American multinational investment bank and financial services company. GS reached out to the Team to discuss items up for vote at the 2023 annual meeting. The Team noted we will be voting FOR Item 6: Require Independent Board Chair. The Team has engaged with GS about this issue for a number of years and the likelihood of an independent Chairman is slim to none until after the current CEO retires. The Team asked for further information around Item 5: Report on Lobbying Payments and Policy and we decided to vote FOR the additional disclosure requested. Although, the information requested regarding membership payments represented less than 0.25% of 2022 net earnings which is not material. The Team voted against Item 12: Report on Median Gender/Racial Pay Gap as GS already provides an adjusted pay gap analysis and further disclosure would not be a sufficient use of resources.



In past engagements, the Team encouraged GS to disclose the number of vendor audits conducted annually and their findings. GS mentioned they have a robust process for screening vendors, but this information is not disclosed although it is likely not material. The Team also encouraged GS to disclose whistleblower claim data. GS has not heard any of their peers disclosing whistleblower claim data and were interested to know of other companies disclosing this data given that it could be a potential concern around confidentiality. The Team emailed GS following the call with examples. Whistleblower statistics have not yet been disclosed. We will engage with GS following our annual research review this December.

- 15. IHI Corporation (ticker symbol 7013-JP):** 7013-JP is a Japanese engineering corporation. The Team emailed 7013-JP following the call in March asking for the name of the Korean solar panel manufacturer and the expected payback period for the transition to pure ammonia and if any cost savings are associated with the transition. The Team also sent a list of the most well-known South Korean solar panel manufacturers and 7013-JP responded noting they refrain from disclosing the names of individual suppliers. However, in accordance with the human rights policy, 7013-JP is working to understand the situation in the supply chain and will act in accordance with this policy for the procurement of solar panels. 7013-JP refrained from disclosing specific figures regarding the payback period and cost savings associated with the transition to higher efficiency. However, coal firing of ammonia in development costs and new investment in technology is around 50 billion yen a year which is material.

In past engagements, the Team noted our preference for an independent Chairman and a majority of directors to be independent. 7013-JP noted the independent Chairman is not something they have looked to change in the near future but are looking to decrease the number of insider directorships.

- 16. Johnson & Johnson (ticker symbol JNJ):** JNJ researches and develops, manufactures, and sells various products in the healthcare field worldwide. JNJ reached out to the Team to discuss their upcoming annual meeting and the three shareholder proposals on the ballot. The Team supported Item 6: Report on Government Financial Support and Equitable Access to Covid-19 Products and Item 7: Adopt Policy to Include Legal and Compliance Costs in Incentive Compensation Metrics which were against management's recommendation. This is not material.

In past engagements, the Team asked about the costs of meeting environmental goals and JNJ has not disclosed the cost of sustainability investments publicly and did not speak on the profitability of its sustainability investments. The Team asked if JNJ screens solar suppliers for Uighur forced labor. JNJ is aware and monitoring the issue. JNJ created an enterprise human rights council two years ago and is prepared to comply with the Uighur Forced Labor Act. JNJ appointed a new CEO in January 2022. The former CEO is currently serving as the Executive Chairman; however, he will not stand for reelection in 2023. JNJ decided to keep the combined CEO and Chairman role. This is likely not material. The next expected engagement is following the annual sustainability review in July.

Remaining holdings with summary of previous engagements. We typically engage with issuers every 6 months.

- 1. Shell Plc (ticker symbol SHEL-GB):** SHEL-GB is an integrated oil and gas company. We have not engaged with SHEL-GB to date.
- 2. Siemens AG (ticker symbol SIE-DE):** SIE-DE is a technology company focused on industry, infrastructure, transport, and healthcare. The Team sent a proxy letter to SIE-DE on 1/25/2021 noting we voted for an article amendment that would allow shareholders to ask questions during virtual shareholder meetings. This would help facilitate the exchange of information between shareholders and SIE-DE and serves as an important accountability mechanism. The proposal did not pass. This is not material.
- 3. Glencore Plc (ticker symbol GLEN-GB):** GLEN-GB is a multinational commodity trading and mining company. The Team has engaged with GLEN-GB on 10/4/2021 to disclose whistleblower line statistics, to clarify if shareholders have the right to act by written consent, and to disclose the number and results of supplier audits. GLEN-GB responded to our comments and noted they have an extensive peer analysis to determine the level of detail regarding whistleblowing concerns and provide details about number of concerns raised, the breakdown of the types of reports

and some general statistics around substantiation rates. In earlier years' reports, data on discipline was included, however this was not just discipline related to raising concerns matters but breaches of code, policy or procedure more generally. GLEN-GB will certainly think about including more specific information relevant to the program in future reports. GLEN-GB noted written resolutions are not possible. GLEN-GB now discloses the number of supplier audits. There is significant controversy surrounding forced labor in GLEN-GB's supply chain and therefore it is material for GLEN-GB to disclose adequately audit information which GLEN-GB now does well.

4. **Sanofi (ticker symbol SAN-FR):** SAN-FR engages in the research, production, and distribution of pharmaceutical products. The Team last engaged with SAN-FR on 4/15/2021. SAN-FR provided an overview of its societal commitments and focuses including affordable access, vulnerable communities, healthy planet, and inclusive workplace. SAN-FR is launching a nonprofit unit, Sanofi Global Health. SAN-FR described focuses on diversity and carbon reduction. SAN-FR also addressed pricing, the restructuring, employee engagement, R&D spend, and digital capabilities.
5. **Rheinmetall AG (ticker symbol RHM-DE):** RHM-DE produces military and automotive products and security technology. The Team emailed RHM-DE in September 2021 and encouraged RHM-DE to disclose complaints made on the whistleblower hotline and to disclose the number of suppliers audited annually. RHM responded to the Team and provided whistleblower complaint statistics and supplier audit statistics. The Team also had a call with RHM-DE on 2/7/2022. The Team noted RHM-DE has a goal to achieve carbon neutrality by 2035 which was brought forward from 2040, but Germany aims to become carbon-neutral by 2045. The Team asked how RHM plans to meet the goal given its in advance of the Germany goal. RHM aims to reach a carbon emissions reduction of 4.2% every year which has led to investment in building solar farms and other renewable energy projects. The Team asked if RHM has done a cost benefit analysis of its sustainability initiatives. RHM noted sustainability as a chance for new business and the outcome must be positive either financially or to increase business. The Team asked if RHM had given any thought to becoming an electric propulsion company. RHM noted that the demand for electric mobility components is growing but they are not an electric mobility company right now but are investing in hydrogen. The Team asked if hydrogen would provide a competitive advantage for defense vehicles by increasing travel distance and reducing refueling compared to diesel. RHM noted that the demand from the army needs to grow for it to make sense to increase hydrogen technology investment.
6. **Renaissance Holdings Ltd. (ticker symbol RNR):** RNR is a provider of reinsurance, insurance, and other related business services. The Team has been engaging with RNR since 2019 with the most recent engagement on 7/27/2021 encouraging RNR to declassify the Board, disclose diversity data, GHG emissions and other operational environmental data, commit to environmental targets, and participate in CDP. The Board is still classified, and no diversity data is disclosed, and it is unlikely this will change. GHG emissions are now disclosed but no other environmental information is provided. The other operational environmental information is unlikely to be material as its footprint is small and RNR has a carbon neutral certification which is unlikely they would commit to another science-based target. RNR does not participate in CDP but they do align the sustainability report with the TCFD framework which is sufficient. The Team has also recommended RNR align its sustainability report with GRI standards, and this has not been implemented. The Team recommended RNR disclose the number of substantiated whistleblower claims, training data, and supplier oversight information and this information is still not disclosed. Given the current small scale of the company, RNR noted they are not comfortable providing detailed reporting about substantiated whistleblower concerns. The Team has also recommended RNR allow proxy access and RNR still does not allow it. Our suggestions are likely not material but would improve shareholder rights and corporate governance.
7. **Rexel SA (ticker symbol RXL-FR):** RXL-FR is a distributor of communications and electrical equipment. We have not previously engaged with RXL-FR.

8. **Eiffage SA (ticker symbol FGR-FR):** FGR-FR is a civil engineering construction company. The Team sent FGR-FR a proxy letter in 4/8/2020 regarding our votes against compensation for the Chairman and CEO, against authorizing up to 1 million shares for use in stock option plans, and against Textual References Regarding Change of Codification.
9. **Deutsche Telekom AG (ticker symbol DTE-DE):** DTE-DE is a telecommunications company. We sent a proxy letter prior to the April 2021 meeting and 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. We also 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 DTE-DE and served as an important accountability mechanism. The results of the 2021 annual meeting are unable to be found on the website although these items are likely not material.
10. **United Overseas Bank Ltd. (ticker symbol U11-SG):** U11-SG provides a range of financial solutions. The Team engaged with U11-SG on 9/15/2021 to elect another independent Board member to the Nominating Committee, to disclose complaints made on its whistleblower line, and to disclose the number of suppliers audited annually. The Nominating Committee of the Board is now 60% independent. We reiterated our suggestion to disclose whistleblower data and supplier audit information in our last engagement on 1/24/2023 which is still not disclosed. It is possible U11-SG could disclose this information in the future given their well-developed sustainability disclosure. The Team sent a proxy letter on 5/26/2020 and 4/19/2021 regarding our votes against incumbent members of the nominating committee because of the lack of sufficient gender diversity on the Board. There are now two women on the Board which satisfies our policy.
11. **Everest Re Group, Ltd. (ticker symbol RE):** RE provides reinsurance and insurance products. The Team has been engaging with RE since 2019 when we suggested RE produce a sustainability report. On the 2/8/2021 engagement call, the Team encouraged RE to expand its diversity disclosure, include training hours and supplier oversight data. The Team also asked about tracking energy and emissions usage. On 7/13/2021, the Team encouraged RE to adopt an independent Chairman, to disclose whistleblower statistics, and reiterated our suggestion to disclose training usage, and to report environmental data including energy, emissions, waste, and water usage. On the 1/11/2022 engagement call, RE credited the Team with influencing its decision to begin providing ESG disclosures as a result of our 2019 engagement. RE plans to publish sustainability reports biennially as well as an ESG supplement every other year. In 2022, RE is publishing its second formal sustainability report, which will align with GRI, SASB, and TCFD standards. As a result of our engagement call on 2/8/2021, RE published EEO-1 diversity data and provided disclosure of employee professional development programs. RE plans to include employee training statistics in the next sustainability report as well. The Team reiterated our preference for an independent Chairman and to report whistleblower statistics. RE currently reviews whistleblower data internally but will consider including it in future sustainability reports. RE recently undertook a comprehensive Scope 1, 2, and 3 GHG emissions inventory assessment, and the results will be included in the TCFD report. In the most recent engagement on 3/24/2023, the Team reiterated our preference for an independent Chairman and RE acknowledged the suggestion, but it is unlikely this will be implemented. The Team asked if RE has determined how it will reach net zero, if the goal will rely on offsets or new technology, and what the cost will be. RE is still establishing a baseline for this goal and is in the data gathering stage. The home office in Warren, NJ did purchase a sizable offset and obtained LEED certification. RE is working with its utility to move towards purchasing clean electricity but is still waiting to hear more about the options available. The Team asked where the majority of suppliers are located and if any are located outside the U.S. RE noted they purchased a software from DNB which provides ESG ratings on suppliers so RE is able to dig deeper into suppliers ESG performance. RE noted they will consider adding additional disclosure about suppliers' locations in the next report.



- 12. Cisco Systems, Inc. (ticker symbol CSCO):** CSCO designs, manufactures, and sells internet protocol based networking and other products related to the communications and information technology industry. The Team indicated our support for an independent Chair in the 2018 and 2019 engagement calls. There is still a combined CEO and Chairman which is unlikely to be separated and it is not material. In the 2019 engagement call, the Team noted CSCO's diversity ratio for the workforce seemed low. CSCO noted they are working to improve diversity. On the 12/8/2021 engagement call, the Team expressed our preference for removing the 20-shareholder aggregate limit because it strengthens the shareholders proxy access right. CSCO thinks their proxy access right lines up with other companies. CSCO also informed the Team that they already have a procedure in place for any shareholder to suggest director nominees to the Nominating Committee. However, this procedure differs from the proxy access right because it gives the Nominating Committee discretion. The proposal did not pass, and the 20-shareholder aggregate limit remains. This could be material because it currently limits shareholder rights. In our latest engagement call on 11/9/2022, the Team discussed the upcoming annual meeting proposals and the Team supported management on all proposals. CSCO noted they added an ESG component to executive compensation.
- 13. Airbus SE (ticker symbol AIR-FR):** AIR-FR is a European aerospace corporation. In May 2021, the Team noted the settlement with the U.S in February 2020 regarding bribery allegations mentioned 7 unnamed executives as being involved with the activities at issue. The Team asked if AIR-FR could confirm that all 7 executives are no longer employed by AIR-FR. AIR-FR's response noted for legal reasons, they cannot comment on the agreed statements of facts published by the investigating authorities. A number of employees have left as part of the remediation efforts required by the authorities. This includes the departure of the 7 executives. In April 2021, the Team sent a proxy letter to AIR-FR regarding our votes against an incumbent non-executive director nominee due to overboarding concerns because she sits on more than 4 public company boards.
- 14. Sony Group Corporation (ticker symbol 6758-JP):** 6758-JP manufactures and distributes electronics products and provides related solutions. We have not previously engaged with 6758-JP.
- 15. CRH Plc (ticker symbol CRH-GB):** CRH-GB manufactures and distributes building materials. The Team had a call with CRH-GB on 3/30/2021 and asked about CRH-GB's plans for reducing its GHG emissions by 2030/2050. CRH noted that it could accomplish 2030 objectives with current technology, but 2050 objectives might require new technology. CRH-GB has made good progress on its environmental goals thus far. CRH-GB acknowledged the energy-intensive process of making cement but also noted that concrete was required for creating walls to fight sea level rise. CRH-GB noted they are looking to add sustainable products including water purification treatment equipment and services. The revenue derived from sustainable products is material. In 2021, product revenue from products with enhanced sustainability attributes (concrete products used in flood defenses, stormwater systems, and products with high levels of recycled content) was 46% (same as 2020) with \$11.5 billion in revenue from products with enhanced sustainability attributes. CRH-GB aims for 50% of revenue to come from products with enhanced sustainability attributes by 2025.
- 16. Tesco Plc (ticker symbol TSCO-GB):** TSCO-GB is a groceries and general merchandise retailer. We had a call with TSCO-GB on 7/30/2019 and discussed in depth TSCO-GB's supplier oversight programs. TSCO-GB's ethical audit program, which is focussed on our high-risk supplier sites, audited 45% of total tier 1 suppliers. Many of the high-risk suppliers are non-food and operate in Asia, Africa, and Central America. Supplier oversight remains excellent. The Team had voted against Re-elect Byron Grote as Director because the nominee sat on more than 3 public company boards and against Authorize Issue of Equity because of excessive dilution of 66.66% at the 2019 annual meeting. TSCO-GB replied to our proxy letter and noted the Committee considered his oversight, challenge, leadership, and contribution to the Board, independence and time commitment to ensure that he could devote sufficient time to his responsibilities and had no concern with his level of commitment. Grote remains on the Board but with no overboarding concerns. TSCO-GB also noted there are no current plans to allot shares except in connection with the employee share scheme or any possible future scrip dividend program. The Team sent a proxy letter regarding our votes against the remuneration report in 2020 and against Authorize Issue of Equity due to dilution concerns in both 2020 and 2021. We did not have any concerns with these issues in 2022 and these concerns are not material.

**17. Humana, Inc. (ticker symbol HUM):** HUM is an American health insurance company. The Team engaged with HUM in 2020 regarding additional disclosure for whistleblower claims, training opportunities, sustainability structure and supplier oversight. HUM noted they would consider these suggestions for the next report. The Team reiterated the same engagement points in the 2021 engagement call. The Team updated the ESG research shortly after the call and emailed our questions/suggestions. The Team asked about safety rates and HUM noted they will look into possible inclusion of this data in future reporting. The Team noticed an increase in water withdrawal and electricity use in 2020 which was somewhat surprising given COVID. HUM added estimations for water usage for sites in the portfolio that they don't have actual data. This gap fill was done for the first time for 2020. The estimations have yet to be performed for prior years, but that work is going on right now in the form of a re-baselining process. HUM will footnote the water information data as estimates in the Environmental Year-over-year Data Inventory table on the CSR website to clarify.

In 2020, electricity consumption and total energy went down with electricity consumption being 142,495 MWh in 2020 compared to 147,813 in 2019 and total energy consumption was 198,608 MWh compared to 214,992 in 2019. The Team encouraged HUM to disclose one sustainability report with all information in a consolidated report. In 2022, HUM launched an integrated ESG report that replaced all of the disparate reporting and consolidated the information into a single source of information. HUM also provided training data including 2020 average hours of training and development at 40 hours per employee. HUM noted for the second year in a row that they would consider reporting on whistleblower statistics and supplier oversight matters in the 2022 integrated ESG report. In the most recent engagement call on 10/3/2022, the Team asked if the Inflation Reduction Act will have a material effect on the business and HUM noted it will not have a significant effect. The Team asked if HUM has considered basing a portion of executive compensation on the science-based target they are hoping to finalize. HUM has not yet finalized incentive plans for 2023 but will evaluate the inclusion of an ESG metric. The Team asked if any suppliers are outside the U.S and informed HUM for the Uyghur Forced Labor Prevention Act and HUM emailed the Team following the call to confirm they have no direct payee relationships with Chinese vendors. It is unclear if HUM will disclose whistleblower statistics and supplier oversight information as we have been engaging with them since 2020 on the issue.

**18. Coca-Cola Europacific Partners Plc (ticker symbol CCEP):** CCEP produces, distributes, and sells a range of non-alcoholic beverages. In 2021 and 2022, the Team sent a proxy letter to CCEP informing them we voted against the remuneration report, and against certain director nominee(s) because of overboarding concerns and because they are non-independent and a member of a key committee. The most recent engagement was 9/8/2022 and CCEP responded to our proxy letter and discussed the remuneration report and the two director nominees who are non-independent members of the remuneration and nomination committees. CCEP's terms of reference for the Remuneration Committee stipulate that it must be composed of a majority of independent non-executive directors. We informed CCEP that our policy requires the committee to be completely independent. CCEP explained that the non-independent members of the committee were elected by shareholders and act as if they are independent members without any conflict of interest.

**19. Koninklijke Ahold Delhaize NV (ticker symbol AD-NL):** AD-NL is a Dutch multinational retail and wholesale holding company. In 2021, the Team voted against a proposal to authorize the board to exclude preemptive rights from share issuances because pre-emptive rights protect existing shareholders from involuntary dilution of ownership interests. We will likely vote the same way in 2023. This could be material.

**20. JD Sports Fashion Plc (ticker symbol JD-GB):** JD-GB is a British sports fashion retail company. The Team sent a proxy letter to JD-GB in 2020, 2021 and 2022 regarding our vote against the remuneration report. The Team also voted against director nominee Cowgill in 2020 and 2021 because he serves in the effective role of a combined Board Chair and CEO, which contradicts the provisions of the UK Corporate Governance Code. Cowgill left on 5/25/2022. Andrew Higginson is now non-executive Chairman. Boston Partners also voted against director nominee Leslie in 2020 and 2021 because he has been the chair of the remuneration committee, and the remuneration report has received significant levels of dissent from shareholders since the 2014 AGM. Leslie is no longer a board member and Suzi Williams joined the Board on 5/16/2022 and is the remuneration committee chair. The Team also voted against Approve Long Term Incentive Plan in 2020 and 2021. Just in 2021, the Team voted against director nominees Cowgill,

Greenhalgh, Leslie, and Long because they are non-independent, and the full board is less than majority independent. Greenhalgh and Long remain as current Board members but the Board is now majority independent.

The Team sent an email to JD-GB following research in February 2022 encouraging JD-GB to adopt an independent Board Chairman, to disclose complaints made on its whistleblower line, to disclose safety rates, and to confirm it does not source cotton from the Uighur region or Uzbekistan and Turkmenistan cotton fields. JD-GB replied to the email and noted JD-GB intends to divide the current role of Executive Chairman and CEO. JD-GB also noted there have been no complaints made to the whistleblower line to disclose. JD-GB believes the media reports regarding the safety in its warehouses are an unfair reflection of the working and safety culture at their Kingsway DC facility. JD-GB has been awarded the British Safety Council 'five star' accreditation for the Kingsway distribution center and during the height of the COVID-19 pandemic had over 10 unexpected visits from the local council and they issued a letter stating JD-GB was exemplary in terms of health and safety standards. Further, all UK Group companies with warehousing and distribution activities receive biannual internal health and safety audits to ensure compliance with health and safety standards.

JD-GB noted it is very difficult to determine the origin of cotton down to the farm and is cost prohibitive to do so, although 3rd party accredited companies analyze the DNA of the fiber. JD-GB thought it was important to look at how much transparency they could determine. JD-GB's total metric tonnage of cotton used in private label products from January 2021 to December 2022 was 1009.2 mt. JD-GB tracks the metric tonnage of orders throughout the supply base by factory / mill and working with manufacturers were able to analyze the origin of the cotton yarn used by their supply chain to the source country. This showed JD-GB that they used 172.99 mt of cotton in the China garment production base. This equates to 39.2% originating in China and 60.8% is imported. Only one Chinese factory is sourcing local cotton for JD-GB. This is confirmed as being sourced from the Shandong region. JD-GB can confirm no cotton is sourced from the Uighur region of China, nor Uzbekistan and Turkmenistan fields. JD-GB is a member of the 'Better Cotton' initiative (formerly known as BCI). JD-GB was committed to increasing the sourcing of Better Cotton within its Private Label manufacturing to 80% of cotton (via the Better Cotton Initiative) by 2022. At present, 98% of JD-GB Private Label product is sourced through the 'Better Cotton' program, exceeding the target ahead of schedule. JD-GB's customers now benefit from accessing more products that can be evidenced to have been sourced sustainably, with reduced water consumption and pesticide use. Most recently the Team emailed JD-GB in February 2023 following research and encouraged JD-GB to disclose safety statistics, training usage data, and asked if the CDP climate change response is publicly available. The Team also asked what the results of the factory audits were and if any corrective actions were taken. The Team also recommended JD-GB disclose a cost/benefit number for their sustainability programs so that shareholders can see what the financial effect is of these programs. We have not yet heard back from JD-GB so it is unclear if they will consider our most recent suggestions. JD-GB has its sustainability risks well managed, but safety and supplier oversight matters could present future reputational risk which could be material.

21. **CVS Health Corporation (ticker symbol CVS):** CVS provides health services in the U.S. The Team has been engaging with CVS since 2018. The Team encouraged CVS to disclose whistleblower statistics in 2019 which have not yet been disclosed. It's possible this could be disclosed in the future given the robust sustainability disclosure CVS provides. The Team has encouraged CVS to adopt an independent Chairman in 2020, 2021, and 2022. The Chairman is now independent. In 2020, the Team sent a letter regarding our votes against say on pay. There have been no issues with say on pay proposals since 2020. The Team supported reducing the ownership threshold for shareholders to request action by written consent in 2021 which is now granted and in 2022, to reduce the ownership threshold to call a special meeting. The threshold is 15% which is sufficient although we would support 10%.
22. **ING Groep NV (ticker symbol INGA-NL):** INGA-NL is a Dutch multinational banking and financial service corporation. The Team sent a proxy letter in 2019 regarding our vote against the discharge of the management board and the supervisory board because the substantial monetary and reputational costs to INGA-NL borne by shareholders as a result of the failing execution of anti-money laundering policies at ING in the Netherlands; as a precautionary measure considering the ongoing regulatory on-sites and revelations; and the concerns about the company's

governance, culture ('business above compliance'), and internal controls that led to serious shortcomings and offences and ultimately causing financial and reputational damage. These proposals did not pass and are not material.

- 23. Nexstar Media Group, Inc. (ticker symbol NXST):** NXST is a television broadcasting and digital media company focused on the acquisition, development, and operation of television stations and digital media services throughout the U.S. The Team sent a proxy letter in 2019 regarding our votes against say on pay and in 2020 we sent a letter regarding withholding votes from two incumbent members of the nominating committee because of the lack of sufficient gender diversity on the Board. We had a call with NXST on 3/3/2021 and NXST noted they changed compensation consultants after disappointing support for say on pay and instituted a policy to no longer approve employment agreements requiring annual salary increases or specific pay levels for guaranteed payment of any element of variable compensation. There are also two women on the Board which satisfies our gender diversity policy. The Team also highlighted our preference for a declassified Board, independent Chairman and increased shareholder rights. NXST noted the CEO is the fourth largest shareholder in the company, thus his motives are aligned with investors'. The Board has discussed separating CEO/Chair or putting in place a Lead Director; however, it is a small board and directors have a lot of interaction with the CEO and are concerned if there were a Lead Director, they would have less communication with the CEO/Chair. NXST indicated it will be initiating a CFO search and planning for senior management succession, which will include the CEO in the next couple of years. NXST may separate the CEO/Chair roles at that time. NXST noted in the 2/11/2022 engagement call that they had no immediate plans to implement an independent Chairman as they believe the current dynamic is working well. The Team mentioned we would vote to eliminate the dual class stock and it was successfully eliminated. In the most recent engagement call on 3/15/2023, NXST announced its plan to declassify the Board which will be put to shareholder vote at the 2023 AGM. There are still insufficient shareholder rights, but it is possible this could improve in the future.
- 24. Capgemini SE (ticker symbol CAP-FR):** CAP-FR is a multinational information technology services and consulting company. The Team sent an engagement email to CAP-FR on 9/15/2021 encouraging CAP-FR to elect an independent chairman, to remove the classified board, to disclose complaints made on the whistleblower line, and to disclose the number of suppliers audited annually. CAP-FR responded and noted they fully comply with the recommendations set out in the Corporate Governance Code for listed companies issued jointly by AFEP and MEDEF (French private business associations) in December 2008 and most recently revised in January 2020 and its application guidelines. CAP-FR created the role of Lead Independent Director in May 2014, with specific prerogatives and duties to contribute to balanced governance. While it is clearly the Board's intention to ensure a staggered renewal of the terms of office of its members, in line with Article 14.2 of the AFEP-MEDEF Code, CAP-FR believes it does not legally qualify the Board as having a classified structure (i.e. maintaining contractually various categories of directors with different duration of service and prerogatives). The adoption of an independent Chairman and the removal of the classified Board are unlikely to be implemented. CAP-FR noted our suggestion to expand whistleblower disclosure and to expand disclosure on supplier audits in future reports. Whistleblower disclosure is now disclosed but no improvement on supplier audit disclosure. It is possible CAP-FR will disclose supplier audit data in the future given their robust sustainability disclosure.
- 25. STMicroelectronics NV (ticker symbol STMPA-FR):** STMPA-FR is a global integrated device manufacturer. The Team sent a proxy letter to STMPA-FR in 2019 regarding our votes against Approve Restricted Stock Grants to President and CEO, Approve Special Bonus to President and CEO, Elect Lucia Morselli to Supervisory Board, Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights, and Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital in Case of Merger or Acquisition and Exclude Pre-emptive Rights. The Team also sent a proxy letter to STMPA-FR a proxy letter in 2020 regarding our votes against Approve Remuneration Report and Approve Restricted Stock Grants to President and CEO, Approve Remuneration Policy for Management Board, Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights, and Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital in Case of Merger or Acquisition and Exclude Pre-



emptive Rights. In 2021, we sent a letter to STMPA-FR regarding our votes against the remuneration report. No proxy issues in 2022 or 2023.

- 26. Svenska Handelsbanken AB (ticker symbol SHB.A-SE):** SHB.A-SE is a Swedish bank providing banking services. The Team sent a proxy letter to SHB.A-SE in 2021 regarding our votes against director nominees Baksaas, Boman, Lundberg, and Riese. Director nominees Baksaas, Boman, and Riese are non-independent members of the audit and remuneration committees. Additionally, director nominees Boman and Lundberg present overboarding concerns. The Team sent a proxy letter in 2022 regarding our votes against 5 director nominees due to independence and overboarding concerns. The Team also sent a proxy letter to SHB.A-SE regarding the same issues on 3/2/2023. These issues are unlikely to be resolved and it could be material.
- 27. Commerzbank AG (ticker symbol CBK-DE):** CBK-DE is a global German universal bank. We have not previously engaged with CBK-DE. CBK-DE has excellent disclosure, and we are voting in line with management on all proposals at the 2023 annual meeting.
- 28. Nordea Bank ABP (ticker symbol NDA.SE-SE):** NDA.SE-SE is a financial services group. The Team sent a proxy letter to NDA.SE-SE in March 2021 regarding our votes against the reelection of all directors because it is a bundled director proposal, and the chair of the audit committee is non-independent. The Team voted against the bundled director proposal again in 2022 because the director nominees presented overboarding concerns. Our most recent engagement was a proxy letter sent 3/7/2023 regarding our votes against Item 25: Amend articles re: general meeting participation because the new articles provide the possibility for virtual-only shareholder meetings, against Item 26: Approve issuance of convertible instruments without preemptive rights because the stock that could be issued represents more than 10% of the current outstanding shares, and against Item 30: Approve issuance of up to 30 million shares without preemptive rights for the same reason. Item 26 and Item 30 could be material.
- 29. McKesson Corporation (ticker symbol MCK):** MCK distributes pharmaceuticals and provides health information technology, medical supplies, and care management tools. The Team has engaged with MCK since 2018 on numerous ESG topics including for additional shareholder rights and adoption of science-based targets. MCK expects to release SBTs in FY23 and submitted the targets for SBTi verification. The Team encouraged MCK to include a description of ESG oversight which is now disclosed. The Team also recommended MCK align executive compensation with ESG metrics such as progress towards its SBTs or 2025 diversity target which has not yet been adopted. In the most recent engagement call on 12/7/2022, MCK noted the Board is considering adding ESG metrics into executive compensation but want to make sure these metrics are aligned to the strategy and can be properly measured. The Team encouraged MCK to disclose whistleblower line statistics and sent examples after the call. The Team asked what MCK's strategy is to address Scope 3. MCK noted the best way to move the needle on Scope 3 is to partner with upstream and downstream suppliers. The Team asked if MCK has any suppliers located in high-risk areas for forced labor like Northwest China in the Xinjiang region. The Team also asked if MCK has considered disclosing the number of audits conducted, the results of the audits and any corrective actions taken. MCK gave two examples of instances with suppliers that required investigation, one of which resulted in termination of a relationship with a supplier. Shareholders have the right to call a special meeting at 15% and can act by unanimous written consent. Whistleblower statistics have not yet been disclosed but MCK is considering this disclosure.
- 30. SSE Plc (ticker symbol SSE-GB):** SSE-GB is a multinational energy company. We have not previously engaged with SSE-GB given their robust sustainability disclosure.
- 31. Inchcape Plc (ticker symbol INCH-GB):** INCH-GB is an automotive distribution, retail and services company. We have not previously engaged with INCH-GB.
- 32. Sumitomo Mitsui Financial Group, Inc. (ticker symbol 8316-JP):** 8316-JP is a Japanese bank holding financial services company. The Team sent a proxy letter in 2020 regarding our votes against all male incumbent members of the nominating committee because the board has seven or more members and does not have at least two board



members that are not of the majority board gender. There are now two female Board directors. The Team also sent a proxy letter in 2021, regarding our vote against director nominee Matsumoto because the board is no longer majority independent and outside director nominee Matsumoto lacks independence. The Team also sent a proxy letter in June 2022 regarding our votes against director nominees Kunibe, Takeshi; Ota, Jun; and Matsumoto, Masayuki. Director nominees Kunibe, Takeshi and Ota, Jun are SMFG's chairman and president, respectively and top management is responsible for SMFG's capital misallocation; 20% or more of net assets allocated to cross-shareholdings. Also, director nominee Matsumoto, Masayuki is an outside director nominee lacks independence. The Board is still majority non-independent which is unlikely to change. The Team emailed 8316-JP following research on 7/25/2022. The Team encouraged 8316-JP to adopt an independent Chairman and for a majority of directors to be independent, to align its sustainability report with a recognized framework such as GRI or SASB, to disclose a description of professional development programs offered, and to disclose waste and water usage from operations. The Team also encouraged 8316-JP to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken and to disclose complaints made on its whistleblower line. We are set to review 8316-JP's latest sustainability disclosure this July and will find out then if our suggestions are implemented. The vote against director nominees for the capital misallocation is material.

- 33. UnitedHealth Group, Inc. (ticker symbol UNH):** UNH is a multinational managed healthcare and insurance company. The Team sent a proxy letter to UNH in 2019 our votes against director nominee Flynn because he sits on more than three public company boards, which presents overboarding concerns. The Team also supported Amend Proxy Access Right because the proposal would enhance the right by eliminating the 20-shareholder aggregation limit making proxy access available to broader coalitions of investors. UNH responded to our letter informing the Team that directors may serve on no more than four public company boards including UNH and the CEO may serve on no more than two public company boards including UNH. UNH also noted the 20-shareholder aggregation limit they adopted has been adopted by almost all U.S listed companies implementing proxy access and has been recognized by the Council of Institutional Investors as a market standard. Therefore, they do not believe it is necessary or in the best interests of shareholders to eliminate the 20-shareholder aggregation limit.

The Team sent a letter to UNH in 2020, regarding our votes against say on pay because UNH granted the departing CEO excessive severance payments upon his retirement. The Team also voted to Reduce Ownership Threshold for Shareholders to Call Special Meetings to 10%. Shareholders can call a special meeting at 15% which is sufficient. The Team sent a proxy letter to UNH in 2022 regarding our votes against management and for Item 4: Submit Severance Agreement (Change-in-Control) to Shareholder Vote given that the proposal applied only to future severance arrangements, and the proposal offered flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting. We also voted for a Report on Congruency of Political Spending with Company Values and Priorities. UNH responded to our letter and noted they have not, and will not, pay cash severance to executive officers in excess of 2.99 times annual salary and bonus. While participation in the political process comes with the understanding UNH may not agree with recipients of political contributions on all issues, they evaluate several factors in making contributions - including a candidate's role in advancing health care policies that impact UNH and the people they serve.

- 34. Compagnie de Saint-Gobain SA (ticker symbol SGO-FR):** SGO-FR designs, manufacturers, and distributes materials and solutions for the construction, mobility, healthcare and other industrial application markets. The Team sent a proxy letter on 6/10/2021 regarding our votes against Approve Compensation of Pierre-Andre de Chalendar, Chairman and CEO. This is likely not material as we did not have any issues with his compensation in 2022.
- 35. Oracle Corporation (ticker symbol ORCL):** ORCL provides products and services that address enterprise information technology environments worldwide. The Team has been engaging with ORCL since 2018 on various issues. We have supported an independent Board Chair proposal for several years. We have also voted against say on pay and withheld votes from incumbent members of the Board due to multiple consecutive years of insufficient response to low say on pay vote results. We most recently sent a proxy letter to ORCL on 11/4/2022 with those points and also withheld

votes for incumbent governance committee members regarding substantial pledging activity and significant concerns regarding risk oversight. None of our suggestions have been incorporated even given the engagement since 2018 and we will likely not see any improvement. Risk oversight concerns could be material.

- 36. NatWest Group Plc (ticker symbol NWG-GB):** NWG-GB is a British banking and insurance holding company. We have not previously engaged with NWG-GB.
- 37. Brenntag SE (ticker symbol BNR-DE):** BNR-DE engages in the production and distribution of chemicals. We have not previously engaged with BNR-DE.
- 38. Asahi Group Holdings, Ltd. (ticker symbol 2502-JP):** 2502-JP is a Japanese global beer, spirits, soft drinks, and food business. The Team sent a proxy letter to 2502-JP in 2021 and 2022 regarding our votes against all incumbent male members of the Board because of gender diversity concerns. There are now 2 women on the Board which satisfies our Board gender diversity policy. In our most recent engagement, the Team emailed 2502-JP on 10/28/2022 to adopt an independent Chairman, increase the number of independent and female directors on the Board, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. We have not heard back from 2502-JP, but it is unlikely 2502-JP will adopt or governance considerations as 2502-JP's corporate governance is consistent with the Japanese Corporate Governance Code. Supplier oversight is well developed, and it is possible 2502-JP could disclose data on supplier audits in the future.
- 39. IMI Plc (ticker symbol IMI-GB):** IMI-GB designs, manufactures and services engineered products that control movement of fluids. We have not previously engaged with IMI-GB.
- 40. Fleetcor Technologies, Inc. (ticker symbol FLT):** FLT is a business payments company. The Team sent a proxy letter to FLT in 2019 regarding Boston Partners's votes against compensation committee member Farrelly given the insufficient response to shareholder concerns as expressed through the failed 2018 2017 say-on-pay votes. Boston Partners also voted against say on pay and voted for adopting a claw back policy. The Team also voted against say on pay in 2022. The Team sent a proxy letter in May 2020 regarding Boston Partners voting for Adopt Policy that Adjusts Financial Performance Metrics to Exclude the Impact of Share Repurchases for Executive Officers because over the past four years, FLT's buybacks appear to have contributed to higher EPS levels which, in turn, have led to higher payouts. This is material.

The Team has been engaging with FLT from 2020 to 2022 regarding the lack of women on the Board and there are now two women on the Board which satisfies our policy. The Team sent an engagement email to FLT following research in 2021 encouraging FLT to provide the shareholder right to act by written consent, to adopt an independent Chairman, and to increase diversity on the board. The Team also encouraged FLT to disclose whistleblower claims, employee training data, EEO-1 data, and safety statistics. The Team also encouraged FLT to identify climate change risks and opportunities in accordance with CDP/TCFD and releasing a sustainability report in accordance with GRI and SASB. The Team encouraged FLT to disclose GHG emissions, energy, water, and waste of its operations. The Team also encouraged FLT to disclose more information on supplier oversight including any supplier audits.

In 2022, the Team sent a proxy letter in August regarding our votes to reduce ownership threshold for shareholders to call a special meeting from 25 to 10%. FLT now provides the shareholder right to act by written consent and 25% of shareholders have the right to call special meetings. The Chairman remains non-independent, no whistleblower statistics, and no employee training or safety data is disclosed, and it is unclear if this will change. Climate change disclosure, aligning the sustainability report with recognized frameworks, operational environmental data and supplier oversight disclosure remains incomplete and it is unclear if this will improve. Diversity disclosure is sufficient. In our most recent engagement in February 2023, the Team reached out to FLT and asked when they aim to release the 2022

Corporate Responsibility and Sustainability report. FLT responded in March noting they plan to publish an updated report this year, especially given the positive changes on Board refreshment.

- 41. Amgen, Inc. (ticker symbol AMGN):** AMGN is a biotechnology company. The Team sent a proxy letter in 2020 regarding our votes to support an independent Board Chairman. There is a combined CEO and Chairman, and this is unlikely to be improved.
- 42. Halliburton Company (ticker symbol HAL):** HAL provides oil field technology and services for every stage of the oilfield lifecycle. In October 2021, Boston Partners engaged with HAL to discuss executive compensation, the ability to set SBTs, the need for technology improvements to meet GHG goals, and diversity issues. In May 2021, Boston Partners engaged with HAL about executive compensation plans and mentioned our preference for the roles of Chairman and CEO to be separate. Boston Partners ended up supporting say on pay in 2021. An independent Chairman is unlikely to be adopted anytime soon as HAL is comfortable with the current setup. In September 2022, Boston Partners had a call with HAL and HAL noted executive compensation updates/changes, the Team asked about plans to reach environmental goals, capital expenditure needed to transition fleet, and challenges faced in increasing women representation. In April 2022, Boston Partners engaged with HAL on say on pay, ESG metrics integrated into executive compensation, and discussed HAL's new diversity goals. The Team voted against say on pay in 2022. The Team also voted against director nominees Albrecht, Carroll, Gerber, and Malone because they are incumbent compensation committee members and there was limited responsiveness demonstrated following last year's failed say-on-pay proposal. HAL noted its environmental goals are based on converting fracturing fleet to electric which accounts for over 80% of total emissions. The Team asked about the capital expenditure on transitioning fleet. HAL noted it is very capital intensive, but it is a part of their plan, and they are comfortable committing to it because its fleet ages over time and needs to be replaced. HAL amended the 2022 annual incentive plan to include non-financial strategic metrics focused on GHG emissions and DE&I. These metrics comprise 20% of the total award, and achievement of specific financial goals comprises 80% of the total award. HAL noted the professional ranks are gender diversity challenged but HAL aims to increase the rate of new female hires in STEM roles. HAL is working to increase numbers with the yearly intern class and new hires.
- 43. Textron, Inc. (ticker symbol TXT):** TXT operates in the aircraft, defense, industrial, and finance businesses worldwide. In the 2020 engagement call the Team recommended TXT use GRI/SASB. TXT notes it looks at different frameworks and tries to capture the most important elements for its reports and will evaluate this again in the future. The Team inquired about supplier oversight. TXT noted each subsidiary has its own oversight and Bell has a rigorous oversight program as it is a government contractor. The Team noted our preference for an independent Chairman, enhanced shareholder rights, and whistleblower claim data. The Team inquired about TXT's safety deterioration in 2019. TXT noted one large manufacturing location incident that happened. No one was seriously injured but there were many recordable incidents.

The Team inquired about TXT's involvement with controversial weapons. TXT noted it stopped manufacturing cluster munitions in 2017 and it is currently a small subcontractor for the installation of antennae/pieces related to the re-entry vehicle of nuclear weapons.

In the 2021 engagement call, the Team discussed say-on-pay and suggested TXT provide the right to act by written consent. Later in 2021 the Team has an engagement call and TXT noted they have plans to include TCFD and SASB alignment in its 2021 report. TXT is assessing alignment with 1.5-degree warming scenario. TXT notes the Nominating and Governance Committee has oversight of ESG matters. TXT also notes it has a cross-functional ESG Steering Committee to advise upper management on risks and opportunities. The Team asked if TXT would rely on carbon offsets. TXT noted it as a last resort. The Team inquired about sustainable aviation fuel use. TXT noted a 30% mix in its engines. The Team asked if TXT noticed a loss of investors due to the contract for the upgrade of the U.S. nuclear weapon arsenal. TXT noted they hadn't noticed anything. The Team asked if sustainability is material for TXTs'

valuation. TXT noted not yet. The 2021 say-on-pay was discussed. TXT noted large shareholders don't want right to call special meetings reduced to 10% from 25%.

In the April 2022 engagement call TXT noted they are on track to achieve its GHG and waste intensity goals. TXT has reduced energy and water consumption on an absolute basis but not on an intensity basis as current revenues remain lower than the baseline year. In 2021, TXT completed 99 sustainability projects aimed at energy, waste, or water use reduction. The projects saved over \$1.5 million and generally have a 2–3-year payback period. The Team informed TXT that Boston Partners will support the shareholder proposal to require an independent Chairman. In the most recent engagement email on 2/28/2023, the Team noted our preference for an independent Chair and supplier audit data. Supplier oversight information is still insufficient but could improve. There is still not an independent Chairman, shareholders have a right to call a special meeting at 25% and the right to act by unanimous written consent and no whistleblower data is disclosed. It is possible that TXT could adopt our suggestions.

- 44. Norsk Hydro ASA (ticker symbol NHY-NO):** NHY-NO engages in producing and supplying alumina and primary aluminum. The Team emailed NHY-NO following research on 9/30/2022 and asked if the Board or management has ESG oversight and if NHY-NO has a program in place to mitigate pollution events. The Team encouraged NHY-NO to provide a description of professional development programs and data to back up the use of these programs by employees. NHY-NO did not respond to our email and we will find out if NHY-NO implemented any of our suggestions at the next annual review in September.
- 45. Flutter Entertainment Plc (ticker symbol FLTR-GB):** FLTR is engaged in the business of online betting and gaming. In 2021, the Team sent a proxy letter to FLTR regarding our votes against the approval of the remuneration report. We also voted against a director nominee because she is a CEO and sits on more than 3 public company boards, which presents overboarding concerns and we voted against the proposal to authorize issue of equity due to excessive dilution of 66.6%. In May 2022, the Team sent a proxy letter regarding our votes against approval of the remuneration report. Even though we voted against the remuneration report in 2021 and 2022, we supported management on all items at the 2023 AGM and it is not material.
- 46. AGCO Corporation (ticker symbol AGCO):** AGCO designs, produces, and sells tractors and related agricultural machinery. The Team had an engagement call with AGCO on 11/30/2021 and noted our preference for an independent Chairman, asked about plans to disclose environmental data, such as GHG emissions, in the next sustainability report. There is still a combined CEO and Chairman, and this is unlikely to change as AGCO is comfortable with the current structure. AGCO noted the next sustainability report will include substantially more information, including environmental data. The Team asked how AGCO plans to extend renewable energy use from its current 40% to its goal of 60% by 2026. AGCO plans to increase solar generation and renewable energy purchasing from the grid, especially in European operations. The Team asked if AGCO is ahead or behind competitors in regard to soil health and carbon sequestration goals. AGCO believes that the company is well positioned to implement and advance technology ahead of competitors. The Team asked how AGCO plans to monetize animal welfare. AGCO noted its technological tools that monitor animal welfare can be implemented for improved efficiencies and sold. Finally, the Team asked AGCO to include employee development opportunities, gender diversity statistics, and whistleblower claim statistics in its upcoming report. AGCO implemented all of our suggestions and plans to improve reporting and will discuss additional disclosure with the Board and management. This is not material.
- 47. Kering SA (ticker symbol KER-FR):** KER-FR engages in the design, manufacture, marketing, and retail of luxury apparel and accessories. The Team sent a proxy letter in 2019 regarding our votes against approving the compensation of the Chairman and CEO and the Vice-CEO. The Team also voted against Amend Article 7 of Bylaws Re: Shareholding Disclosure Thresholds because this amendment would increase the burden of notification process for shareholders.
- 48. Discover Financial Services (ticker symbol DFS):** DFS is an American financial services company that owns and operates Discover Bank. The Team sent a proxy letter to DFS in 2020 regarding votes against a director nominee for



overboarding concerns and against the Nominating and Governance Committee Chair because a shareholder proposal calling for a reduced special meeting threshold received majority support at the last annual meeting, and the board is not deemed to have been sufficiently responsive to this proposal. DFS now provides 25% of shareholders the right to call special meetings which is acceptable and there are no overboarding concerns. The Team emailed DFS on 9/27/2021 and encouraged DFS to disclose whistleblower complaint statistics, leadership training statistics, environmental data including GHG emissions, energy use, water use, and waste production, and encouraged DFS to create science based GHG emission goals and to provide information on how they monitor potential climate risks and opportunities. No whistleblower statistics are disclosed but training data and environmental data are discussed and DFS is establishing a target for net zero emissions. No information provided on climate change risks and opportunities. It is possible DFS could implement our suggestions in the future given the improvement in sustainability disclosure over the past year.

- 49. Corteva, Inc. (ticker symbol CTVA):** CTVA operates in the agriculture business. The Team emailed CTVA following research in 2020 and asked if CTVA if they produce any sustainability disclosure. CTVA replied to the email and noted CTVA will be announcing sustainability goals soon with formal disclosure coming in the future. CTVA now produces a sustainability report with comprehensive disclosure. The Team sent a proxy letter in 2021 regarding out votes against a director nominee for overboard concerns. There are now no overboarding concerns. The Team most recently engaged with CTVA on 10/7/2022. CTVA has identified opportunities to reduce emissions with potential for cost savings, as well as other more expensive and uncertain opportunities in an effort to achieve SBTi requirements. The Team informed CTVA of our preference for sustainability improvements that are in the best interest of shareholders. The Team recommended against setting an overly ambitious emissions reduction target without a clear roadmap. The Team encouraged CTVA to work towards reducing its environmental footprint year-over-year and to set an SBTi-approved target once they have a better understanding of the cost and timeframe required to achieve the target. This could be material if a significant amount of capital expenditure is required to meet the SBTs.
- 50. Enel SpA (ticker symbol ENEL-IT):** ENEL-IT engages in the electricity generation and distribution of natural gas. The Team sent a proxy letter on 5/13/2020 regarding our votes against the remuneration policy among other items.
- 51. Aalberts NV (ticker symbol AALB-NL):** AALB-NL engages in the development of industrial products and systems. The Team sent a proxy letter in 2021 regarding our votes against the remuneration report and against the proposal to authorize the board to exclude pre-emptive rights from share issuances. The Team also sent a proxy letter to AALB-NL in 2022 regarding our votes against the exclusion of preemptive rights from share issuances. The Team last engaged with AALB-NL on 9/27/2022 on our votes against management and AALB-NL mentioned this is common market practice from a Dutch perspective.
- 52. Interpublic Group of Companies, Inc. (ticker symbol IPG):** IPG provides advertising and marketing services worldwide. In May 2020 and 2021, the Team informed IPG that we voted in favor of the shareholder proposal to reduce the percentage required for shareholders to call a special meeting. IPG provides 25% of shareholders the right to call special meetings which is acceptable. The Team sent a proxy letter on 6/6/2022 regarding our vote in favor of requiring an independent Board Chair. IPG now has an independent Board Chairman.
- 53. Subaru Corp (ticker symbol 7270-JP):** 7270-JP engages in the manufacture and sale of automobiles, aircraft, engine parts, and industrial machines. We have not previously engaged with 7270-JP.
- 54. Elevance Health, Inc. (ticker symbol ELV):** ELV operates as a health benefits company. The Team sent a proxy letter in May 2020 regarding our votes to support reducing the ownership threshold for shareholders to call a special meeting from 20 to 10 percent. The threshold remains at 20% which is acceptable. The Team had a call with ELV in November 2020 and the Team noted there were a few violations for failure to respond to claims promptly and the DOJ sued ELV in March for overcharging Medicare. ELV explained there is attention on compliance fines and penalties, and they are using AI and digital enhancements to simplify operations and address compliance issues. The Team asked about diversity and inclusion. ELV noted the Board is 70% diverse by gender or ethnicity and management is 63% female and 35% minority.



The Team had a call in 2021 and ELV noted they have a classified board as required by BCBS association but if the classified board was no longer required, they would make the change shortly after. The Board remains classified. ELV has committed to 100% renewable energy and signed a 15-year solar power purchasing agreement in December of 2020. ELV expected to just break even on this deal but has already seen a positive cash flow so far. ELV reported its first climate risk assessment in its last CDP response. Climate change is not a material risk to ELV at this time. The Team emailed ELV in February 2022 and encouraged ELV to disclose more information on whistleblower cases and supplier audits. The Team also encouraged ELV to set goals for diversity and environmental initiatives. In a November 2022 call, the Team suggested ELV disclose the total sustainability costs and benefits. In our most recent engagement, the Team emailed ELV following research and suggested ELV report whistleblower statistics, supplier audit data, and provide additional disclosure on employee development opportunities. ELV responded to our email stating that they are planning on providing additional details on supply chain responsibility and employee development in the next sustainability report. No whistleblower statistics are disclosed but it is possible this could be disclosed in the future. There are no diversity goals, but this is likely not material as diversity is good. ELV has environmental goals. There is no disclosure on the cost and savings of the sustainability program which could be material.

- 55. T-Mobile US, Inc. (ticker symbol TMUS):** TMUS is a cellphone carrier which provides cellular service plans, phones and phone accessories. The Team sent a proxy letter to TMUS in June 2021 and 2022 regarding withholding votes from 4 incumbent compensation committee members in the absence of a say-on-pay proposal on the ballot, because of a pay-for-performance misalignment. The Team also withheld votes from 9 director nominees because they were non-independent, and the board was less than 1/3 independent. Additionally, 5 of the director nominees were non-independent and members of a key committee. TMUS responded to our proxy letter in November 2022 and noted these director relationships have not, historically, effected their ability to act independently from the management team or affected any committee's ability to perform its oversight role. TMUS believes the composition of the Board and its committees ensures representation of shareholders' interests and request that investors do not vote purely based on strict notions of independence. This issue is likely to remain and could be material in the future. In October 2021, the Team encouraged TMUS to elect an independent Chairman, to disclose whistleblower statistics, and to disclose supplier audit information. The Team also encouraged TMUS to create long term GHG emission reduction goals. TMUS has adopted environmental goals, but the rest of our suggestions have not been implemented.
- 56. Bank of America Corp (ticker symbol BAC):** BAC is an American multinational investment bank and financial services holding company. The Team sent a proxy letter in April 2020 and 2021 regarding our votes to amend proxy access right to eliminate the 20-shareholder aggregation limit and to provide the right to act by written consent. Shareholders can now act by unanimous written consent, but the 20-shareholder aggregation limit remains. At the April and September 2021 engagement call, the Team communicated our preference for an independent Chairman. The Chairman is an executive and this will likely not change. During the March 2022 engagement call, the Team asked if BAC has done a cost/benefit analysis of the sustainability program. This is not disclosed but could be material. In the April 2023 engagement call, the Team asked about SAF and BAC noted it is a fats, oils and greases feedstock at a 30% blend capacity. BAC is also exploring other feedstocks and at the moment SAF is part of their carbon neutrality obligations but is hard to make cost beneficial.
- 57. TE Connectivity Ltd. (ticker symbol TEL):** TEL manufactures connectors and sensors for several industries. The Team sent an email to TEL in February 2019 regarding our preference for an independent chairman and TEL noted upon Tom Lynch's retirement or prior nomination of a Chairman at a future AGM, it is presently the Board's intention to nominate a Chairman from the independent director membership of the Board. Tom Lynch remains Chairman of the Board although is no longer an executive. The Team encouraged TEL to grant shareholders the right to act by written consent and TEL noted under Swiss corporate law, shareholders may not act by written consent. Shareholders are required to take any action during a general or extraordinary general meeting of shareholders.

The Team asked TEL to provide additional information regarding supplier due diligence and TEL noted in determining which suppliers will undergo a supplier social responsibility audit, TEL uses such factors as spend, geographic location,

recommendations from business units, as well as scores from TEL's supplier self-assessments that cover a broader subset of higher risk suppliers. Notably, in addition to TEL's supplier self-assessments, its ongoing supplier performance reviews, conducted by Business Unit Procurement and Center Led Procurement commodity teams, inform thinking about suppliers.

The Team asked TEL to provide information on efforts to increase female leadership. TEL is committed to developing its female population through the Women's High Potential Leadership Development programs, with programs targeted to various levels of high potentials within the organization and development plans targeted to the right career stage for each individual. TEL has two core leadership programs and numerous technical leadership development programs which female employees attend to help them develop the specific technical leadership capability required for current and future roles in the organization. The Team also asked how TEL handles conflict mineral cases where suppliers cannot provide the origin of 3TG materials. As part of the dialogue with the non-RMAP conformant smelters, the Survey Solution provides them with information on the benefits of the audit program and the risk of not joining. These outreach efforts by the Survey Solution continue independent of the annual due diligence cadence done by the Survey Solution on behalf of its clients. The Team sent a letter to TEL in 2019 regarding our votes against certain directors for overboarding concerns. There are now no overboarding concerns. The Team sent a letter to TEL in 2020 regarding our votes against Item 13: Amend Articles of Association Re: Authorized Capital because the stock that could be used represents an increase of 50%, which exceeds our threshold of 10%. The Team reiterated the same concern in March 2022 and 2023. This will likely remain an issue and could be material. The Team sent an engagement email in August 2022 and asked what the reason is for the increase in TRIR and LTIFR year-over-year. The Team also asked how many suppliers are identified as high risk out of the approximately 32,000 total suppliers and how much revenue is derived from sustainable products in the transportation solutions segment. TEL did not reply to our email.

58. **Mitsubishi Heavy Industries, Ltd. (ticker symbol 7011-JP):** 7011-JP engages in the manufacture and sale of ships, industrial machinery, and aircraft. We have not previously engaged with 7011-JP.
59. **Science Applications international Corp (ticker symbol SAIC):** SAIC provides technical, engineering, and enterprise information technology (IT) services primarily in the United States. We have not previously engaged with SAIC.
60. **Gen Digital, Inc. (ticker symbol GEN):** GEN provides cyber safety solutions. The Team sent a proxy letter in December 2019 regarding our votes against a director for overboarding concerns, against say on pay, and for an independent Chair. The Team sent a letter in August 2021 regarding our votes to require an independent Board Chair. The Chairman is now independent. In the October 2021 engagement call, the Team suggested that GEN disclose whistleblower statistics and GEN noted they collect this information and are considering reporting it and the Team sent examples of whistleblower line disclosure following the call. The Team encouraged GEN to disclose additional employee training statistics and asked when GEN plans to announce its SBTi approved targets. Employee training data is disclosed and in FY23 and FY24, GEN will be reassessing environmental baselines for goals.

During the November 2022 engagement call, the Team encouraged GEN to disclose whistle blower claims/code of ethics violations and asked if GEN plans to release new environmental goals following the establishment of new baselines. GEN noted they are working on gathering data from the combined company and aim to publish new disclosure and goals within the next couple of months. It is unclear the likelihood whistleblower disclosure will be disclosed. The Team noted the newly established Sustainable Home Improvement Program gives up to \$500 per employee per year for sustainable home improvements. The Team asked how GEN will track the effect it has on Scope 3 emissions. GEN noted they are trying to get feedback from the employees who are taking advantage of the program and are keeping track of what employees have done with the money. The Team asked if GEN has seen any abuses of this program and if they have considered auditing the program to ensure the money is being used for the benefits they intended. GEN noted internal audit is going to review it and GEN has strict criteria for what employees can use it

for. The Team noted we want to see an overall cost of the ESG program to understand to what extent sustainability is material to the business. This is not disclosed but could be material.

61. **BP PLC (ticker symbol BP-GB):** BP-GB engages in the energy business worldwide. The Team sent a proxy letter in May 2020 regarding Boston Partners's votes against authorize issue of equity because the authorization could lead to excessive dilution. The issue is resolved.
62. **Concentrix Corporation (ticker symbol CNXC):** CNXC provides technology-infused customer experience solutions worldwide. In April 2022, the Team sent a proxy letter regarding Boston Partners withholding votes from one director nominee because she is the CEO at an outside company and sits on more than three public company boards, which presents overboarding concerns. The Team emailed CNXC on 10/24/2022 following researching noting that the sustainability report didn't disclose GHG emissions and the source of recent GHG emission reductions, the lack of shareholder rights to call a special meeting or to act by written consent and certain supermajority voting requirements, lack of disclosure about review of non-U.S. employment practices, oversight of suppliers and whistleblower claims/code of ethics violations. CNXC responded noting that CNXC would consider disclosure enhancement recommendations and that GHG emissions were disclosed in its most recent CDP report and the supermajority provisions were subject to a sunset provision.
63. **Genting Singapore Ltd (ticker symbol G13-SG):** G13-SG is an investment holding company, which engages in the development and operation of resorts and casinos. We have not previously engaged with G13-SG.
64. **United Rentals, Inc. (ticker symbol URI):** URI through its subsidiaries, operates as an equipment rental company. The Team sent a proxy letter in May 2021 regarding our votes to reduce the ownership threshold for shareholders to request action by written consent. In the June 2021 engagement call, the Team recommended URI create a 2050 GHG emissions reduction goal. URI has a 2030 goal. URI also described its diversity and inclusion recruitment efforts. URI noted hiring diverse entry-level employees in the sales and management department in hopes they will rise within URI. The Team commended URI for its diversity reporting and asked about breaking out the minority statistics in future reports which is now disclosed.  
  
The Team sent an engagement email in October 2021 encouraging URI to disclose whistleblower statistics, supplier audit information, to add back training hours completed by employees, the Lost Workday Case Rate safety metric, Scope 3 emissions data, and electricity generated from renewables in the sustainability report. Training hours and Scope 3 data are now disclosed. The Team noted in the April 2022 engagement report that we will support reducing the threshold for shareholders to call special meetings to 10%. The threshold remains at 15% which is sufficient. The Team engaged with URI in September 2022 and noted they continue to evaluate science-based targets but do not believe it is feasible at this time given the technology and equipment that is available. URI's rental fleet is 27% electric or hybrid. URI intends to increase that percentage but is in the early stages of evaluating the available technology. URI views these investments as necessary to drive returns and value over the long term. URI is leading its competitors in this area and working with OEMs to develop new technology. URI does not conduct supplier audits at this time but has the ability to conduct audits if it becomes a concern.
65. **Schlumberger N.V. (ticker symbol SLB):** SLB supplies technology for reservoir characterization, drilling, production, and processing to the oil and gas industry worldwide. The Team had a call with SLB on 3/22/2021 and the Team recommended disclosing whistleblower complaints and the percentage of revenue related to sustainable products and services. These have not been disclosed yet, but it is possible they could be in the future. The revenue from sustainable products and services could be material.
66. **HCA Healthcare, Inc. (ticker symbol HCA):** HCA provides health care services. The Team sent a proxy letter in April 2020 and 2021 regarding Boston Partners's votes to allow shareholders to act by written consent. HCA does not provide the right to act by written consent. The Team sent a proxy letter in May 2022 regarding our votes for a report on political contributions and lobbying payments. Our most recent engagement on 7/25/2022 included

encouraging HCA to adopt an independent Chairman, to disclose complaints made on the whistleblower line, to align its sustainability report with GRI or SASB, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. We will see if any of these suggestions were implemented in our next sustainability research review in July, but it is possible HCA could have made disclosure improvements.

- 67. WH Smith Plc (ticker symbol SMWH-GB):** SMWH-GB engages in the travel retailer business. The Team sent a proxy letter in January 2021 and 2022 regarding our votes against the remuneration report. We had no issues with the remuneration report in 2023. The Team sent a proxy letter in January 2023 regarding our abstained votes for Maurice Thompson as Director because he served on the boards of several Greensill Capital group companies and subsidiaries dating back to 2018. Greensill Capital collapsed during 2021 in a high-profile manner. SMWH-GB noted Maurice Thompson decided not to stand for re-election at the AGM and stepped down from the Board on 1/18/2023.
- 68. AstraZeneca PLC (ticker symbol AZN-GB):** AZN-GB engages in the research, development, and manufacture of pharmaceutical products. The Team sent a proxy letter in April 2020 regarding our votes against authorize issue of equity because the authorization could lead to excessive dilution. The Team also sent a proxy letter to AZN-GB in May 2021 regarding our votes against a director nominee because she sits on more than 4 public company boards, which presents overboarding concerns. The Team also voted against the remuneration policy and the performance share plan because the proposed significant increases to variable pay for the second consecutive year without a compelling rationale.

The Team sent an engagement email to AZN-GB in March 2022 and encouraged AZN-GB to disclose employee training opportunities, including the number of training hours per employee. Sufficient training program information and data to back up the use of these programs is now disclosed. The Team inquired about the cost-benefit of AZN-GB's solar PV investment strategy that will only cover 2% of electricity demand. Finally, the Team mentioned that polysilicon, an essential material component in the manufacturing of solar PVs, has been linked to Uighur forced labor in China, and questioned whether AZN-GB had screened its solar PV suppliers to ensure the original source of its polysilicon is not engaged in any problematic labor practices. AZN-GB responded and provided additional context regarding its solar PV investment. AZN-GB conducted a cost benefit analysis as part of its assessment. AZN-GB expects the return on investment to be around 7-8 years. Additionally, AZN-GB cited its supplier handbook stating that its suppliers must never use any type of forced labor and the expectation that its suppliers will hold their own suppliers to equally high standards. AZN-GB is currently evaluating its due diligence procedures and opportunities for stronger controls with suppliers who source higher risk raw materials from a Human Rights perspective. The Team sent a proxy letter to AZN-GB in April 2022 regarding votes against a director nominee for overboarding concerns.

- 69. DSV A/S (ticker symbol DSV-DK):** DSV-DK engages in the global supply of transport and logistics services. The Team sent a proxy letter in February 2023 regarding our abstained votes for Thomas Plenborg and Joergen Moller due to their non-independent status on the remuneration committee with an insufficient level of independence.
- 70. LKQ Corporation (ticker symbol LKQ):** LKQ engages in the distribution of replacement parts, components, and systems used in the repair and maintenance of vehicles and specialty vehicle aftermarket products and accessories. The Team emailed LKQ in August 2020 following research and encouraged LKQ to disclose sustainability information. LKQ noted they are undertaking a formal ESG materiality assessment effort that will consider SASB, MSCI, and other relevant standards and influential raters/rankers. From there, LKQ plans to enhance disclosure on material ESG areas/topics that reflect the programs and practices LKQ has in place to manage these important areas. LKQ hopes to publish a report in the fourth quarter of 2020.

The Team emailed LKQ on 6/23/2022 and communicated the following disclosure deficiencies to LKQ: (1) report whistle blower claims; (2) report diversity initiatives and set gender diversity goals; (3) report on training hours; (4) set safety metric goals and report on safety initiatives; (5) discuss plans for securing carbon offsets and use of renewable energy; (6) confirm that Uighur labor was not used in solar panels used in Europe and report on compliance with the Uighur Forced Labor Prevention Act; (7) disclose supplier oversight program; (8) disclose waste and water usage.



The Team also recommended providing shareholders with the right to act by written consent and the right to call shareholder meetings. LKQ responded and thanked us for the input and shared it with the relevant personnel. We will see if LKQ implements our suggestions in our next annual sustainability review in June.

- 71. Dell Technologies, Inc. (ticker symbol DELL):** DELL designs, develops, manufactures, markets, sells, and supports various comprehensive and integrated solutions, products, and services. The Team sent a proxy letter to DELL on 9/30/2022 regarding withholding votes from seven director nominees. The board failed to remove, or subject to a sunset requirement, its multi-class capital structure. There was also committee independence, overboarding, and attendance concerns. The Team also voted against the ratification of named executive officers' compensation.
- 72. Loomis AB (ticker symbol LOOMIS-SE):** LOOMIS-SE is a cash handling company. The Team sent a proxy letter in 2021 regarding our votes against 6 director nominees because the proposal was bundled and two of the director nominees sit on more than 4 public company boards, which presents overboarding concerns. The Team sent a proxy letter in 2022 regarding overboarding issues as well. The Team also voted against the performance share plan because the performance targets are not disclosed. The Team emailed LOMIS-SE on 6/30/2022 and encouraged LOOMIS-SE to provide information on ESG oversight at the Board and management level, to disclose the number of females and minorities by position across the company, to disclose exact year-over-year Scope 1, 2, and 3 emissions data, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. The Team asked how LOOMIS-SE plans on meeting its emission reduction goals and if LOOMIS-SE plans on putting greater emphasis on one solution over another. LOOMIS-SE responded noting they are currently working on a number of updates in the new strategy period which is for 2022-2024 where they will cover new areas that we have not included before, e.g. how they are working together with suppliers. This will be presented in the sustainability report for 2022.

LOOMIS-SE asked to set up a call to discuss in the fall following the silent period. The Team had a call on 10/28/2022 and LOOMIS-SE noted they have a supplier code of conduct but have not conducted audits yet. The majority of suppliers are located in Europe or the U.S. LOOMIS-SE noted ESG-related information is presented to the Audit Committee of the Board and at the managerial level they have an ESG team, and the CFO and CEO are point for ESG. The Team encouraged LOOMIS-SE to disclose the number of females and minorities by position. LOOMIS-SE noted the majority of employees are guards which are typically male. LOOMIS-SE noted they are working to recruit U.S military veterans as they have the experience they are looking for. LOOMIS-SE plans to disclose more exact Scope 1, 2, and 3 emissions data.

The Team noted over 70% of CO2 emissions are from cash in transit vehicles and in 2022 LOOMIS-SE is testing 20 armored EVs in the U.S. The Team asked how the tests have gone so far and the cost and the expected ROI. The Team also asked if the weight of the armored EVs causes the batteries to die quickly. LOOMIS-SE noted the main challenges are they need to have cooling going all the time which requires more battery capacity than heating. Also, LOOMIS-SE cannot risk the vehicle standing still charging for long periods of time as it presents a security risk. LOOMIS-SE noted they must be mindful of the battery power in the armored EV prior to taking it out and ensure they have sufficient power to get back to the site. LOOMIS-SE noted the ROI will be the same as with a traditional vehicle. However, when EVs become more common, prices will go down and ROI will improve. In some cases, the ROI for EVs is more attractive, such as in CA as LOOMIS-SE takes advantage of subsidies to deploy EVs.

- 73. Valvoline, Inc. (ticker symbol VVV):** VVV provides automotive services through retail stores. The Team had an engagement call with VVV on 11/30/2022 and VVV noted they added two new independent directors and two legacy directors departed. VVV assigned oversight of ESG matters to the N&G Committee. VVV set DEI targets. VVV mentioned that remote working and intentional hiring has improved diversity. VVV established emissions reduction targets in 2019 but will need to reevaluate these targets post transaction. VVV believes that not having the Global Products business will allow them to be more innovative. VVV will attempt to quantify the costs and benefits of its sustainability program post transaction. This could be material.



**74. Allstate Corporation (ticker symbol ALL):** ALL through its subsidiaries, provides property and casualty, and other insurance products. The Team has been engaging with ALL on various topics since 2018. Most notably on the 9/23/2019 engagement call, the Team communicated our preference for an independent Chairman and SASB reporting. ALL now reports using SASB. On the 5/1/2020 engagement call, ALL noted the majority of whistleblower reports are workplace issues and ALL has an internal investigation team. ALL's focus on ESG is in relation to the large investment portfolio over their supply chain since ALL doesn't have labor and human rights concerns. On the 10/6/2020 engagement call, the Team noted ALL's gender and ethnic diversity at the officer level was considerably lower than at other levels. ALL set goals with the Board to raise the selection rates, which they think is better than just having an end goal of 50%. The Team communicated our preference for the separation of CEO and Chairman. The Team asked about recent settlements related to wage disputes in CA. ALL noted its new system in place to document hours and fixed its pay lag.

On the 11/5/2020 engagement call, the Team shared our ESG review process and the type of information we look for in sustainability reports. The Team highlighted disclosing sustainability audits of suppliers and asked about new environmental goals. ALL communicated they are working to develop SBTs. The Team communicated our vote for amend proxy access right in the 6/1/2021 proxy letter to eliminate the 20-shareholder aggregation limit. On the 9/16/2021 engagement call, the Team asked ALL if they have considered assessing the carbon footprint of their investment portfolio. ALL uses Blackrock's Aladdin to manage investment risk but will investigate PCAF. The Team suggested ALL disclose whistleblower statistics and ALL noted they provide statistics to the Board but will consider public disclosure of this information. The Team asked about ALL's plan for increasing gender diversity at the senior level and ALL noted they provide bonuses for achieving diversity metrics. The Team suggested ALL investigate how much renewable energy they buy from the grid and ALL agreed to investigate.

In our most recent engagement on 11/9/2022, ALL acknowledged our preference for an independent Chairman, but the Chairman and CEO positions remain combined and will likely not change. The Team noted ALL's disclosure is mature and sophisticated and now we're looking for an overall cost of the ESG program to understand to what extent sustainability is material to the business. ALL had never thought about disclosing the cost of ESG before. ALL is interested in how climate change affects their customers and estimates they spend about \$1 million or more per year on housing standards. ALL has also put a couple hundred million in the TPG Rise Fund to teach ALL how to be good climate investors. The Team also discussed the use of hybrid vehicles and how to respond to social issues. These issues are likely not material.

**75. Leidos Holdings, Inc. (ticker symbol LDOS):** LDOS together with its subsidiaries, provides services and solutions in the defense, intelligence, civil, and health markets. The Team sent a proxy letter to LDOS in May 2019 regarding our vote to adopt simple majority vote given the elimination of the supermajority vote requirement enhances shareholder rights. It was successfully eliminated. The Team sent a proxy letter to LDOS in April 2020 regarding our vote to amend proxy access right to eliminate the 20-shareholder aggregation limit. This has not been eliminated and will likely not be removed. The Team emailed LDOS on 3/29/2023 suggesting LDOS elect an independent chairman and allow shareholder the right to act by written consent and call a special meeting at 10%. The Chairman is now independent. 25% of shareholders have the right to call special meetings which is sufficient, but shareholders cannot act by written consent.

**76. Hitachi Ltd (ticker symbol 6501-JP):** 6501-JP engages in the manufacture and sale of electrical equipment. We have not previously engaged with 6501-JP.

**77. Applied Materials, Inc. (ticker symbol AMAT):** AMAT engages in the provision of manufacturing equipment, services, and software to the semiconductor, display, and related industries. The Team sent a proxy letter in February 2021 to require an independent Chairman. There is now an independent Chairman. The Team had a call with AMAT in February 2022 and AMAT noted their intention to calculate Scope 3 emissions and complete their TCFD risk assessment, both of which will be disclosed in the next sustainability report. In addition, AMAT wants to set SBTs in the second half of 2022.

In March 2022, the Team voted to reduce the ownership threshold to call a special meeting to 10% but it remains at 20% which is sufficient. In our most recent engagement in 9/27/2022, AMAT noted they see longer paybacks for sustainability investments, such as solar energy. AMAT has screened all Tier 1 suppliers for Uighur forced labor, including its solar suppliers. The Team encouraged AMAT to disclose whistleblower statistics and sent examples following the call. It is possible this could be disclosed in the future given AMAT's comprehensive sustainability disclosure. AMAT noted that they are on track to set SBTs this year, which includes Scope 3 emissions.

- 78. Huntington Bancshares, Inc. (ticker symbol HBAN):** HBAN is a multi-state bank holding company. The Team has been engaging with HBAN since 2019 on various issues. In the September 2019 call, the Team recommended adopting some form of standardization, such as GRI or SASB in the sustainability report. HBAN is considering using the SASB standard in the future. The Team noted our preference for an independent Chairman and additional shareholder rights. The Chairman is still not independent and this likely won't change. Shareholder rights are still lacking and likely won't change.

In the September 2020 engagement call, the Team noted our preference for supplier audit data. HBAN indicated that as a bank, they do not procure many physical items. Suppliers complete self-certifications / self-attestations. HBAN noted there is a new Procurement Lead who has overhauled the policy and is crafting a new modern slavery policy. The Team had a call with HBAN in November 2021 and noted our preference for issuers to disclose whistleblower statistics. The Team asked how HBAN plans to reach their 50% renewable energy goal by 2025. HBAN noted a mix of on-site renewable energy and power purchase agreements but does not intend to use carbon offsets. The Team asked about HBAN's net zero roadmap. HBAN noted its focus on reducing emissions through efficiency, renewable energy generation, and engaging with partners to reduce Scope 3 emissions. In our most recent engagement in September 2022, HBAN formalized the Nominating and Corporate Governance Committee's oversight of ESG matters and renamed it the Nominating and ESG Committee. HBAN also formed an ESG Strategy Group and an ESG Working Group. In 2023, HBAN's renewable PPA will offset 10-20% of electricity usage. HBAN now reports whistleblower statistics and EEO-1 data.

- 79. Entergy Corporation (ticker symbol ETR):** ETR together with its subsidiaries, engages in the production and retail distribution of electricity in the United States. The Team has engaged with ETR since 2019 on various issues. In the September 2019 engagement call, the Team noted our preference for an independent Chairman. There is still a combined CEO and Chairman, and ETR noted this will likely change with the election of a new CEO. In the April 2019 engagement call, the Team brought up a suggestion to disclose in CDP. ETR now discloses in CDP. In the December 2020 engagement call, the Team asked ETR to discuss how ETR will accomplish its net zero plans using renewables. ETR described their current and planned solar installations noting that available land was not a constraint. ETR also discussed their hydrogen operations and their goal to use surplus renewables to generate green hydrogen and using special hydrogen pipelines that already existed to replace some gas that is currently used. ETR discussed the potential for additional nuclear sources and carbon capture technology. The Team suggested ETR disclose whistleblower statistics since 2020 which is still not disclosed but ETR will consider disclosing it and the Team sent ETR examples.

On the December 2021 call, the Team asked if ETR has quantified the total investment costs to reach its 2030 goals and 2050 net zero goal. ETR noted it provides an annual 3-year capital view and bi-annual 5-year capital view. ETR has determined a great deal of investment costs out to 2030, but not yet to 2050. On the 1/4/2023 call, the Team noted there were 3 fatalities in 2021. The Team asked what the plan is to increase safety. ETR noted the 2022 numbers are better than 2021. ETR noted beginning in 2021 with first payout in 2022, ETR introduced ESG measures into executive compensation to demonstrate their strong commitment to ESG goals for safety and other measures. Every employee has a work group safety measure. The Team asked if they could explain more about how they plan to build in hydrogen optionality for modern natural gas fired plants to assist their net zero goal. ETR noted they find themselves in a part of the country that is the locus of the hydrogen infrastructure that exists. ETR wants to take advantage of that opportunity and support the initiatives that are seeking DOE funding to create hydrogen hubs. When ETR looks to 2030, they do not make presumptions about hydrogen. The hydrogen story kicks in post 2030. ETR wants to enable the

technology to become fully commercial and economic. The Team asked if ETR has any suppliers in China and if ETR is looking to verify with its solar suppliers that no components (including polysilicon) were sourced from Northwest China in the Uighur region due to the forced labor issue. ETR is allowing for better traceability of panels. ETR is trying to stay on schedule and is working closely with suppliers to provide assurance in this area. The Team noted we are looking for an overall cost/benefit of the ESG program to understand to what extent sustainability is material to the business. This is not yet disclosed but could be material. In our latest engagement on 3/30/2023, on proxy matters and the Team voted in line with management on all proposals.

- 80. Nomad Foods Ltd (ticker symbol NOMD):** NOMD manufactures, markets, and distributes a range of frozen food products. In February 2019, the Team sent an email to NOMD encouraging participation in CDP, to incorporate GRI standards, allow shareholders right to act by written consent and call a special meeting at 10%, provide a more detailed animal policy, and share their recycling approach. NOMD responded that all animals will be raised, slaughtered, and butchered according to EU standards, and restrictive antibiotic use is practiced. Regarding the circular economy, NOMD is part of the UK WRAP Plastic Pact. 30% of shareholders have the right to call special meetings and shareholders can act by written consent.

In June 2020, the Team sent a letter to NOMD informing them that we voted against 3 board members due to lack of gender diversity on the Board. This issue is now resolved. In June 2021, the Team sent an email to NOMD encouraging them to disclose EEO-1 data, report in accordance with GRI standards, identify specific climate related risks, and increase board member independence. NOMD responded that as a UK based country they do not report EEO-1 data. NOMD does not participate in CDP but discloses using GRI. All other recommendations were noted. On 6/11/2022, the Team sent a letter to NOMD informing them that we would vote against management's decision to elect a board director for overboarding concerns.

- 81. Fifth Third Bancorp (ticker symbol FITB):** FITB is a diversified financial services company that operates banking centers. The Team sent an email to FITB in July 2021 and encouraged FITB to elect an independent Chairman and to report the number of supplier audits conducted each year. In the September 2021 call, FITB described plans to expand supplier audit transparency in future reports and plans to improve their audit process by using third-party risk monitors. The Team asked about climate change risk management. FITB noted that they are working with third parties to collect data on which sectors pose the greatest climate risks and should expand reporting with their updated TCFD report next year. FITB also noted its participation in PCAF.

The Team emailed following research in August 2022 and asked if requiring the Chairman to be an independent director was likely and also asked for FITB to disclose whistle blower/ethical complaint data. The Team also asked FITB to disclose the costs of its sustainability structure and the sustainable finance programs that it had disclosed in its most recent sustainability report. FITB responded that it had investigated sourcing for solar panels and had identified 3 manufacturers that had likely sourced polysilicon from the Uighur region in China which represented 6% of installed and in-flight solar panel projects over the preceding 3 years and less than 1% in 2022. FITB noted that it continues to monitor this topic. FITB also commented on the potential for the current chairman to be considered independent after 3 years. FITB explained that it has 60 people in its Corporate Responsibility Office but does not disclose total sustainability costs. FITB also discussed its power purchase agreements but did not disclose the dollar cost/benefit from them. In response to the Team's question, FITB discussed the terms of the sustainable lending and noted that any sustainability discount was generally less than 5 bps. FITB noted that it continues to consider the disclosure of whistleblower claims.

In our most recent engagement call on 11/22/2022, FITB noted the Chairman continues to receive a salary independent from his directorship as he remains executive chair and continues to be a member of management. FITB noted they will bring whistleblower data disclosure up for discussion with the ESG Committee. The Team sent examples after the call.

- 82. NXP Semiconductors NV (ticker symbol NXPI):** NXPI offers various semiconductor products. Boston Partners engaged with NXPI six times in 2021 regarding say on pay and diversity among other topics. On the 9/27/2021 call, NXPI noted their plans to create goals for carbon neutrality. The goals are not yet set because NXPI plans to create related compensation incentives for executives to reach these goals and wants to make sure the goals are challenging, yet attainable. NXPI asked about reporting and standardization of ESG methods. The Team noted GRI and SASB standards as the most comprehensive current reporting methods and recommended TCFD as a supplemental report to evaluate climate risks and opportunities. NXPI then shared their process to improve diversity and inclusion. NXPI is identifying goals to increase female and minority representation in the workforce and including these goals in executive compensation. NXPI notes they look both internally and externally for D&I improvements and focus on employee hire rates, retention, and promotional opportunities to develop employee diversity at higher levels in the organization. The Team most recently engaged with NXPI in June 2022 regarding our votes against three incumbent audit committee members because the ratification of auditors was not on the ballot for shareholder vote. The Team also voted against the exclusion of preemptive rights from share issuances.
- 83. AutoZone, Inc. (ticker symbol AZO):** AZO is a retailer of aftermarket automotive parts and accessories. In May 2022, the Team encouraged AZO to elect an independent Chairman and enhance shareholders rights which has not been implemented and it is unlikely to be implemented. The Team also encouraged AZO to provide additional information about employee training programs and to disclose supplier audits results which was reiterated in the most recent engagement call on 12/5/2022 but is still not implemented. It is possible this could be disclosed in the future. The Team encouraged AZO to expand environmental disclosure and set climate targets in line with the Paris Agreement. AZO now discloses environmental goals and has expanded environmental data.
- 84. Hellenic Telecommunications Organization SA (ticker symbol HTO-GR):** HTO-GR engages in the provision of telecommunication services. The Team sent a proxy letter to HTO-GR in June 2022 regarding our votes against the remuneration of executive board members and amendments to the remuneration policy.
- 85. Future Plc (ticker symbol FUTR-GB):** FUTR-GB engages in the publishing of special-interest consumer magazines and websites and the operation of events in the areas of technology; games and entertainment; music; knowledge; creative and photography; field sports; and home interest. We have not previously engaged with FUTR-GB.

Issuers we no longer own as of the end of April.

- 1. Honda Motor Co., Ltd. (ticker symbol 7267-JP):** 7267-JP engages in the manufacture and sale of automobiles, motorcycles, and power products. We have not previously engaged with 7267-JP. Sold off on 4/11.
- 2. Qualcomm, Inc. (ticker symbol QCOM):** QCOM engages in the development and commercialization of foundational technologies for the wireless industry worldwide. We engaged with QCOM on 8/5/2021 and encouraged QCOM to provide shareholders the right to call special meetings and the right to act by written consent and to disclose hotline claim data. The Team asked QCOM if the number of classroom training course enrollments contains multiple enrollments by the same employee and why the safety statistics were remarkably low. Also, the Team asked QCOM what caused the significant increase in Scope 1 and 2 GHG emissions from 2019 to 2020 and if QCOM has any plans to increase renewable energy sources. Finally, the Team asked QCOM if there are any goals in place to decrease the amount of water withdrawn and if QCOM is auditing its suppliers in China more than every 2 years. We did not hear back from QCOM. Sold off on 4/19.
- 3. Marathon Petroleum Corp (ticker symbol MPC):** MPC together with its subsidiaries, engages in refining, marketing, retailing, and transporting petroleum products primarily in the United States. We have engaged with MPC since 2021 regarding various topics. On the September 2021 engagement call, the Team asked MPC about concern over the availability of sufficient refining feed stock to produce biodiesel. MPC told the Team that they are still exploring long-term renewable options and the viability of feedstock as an energy source. In May 2022, the Team sent a proxy letter regarding our votes for the reduction in the ownership threshold needed for shareholders to call a special



meeting, but it remains at 25%. The Team also voted for amendments to the compensation clawback policy. In January 2023, the Team sent an email encouraging MPC to declassify the Board and report supplier audit data. Most recently, the Team had an engagement call with MPC on 3/21/2023 regarding the AGM and asked where the majority of suppliers are located. The Team also noted we would like to see disclosed the results of the supplier ESG assessments and any corrective actions taken. MPC noted we can expect to see more disclosure in this year's ESG report on this topic. The Board is still classified. These points are not material. Sold off on 4/24.

4. **Diamondback Energy, Inc. (ticker symbol FANG):** FANG is an independent oil and natural gas company, focuses on the acquisition, development, exploration, and exploitation of onshore oil and natural gas reserves in the Permian Basin in West Texas. We have engaged with FANG since 2018 on various topics. The Team sent a proxy letter in June 2021 regarding our votes against the proposal to increase authorized common stock because the authorization could result in an increase of 100 percent, which was above the authorized threshold of 50 percent of current authorized shares. On the 11/16/2021 call, FANG announced their Net Zero Now initiative, as of 1/1/21. FANG is also conducting significant operational overhauls in the field, including ending routine flaring. FANG is drawing talent from new universities in an effort to increase diversity. FANG also began training their management team on Diversity, Equity, & Inclusion. FANG recently conducted a Board refresh, increasing female representation. FANG increased the weighting of ESG metrics on executive compensation. FANG focuses on short-term emissions reduction targets that are realistic, rather than long-term targets that may not be feasible without new technology. Most recently, the Team had a call on 10/18/2022 ANG added a medium-term goal to reduce Scope 1 and 2 emissions intensity by 50% by 2030. FANG is still resistive to any aspirational 2050 targets. FANG has a \$60 million budget through 2024 to meet its GHG and methane intensity reduction targets. FANG estimated that it has invested approximately \$300 million on electrification projects over the last 5 years. Since January 2021, FANG has purchased high quality offsets to produce hydrocarbons with zero net Scope 1 emissions. In the 2022 CSR Report, FANG included EEO-1 data for the first time. FANG includes ESG in its short-term incentive program, with a 25% weighting. The Team encouraged FANG to report on supplier oversight and whistleblower statistics. Sold off on 4/24.
5. **AbbVie, Inc. (ticker symbol ABBV):** ABBV develops, manufactures, and sells pharmaceutical products. We sold out on 4/27. See description above for more information.

## Disclosure

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