

# Sustainability and Engagement at Boston Partners

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

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Issuers we've engaged with in September following research, shareholder outreach, or via proxy letter sent regarding Boston Partners' votes against management.

1. **Corteva, Inc. (ticker symbol CTVA):** CTVA operates in the agriculture business. In September 2023, the Team emailed CTVA following research and encouraged CTVA to describe their professional development programs and report usage data. The Team asked what caused the increase in the TRIR and LTIFR safety rates and asked if CTVA implemented any corrective actions after reviewing the results of the supplier audits. These issues are not likely material at this time.

The Team emailed CTVA following research in 2020 and asked 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 our votes against a director nominee for overboard concerns. There are now no overboarding concerns. In our October 2022 engagement, CTVA mentioned that they have 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.

2. **HCA Healthcare, Inc. (ticker symbol HCA):** HCA provides health care services. In September 2023, the Team emailed HCA following research. The Team encouraged HCA to appoint an independent Chair and to align its sustainability disclosure with SASB or GRI standards. The Team also encouraged HCA to improve environmental disclosures and to report on supplier oversight. These issues are not material.

The Team sent a proxy letter in April 2020 and 2021 regarding Boston Partners' 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. The Team sent a proxy letter regarding the April 2023 annual meeting stating our votes for the increased disclosure of HCA's indirect political contributions through all trade associations and other tax-exempt organizations that could help shareholders comprehensively evaluate the management of related risks and benefits. Boston Partners also voted for openly including staffing levels into the patient safety and quality of care committee's oversight responsibilities because it

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would benefit shareholders by possibly helping mitigate related risk. The Team also had an engagement call with HCA on July 25, 2022 and encouraged HCA to adopt an independent Chair, to disclose complaints made on the whistleblower line, to align its sustainability report with GRI or SASB standards, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken.

- 3. 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 following research in August 2023 and LKQ set up a call to discuss in September 2023. The Team encouraged LKQ to provide shareholders with the right to call special meetings and act by written consent. LKQ passed along our feedback to the Board. The Team encouraged LKQ to report whistleblower statistics. LKQ will consider reporting whistleblower data as long as they comply with data privacy requirements. The audit committee reviews whistleblower data on a regular basis. The Team noted that LKQ no longer reports employee training statistics. LKQ recently transformed its training system and paused reporting of this data until they could ensure reliability. The Team encouraged LKQ to establish safety goals. LKQ has discussed this internally and is considering setting a target. The Team mentioned that offsets may not be a reliable tool to achieve net zero. LKQ is publishing a full carbon abatement plan in the future. Finally, the Team asked if LKQ has screened its solar panel suppliers for Uighur forced labor. LKQ vets and verifies all suppliers for forced labor.

In August 2020, the Team communicated with LKQ about the lack of any sustainability disclosure. Since then, LKQ has published annual sustainability reports. In 2022, the Team communicated several disclosure deficiencies to LKQ. During our annual ESG review in August 2023, the Team noted that LKQ had addressed two of our suggestions. LKQ established a global gender diversity target and improved its supplier oversight program by launching a new risk and sustainability assessment process. We are encouraged by LKQ's responsiveness to our suggestions and will continue to engage with them on additional deficiencies.

- 4. Nomad Foods Limited (ticker symbol NOMD):** NOMD manufactures, markets, and distributes a range of frozen food products. In September 2023, the Team emailed NOMD following research and encouraged NOMD to adopt an independent Chair, to disclose data to back up the use of its professional development programs by employees, asked if the Board or a specific committee of the Board has oversight of ESG, and asked if NOMD implemented any corrective actions on its suppliers after reviewing supplier audits. The Team also asked if NOMD can verify no connection to Uighur forced labor in its supply chain.

In February 2019, the Team sent an email to NOMD encouraging participation in the CDP, to incorporate GRI standards, allow shareholders the right to act by written consent and the right to 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 directors due to the 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 independence. NOMD responded that as a UK based country they do not report EEO-1 data. NOMD does not participate in the CDP but discloses using GRI standards. All other recommendations were noted. On June 11, 2022, the Team sent a letter to NOMD informing them that we would vote against a director for overboarding concerns. In July 2023, the Team sent a proxy letter regarding our votes against management. Boston Partners voted against a director nominee because she sits on more than four public company boards, which presents overboarding concerns.

- 5. Subaru Corp. (ticker symbol 7270-JP):** 7270-JP engages in the manufacture and sale of automobiles, aircraft, engine parts, and industrial machines. In June 2023, the Team sent a proxy letter regarding our votes against management. Boston Partners voted against incumbent members of the Board because there is no nominating committee, and the

Board does not have the required number of members that are not of the majority Board gender. 7270-JP responded to our proxy letter and set up a call to discuss in September 2023. 7270-JP believes their current organization structure is appropriate to properly execute business plans; however, they have received the same feedback from other investors. 7270-JP will share our position on this issue with the Board and management. During the call, the Team expressed our preference for an independent Board Chair and a majority independent Board. The Team also asked if 7270-JP has screened their solar panel suppliers to ensure that none of the components were sourced from Uighur forced labor. 7270-JP does not usually check every single components sourcing but they will confirm and reply back with specifics regarding sourcing of its solar components. For the core business, 7270-JP has confirmed that they are not using forced labor. This issue could be material.

- 6. Discover Financial Services (ticker symbol DFS):** DFS operates as a credit card issuer and electronic payment services company. In September 2023, DFS reached out to the Team as part of its fall investor outreach efforts. The Team encouraged DFS to disclose statistics relating to reports made on its whistleblower line. The Team sent examples of whistleblower disclosure following the call. DFS noted they have always had strong diversity programs. The Team recommended DFS disclose the percentage of electricity purchased from renewable sources and information about any renewable electricity generated onsite. The Team noted we are also looking for a discussion on the cost/benefit of purchasing renewables over fossil fuels. DFS noted they are evaluating Scope 3 and TCFD reporting but are first conducting a full analysis on their carbon footprint with an outside vendor to build an inventory management plan then will turn to disclosing climate change risks and opportunities.

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 with the right to call special meetings, which is acceptable and there are no overboarding concerns. The Team emailed DFS on September 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 is 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.

- 7. United Rentals, Inc. (ticker symbol URI):** URI operates as an equipment rental company. In September 2023, URI reached out to the Team for an off-season engagement call. The Team recommended URI disclose whistleblower line statistics. URI noted they track this information and asked for examples of this type of disclosure. The Team noticed hydrogen powered equipment was added to the rental fleet and rented for the first time. The Team asked if there is increased customer demand for hydrogen powered equipment. URI noted brown hydrogen is most available and green hydrogen is very expensive and at the beta stage. A hydrogen generator is still much more expensive than diesel. The Team noted we voted for both the shareholder proposal and management proposal to reduce the ownership threshold to request action by written consent to 10% and 15% at the 2023 AGM. URI noted the 15% management proposal passed and the Team noted 15% is sufficient although we will always support 10%.

The Team sent a proxy letter in May 2021 and 2023 regarding our votes to reduce the ownership threshold for shareholders to request action by written consent. The threshold was reduced to 15% following the 2023 annual meeting. 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 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 URI 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.

- 8. Ryanair Holdings Plc (ticker symbol RYA-IE):** RYA-IE is a European airline group. In September 2023, the Team sent a proxy letter regarding Boston Partners' votes against management. Boston Partners voted against the remuneration policy because the potential benefits of the option plan are exorbitant. Boston Partners also voted against eight director nominees due to their non-independent nature, and the full Board is less than majority independent. Additionally, six of the non-independent nominees are members of a key committee.

The Team emailed RYA-IE following research in April 2023 and encouraged RYA-IE to conduct and report on supplier audits and to report workforce safety rates. RYA-IE responded to our email in May 2023 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.

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

- 1. AutoZone, Inc. (ticker symbol AZO):** AZO retails and distributes automotive replacement parts and accessories. In August 2023, AZO reached out to the Team as a part of their shareholder outreach program to discuss the leadership transition and ESG. AZO recently announced that the CEO is stepping out of the role in January 2024. He will stay on the Board as the executive Chair. AZO noted a few other corporate governance updates. AZO discussed their environmental targets and the roadmap to achieving emissions reductions. AZO is investing in a solar farm in Texas. This will cost \$17 million over 10 years beginning in 2024. AZO is replacing their light duty fleet with more fuel-efficient vehicles. AZO is also testing EVs in their fleet to better understand them, as the transition to EVs presents a significant risk to AZO's business. AZO has done considerable work on measuring Scope 3 emissions but does not plan on setting a Scope 3 emissions reduction target. In May 2023, the Team emailed AZO following research. The Team encouraged AZO to appoint an independent Chair, to report employee training statistics, and to expand on climate-related risks and opportunities. AZO responded to the Team's email and set up a call to discuss. AZO does not expect to adopt an independent Chair. AZO currently reports training usage by modules completed, rather than hours. AZO currently reports to the CDP and will consider reporting in accordance with the TCFD as well. These issues are not material to the bottom line.

In previous engagements, the Team has communicated similar feedback regarding our preference for an independent Chair, additional employee training disclosure, and a discussion of climate-related risks and opportunities. Additionally, the Team has previously expressed our preference for enhanced shareholder rights and disclosure of supplier audit results. AZO reports the number of suppliers audited annually but does not report on the results of these audits and any corrective actions taken. The Team has also 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.

- 2. TotalEnergies SE (ticker symbol TTE-FR):** TTE-FR operates as an integrated oil and gas company. In April 2023, 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 dedicates 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 noted we can expect to see more information on supplier audits relating to human rights and the environment in their updated sustainability 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.

- 3. 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 January 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.
- 4. Shell Plc (ticker symbol SHEL-GB):** SHEL-GB is an integrated oil and gas company. We have not engaged with SHEL-GB to date.
- 5. Stellantis N.V. (ticker symbol STLAP-FR):** STLAP-FR is an automobile company. In April 2023, STLAP-FR reached out to the Team to discuss items up for vote at the upcoming annual meeting. The Team informed STLAP-FR 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 STLAP-FR 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, STLAP-FR explained to the Team that ISS misinterpreted and incorrectly applied a Dutch law relating to STLAP-FR'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 STLAP-FR that Boston Partners would vote to support the director nominee. These issues are not material to the bottom line.

In previous engagements, STLAP-FR mentioned they are investing about 30 billion euros from 2021-2025 on electrification (~8% R&D CapX budget annually). In Europe, STLAP-FR is a close 2nd behind VW in number of BEVs. STLAP-FR mentioned that the profitability is really good for EVs because of government incentives. STLAP-FR expects to be able to reduce costs for batteries, which will help profitability. STLAP-FR is expecting to breakeven between

2025 and 2030. STLAP-FR wants to make an electric truck that can tow and hold a longer charge than competitors. As a result, STLAP-FR 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 STLAP-FR is in July 2023, and we will email STLAP-FR any suggestions/questions following research.

**6. Renesas Electronics Corporation (ticker symbol 6723-JP):** 6723-JP engages in the design, research, development, manufacture, sale and servicing of semiconductor products. In 2022 and 2023, the Team emailed 6723-JP following research and suggested 6723-JP elect an independent Chair and provide shareholders the right to act by written consent. There has been 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.

**7. Rheinmetall AG (ticker symbol RHM-DE):** RHM-DE produces military and automotive products and security technology. In May 2023, the Team reached out to RHM-DE to confirm that RHM-DE is not producing ammunition containing depleted uranium. RHM-DE confirmed that they do not produce this type of penetrating ammunition. Depleted uranium ammunition is a controversial topic due to its potentially harmful radioactive attributes.

In September 2021, the Team emailed RHM-DE and encouraged RHM-DE to disclose complaints made on the whistleblower hotline and to disclose the number of suppliers audited annually. RHM-DE responded to the Team and provided whistleblower complaint statistics and supplier audit statistics. The Team also had a call with RHM-DE on February 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-DE plans to meet the goal given it is in advance of the Germany goal. RHM-DE aims to achieve 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-DE has done a cost benefit analysis of its sustainability initiatives. RHM-DE 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-DE had given any thought to becoming an electric propulsion company. RHM-DE 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-DE noted that the demand from the army needs to grow for it to make sense to increase hydrogen technology investment. We will engage with RHM-DE following our annual research review this November.

**8. 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 Chair which is unlikely to be separated although it could be 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 December 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 November 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.

- 9. 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 the approval of the restricted stock grants to the President and CEO, the approval of the special bonus to the President and CEO, the election of Lucia Morselli to Supervisory Board, granting the Board authority to issue shares up to 10% of issued capital and exclude pre-emptive rights, and granting the Board the authority to issue shares up to 10% of issued capital in case of merger or acquisition and exclude pre-emptive rights. The Team also sent a proxy letter to STMPA-FR in 2020 regarding our votes against the approval of the remuneration report and the approval of the restricted stock grants to the President and CEO, the approval of the remuneration policy for the Management Board, granting the Board authority to issue shares up to 10% of issued capital and exclude pre-emptive rights, and granting the Board authority to issue shares up to 10% 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.
- 10. United Overseas Bank Ltd. (ticker symbol U11-SG):** U11-SG provides a range of financial solutions. The Team engaged with U11-SG on September 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 January 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 May 26, 2020 and April 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. Chubb Limited (ticker symbol CB):** CB provides insurance and reinsurance products worldwide. In April 2023, 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. We sent a proxy letter to CB regarding the May 2023 annual meeting stating we voted against electing Evan Greenberg because he serves as combined CEO and Chair. This could be material. 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 Chair 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 September.
- 12. The Cigna Group (ticker symbol CI):** CI provides insurance and related products and services in the U.S. In April 2023, 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 our annual research review in April of next year.
- 13. 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.

- 14. RenaissanceRe 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 July 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 the 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 the 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.
- 15. CRH Plc (ticker symbol CRH-GB):** CRH-GB manufactures and distributes building materials. The Team had a call with CRH-GB on March 30, 2021 and asked about CRH-GB's plans for reducing its GHG emissions by 2030/2050. CRH-GB 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. Deutsche Telekom AG (ticker symbol DTE-DE):** DTE-DE is a telecommunications company. The Team 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 serve 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.
- 17. 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 April 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.
- 18. Rexel SA (ticker symbol RXL-FR):** RXL-FR is a distributor of communications and electrical equipment. We have not previously engaged with RXL-FR.
- 19. Airbus SE (ticker symbol AIR-FR):** AIR-FR is a European aerospace corporation. In May 2021, the Team noted that 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.

- 20. Everest Group, Ltd. (ticker symbol EG):** EG provides reinsurance and insurance products. The Team has been engaging with EG since 2019 when we suggested EG produce a sustainability report. On the February 8, 2021 engagement call, the Team encouraged EG to expand its diversity disclosure, report training hours, and provide supplier oversight data. The Team also asked about tracking energy and emissions usage. On July 13, 2021, the Team encouraged EG to adopt an independent Chair, 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 January 11, 2022 engagement call, EG credited the Team with influencing its decision to begin providing ESG disclosures as a result of our 2019 engagement. EG plans to publish sustainability reports biennially as well as an ESG supplement every other year. In 2022, EG is publishing its second formal sustainability report, which will align with GRI, SASB, and TCFD standards. As a result of our engagement call on February 8, 2021, EG published EEO-1 diversity data and provided disclosure of employee professional development programs. EG plans to include employee training statistics in the next sustainability report as well. The Team reiterated our preference for an independent Chair and to report whistleblower statistics. EG currently reviews whistleblower data internally but will consider including it in future sustainability reports. EG recently undertook a comprehensive Scopes 1, 2, and 3 GHG emissions inventory assessment, and the results will be included in the TCFD report. In the most recent engagement on March 24, 2023, the Team reiterated our preference for an independent Chair and EG acknowledged the suggestion, but it is unlikely this will be implemented. The Team asked if EG has determined how it will reach net zero, if the goal will rely on offsets or new technology, and what the cost will be. EG 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. EG 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. EG noted they purchased a software from DNB which provides ESG ratings on suppliers, enabling EG to dig deeper into suppliers ESG performance. EG noted they will consider adding additional disclosure about suppliers' locations in the next report.
- 21. Glencore Plc (ticker symbol GLEN-GB):** GLEN-GB is a multinational commodity trading and mining company. The Team sent a proxy letter to GLEN-GB regarding the May 2023 annual meeting stating we voted against approving the 2022 climate report because questions persist as to whether GLEN-GB's targets are aligned with the Paris Agreement. Despite record profits, of which 53% derived from coal, the investment in the transition in 2022 has not significantly increased. We also voted for the next climate action transition plan because the proposal seeks clarification and information in the next climate report that GLEN-GB will present, which is due in 2024. The points on which the shareholder seeks clarification are legitimate, and reflect deficiencies identified in the analysis of the framework of the transition plan on previous occasions. There is no obvious disadvantage to shareholders' interests in the acceptance of this proposal. The Team also engaged with GLEN-GB on October 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.

- 22. 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 October 28, 2022 to adopt an independent Chair, 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 our 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.
- 23. Tesco Plc (ticker symbol TSCO-GB):** TSCO-GB is a groceries and general merchandise retailer. We had a call with TSCO-GB on July 30, 2019 and discussed in depth TSCO-GB's supplier oversight programs. TSCO-GB's ethical audit program, which is focused on 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 reelecting Byron Grote as Director because he sat on more than 3 public company boards and against the authorization to issue 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 the authorization to issue equity due to dilution concerns in both 2020 and 2021. We did not have any concerns with these issues in 2022 and 2023 and these concerns are not material.
- 24. Coca-Cola Europacific Partners plc (ticker symbol CCEP):** CCEP produces, distributes, and sells a range of non-alcoholic beverages. In May 2023, CCEP reached out to the Team to share the letter they issued to shareholders and set up a call to discuss. The Team noted we would be voting against the Remuneration Report and against two directors because they are non-independent and a member of a key committee. The Team noted we brought Item 24: Approve Waiver of Rule 9 of the Takeover Code to our internal governance committee to discuss and decided to vote FOR the proposal, in line with management's recommendation. These issues are not material. In 2021, 2022, and 2023 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. In September 2022, 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. The next expected engagement will be following the annual review in September.
- 25. ING Groep NV (ticker symbol INGA-NL):** INGA-NL is a Dutch multinational banking and financial service corporation. The Team sent a proxy letter to INGA-NL regarding the April 2023 annual meeting stating we would be voting against authorizing the Board to exclude preemptive rights for share insurance due to our policy. The Team emailed INGA-NL following research in May 2023 and suggested INGA-NL disclose whistleblower statistics and allow shareholders the right to act by written consent. This is likely not material. The Team also sent a proxy letter in 2019 regarding our votes 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 INGA-NL in the Netherlands; as a precautionary measure considering the ongoing regulatory

on-sites and revelations; and the concerns about governance, culture, 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.

- 26. Bristol-Myers Squibb Company (ticker symbol BMY):** BMY discovers, develops, licenses, manufactures, markets, distributes, and sells biopharmaceutical products. In April 2023, BMY reached out to the Team prior to their annual meeting. The Team informed BMY that we would vote for the shareholder proposals to require an independent Chair and to amend the right to call special meetings. BMY understood our perspective on the independent Chair; however, they prefer the ability to determine which structure is best for their current situation. The adoption of an independent Chair is unlikely to be implemented but could be material. 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. The Team sent a proxy letter in 2021 regarding our votes to provide the right to act by written consent and in 2021 and 2022 regarding our support for the reduction of the ownership threshold for special shareholder meetings to 10%. The Team also voted for an independent Board Chair in 2022. The next expected engagement is following the annual review set for October 2023.
- 27. 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. The Team sent a proxy letter in April 2023 regarding this issue as we voted the same way as 2021 for the same reasons. This could be material.
- 28. 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 votes 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 May 25, 2022. Andrew Higginson is now non-executive Chair. 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 May 16, 2022 and is the Remuneration Committee Chair. The Team also voted against the approval of the long-term incentive plan in 2020 and 2021. In 2021, the Team voted against director nominees Cowgill, Greenhalgh, Leslie, and Long because they were non-independent, and the full Board was 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 Chair, 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 Chair 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 third-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 works with manufacturers to be 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 has 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 products are 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 the financial effect 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.

- 29. 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 the 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 October 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 of 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.

- 30. 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.
- 31. 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.

- 32. Brenntag SE (ticker symbol BNR-DE):** BNR-DE engages in the production and distribution of chemicals. We have not previously engaged with BNR-DE.
- 33. The Goldman Sachs Group, Inc. (ticker symbol GS):** GS is an American multinational investment bank and financial services company. In April 2023, 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 Chair is slim to none until 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.

- 34. 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 September 15, 2021 encouraging CAP-FR to elect an independent Chair, 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 Chair 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.
- 35. 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 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 December 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.

36. **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.
37. **Inchcape Plc (ticker symbol INCH-GB):** INCH-GB is an automotive distribution, retail and services company. We have not previously engaged with INCH-GB.
38. **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 regarding the March 2022 and 2023 AGM with the same concerns. These issues are unlikely to be resolved and it could be material.
39. **JPMorgan Chase & Co (ticker symbol JPM):** JPM is an American multinational financial services company. In April 2023, 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 Chair. The Team has been engaging with JPM since 2018 on the issue but JPM has a firm stance on the combined CEO and Chair role. JPM will consider separating the roles of CEO and Chair with the next CEO transition. The likelihood of JPM adopting an independent Chair 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 the CDP, disclose whistleblower statistics, and include information on supplier audits. JPM now aligns its reporting with GRI standards and participates in the 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 of this disclosure being implemented. This could be material if there are an inordinately large number of complaints, particularly substantiated complaints.

**40. 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 to communicate our votes against director nominee Flynn because he sat on more than three public company boards, which presented overboarding concerns. The Team also supported amending the 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 the 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.

**41. 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 was 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 March 7, 2023 regarding our votes against Item 25: Amend articles re: general meeting participation because the new articles provided 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.

**42. 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 voted in line with management on all proposals at the 2023 annual meeting.

**43. 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 June 10, 2021 regarding our votes against Approve Compensation of Pierre-Andre de Chalendar, Chair and CEO. This is likely not material as we did not have any issues with his compensation in 2022 and 2023.

**44. Halliburton Company (ticker symbol HAL):** HAL provides oil field technology and services for every stage of the oilfield lifecycle. In May 2023, HAL reached out to the Team for an engagement call. The Team noted we are voting in line with management on all proposals at the 2023 annual meeting. The Team noted HAL directs a portion of its capital expenditures to purchase electric fracturing equipment. The Team asked about the exact dollar amount allocated. HAL noted they do not disclose this number due to competitive concerns, but the cost of an electric fleet is in line with the cost of diesel fleets and electric fleets have significant customer cost savings from not using diesel. The Team noted HAL aims to achieve a 40% reduction of Scope 1 and 2 emissions by 2035. The Team asked

if this goal relies on offsets or new technology. HAL noted the transition of diesel to electric is over 80% of Scope 1 and 2 emissions which directly relies on the transition of technology. HAL is not using offsets. The Team noted our preference for an independent Chair. HAL noted they visit the question every year but are comfortable and have been successful with the structure they currently have which includes a strong lead independent director. The Team asked about the cause of the 2 employee fatalities in 2022. HAL noted it was a single incident and underwent a root cause analysis to prevent this from happening again. The Team asked if HAL is ensuring its solar panels have no connection to Uighur slave labor in China. HAL noted they have a heat map that ranks the most high-risk suppliers for forced labor issues and China is marked as high risk. HAL is monitoring the issue specifically with the Uighurs. The Team asked for the name of the manufacturer of HAL's solar panels. HAL noted it is likely a Singapore manufacturer. These topics could be material.

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 Chair and CEO to be separate. Boston Partners ended up supporting say-on-pay in 2021. An independent Chair 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 were incumbent members of the Compensation Committee and there was limited responsiveness demonstrated following the previous 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 the 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.

- 45. 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 Chair, 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 had 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 noted the Nominating and Governance Committee has oversight of ESG matters. TXT also noted 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 do not want the right to call special meetings reduced to 10% from 25%.

In the April 2022 engagement call, TXT noted they are on track to achieve their 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 Chair. In the most recent engagement email on February 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 Chair, 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.

- 46. US Foods Holding Corp. (ticker symbol USFD):** USFD engages in the marketing, sale, and distribution of fresh, frozen, and dry food and non-food products to foodservice customers in the U.S. In May 2023, USFD reached out to the Team prior to their annual meeting. USFD described the shareholder proposal relating to the acceleration of vesting of performance-based share awards granted to senior executives during a change-in-control. USFD does not think it is appropriate to limit the Compensation Committee's discretion in these scenarios. USFD's current structure is already in line with market norms. The Team brought this proposal to Boston Partners' governance committee. The governance committee decided to vote against this shareholder proposal, in line with management's recommendation. This issue is not material.

Following research in June 2021, the Team encouraged USFD to consider providing greater shareholder rights and expressed our preference for an independent Chair. The Team encouraged USFD to publish comprehensive diversity data, such as EEO-1 information, as well as safety and injury rate data. Additionally, the Team encouraged USFD to obtain third-party verification of emissions data and to publish water consumption data. USFD now has an independent Chair and provides more comprehensive diversity data; however, USFD has not incorporated our other suggestions. During the September 2021 engagement call, the Team encouraged USFD to disclose the number of suppliers audited annually. The Team also asked how many brands within the Exclusive Brand include products with palm oil given the Responsibly Sourced Palm Oil Policy requires 100% of palm oil used in Exclusive Brand products to be certified sustainable. USFD noted that not all brands classified as Exclusive contain products with palm oil. USFD noted that they plan to establish environmental targets in the future. In April 2022, the Team sent a proxy letter informing USFD that Boston Partners voted for the adoption of short, medium, and long-term GHG emissions reduction targets. In September 2022, USFD informed the Team that they submitted environmental targets to the SBTi for validation in early July 2022. USFD also mentioned they completed a comprehensive screening of Scope 3 emissions in 2022 which concluded that a majority of emissions come from Scope 3. The Team informed USFD about the Uighur Forced Labor Prevention Act and suggested it might be worth asking if Distributed Sun is prepared to prove its polysilicon is not sourced from the Uighur region. The next expected engagement will be following the annual review in September.

- 47. Wells Fargo & Company (ticker symbol WFC):** WFC is a diversified, community-based financial services company. In April 2023, 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 and WFC 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 have 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.

- 48. Centene Corporation (ticker symbol CNC):** CNC is a managed care company. In April 2023, 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 is 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 Chair and there is now an independent Chair. 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.

- 49. Johnson & Johnson (ticker symbol JNJ):** JNJ researches and develops, manufactures, and sells various products in the healthcare field worldwide. In April 2023, 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 Chair; however, he will not stand for reelection in 2023. JNJ decided to keep the combined CEO and Chair role. The next expected engagement is following the annual sustainability review in July.

- 50. AGCO Corporation (ticker symbol AGCO):** AGCO designs, produces, and sells tractors and related agricultural machinery. The Team had an engagement call with AGCO on November 30, 2021 and noted our preference for an independent Chair, asked about plans to disclose environmental data, such as GHG emissions, in the next sustainability report. There is still a combined CEO and Chair, 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 they are 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.

- 51. 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.
- 52. 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 engaged with AALB-NL on September 27, 2022 on our votes against management and AALB-NL mentioned this is common market practice from a Dutch perspective. The Team sent a proxy letter in May 2023 regarding our votes against the provision to exclude preemptive rights from share issuances because it is not in the best interests of shareholders. This could be material.
- 53. 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 Chair and TEL noted upon Tom Lynch's retirement or prior nomination of a Chair at a future AGM, it is presently the Board's intention to nominate a Chair from the independent director membership of the Board. Tom Lynch remains Chair 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 minerals 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.

**54. 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 Chair 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. The Team also sent a proxy letter regarding the April 2023 annual meeting stating we voted against approving compensation of Francois-Henri Pinault because KER-FR does not provide clear information on the achievement of the performance conditions for the KMUs vested under the 2018 and 2019 plans. Francois-Henri received an exceptional payment through the KMUs, and KER-FR failed to provide a compelling rationale. Boston Partners voted against authorizing issuance of equity-linked securities without preemptive rights up to aggregate nominal amount of EUR 50 million because the stock that could be issued represents more than 10% of the current outstanding shares.

**55. Bank of America Corporation (ticker symbol BAC):** BAC is an American multinational investment bank and financial services holding company. In May 2023, the Team emailed BAC following research and asked if BAC has ascertained with certainty that the solar panels used by the provider of power purchased with the PPAs/RECs, the solar panels installed on site, and the borrower of capital for solar power installations financed by BAC were not made or used products made by Uighur slave labor. We have not heard back from BAC. This topic could be material.

In previous engagements, the Team sent proxy letters in April 2020 and 2021 regarding our votes to amend the 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 calls, the Team communicated our preference for an independent Chair. The Chair 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 March 2023 engagement call, the Team asked about SAF and BAC noted it uses 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. The Team noted we would be supporting the independent Board Chair proposal at the April 2023 annual meeting.

**56. Science Applications International Corp. (ticker symbol SAIC):** SAIC provides technical, engineering, and enterprise information technology services primarily in the U.S. We have not previously engaged with SAIC.

**57. 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 Chair 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 whistleblower 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.

58. **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 Chair. There is a combined CEO and Chair, and this is unlikely to be improved.
59. **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 reelection at the AGM and stepped down from the Board on January 18, 2023.
60. **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 regarding the March 2023 annual meeting stating we abstained votes for Thomas Plenborg and Joergen Moller due to their non-independent status on the Remuneration Committee with an insufficient level of independence.
61. **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 Chair and additional shareholder rights. The Chair is still not independent, and this is unlikely to change. Shareholder rights are still lacking and likely will not 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.

62. **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 March 22, 2021 and the Team recommended disclosing whistleblower complaints and the percentage of revenue related to sustainable products and services. This has not been disclosed yet, but it is possible it could be in the future. The revenue from sustainable products and services could be material.
63. **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' votes against the authorization to issue equity due to excessive dilution. The issue is now resolved.

- 64. 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.
- 65. 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 Chair 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 FITB following research in August 2022 and asked if requiring the Chair to be an independent director was likely and also asked for FITB to disclose whistleblower/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 Chair 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 November 22, 2022, FITB noted the Chair 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.

- 66. Loomis AB (ticker symbol LOOMIS-SE):** LOOMIS-SE is a cash handling company. The Team sent a proxy letter regarding the May 2023 annual meeting stating our votes against reelecting nominees because one or more of the nominees is not a CEO and sits on more than four public company boards. Boston Partners also voted against the approval of a remuneration report because the provision for the former CEO has limited disclosure. Boston Partners voted against approving the performance share plan because it has insufficient performance periods and lacks disclosure regarding the performance targets. This could be material.

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 LOOMIS-SE on June 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 they 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 October 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.

67. **Bankinter SA (ticker symbol BKT-ES):** BKT-ES provides banking services. We have not previously engaged with BKT-ES.
68. **Mitsubishi UFJ Financial Group, Inc. (ticker symbol 8306-JP):** 8306-JP is a holding company established through the merger of Mitsubishi Tokyo Financial Group and UFJ Holdings. We have not previously engaged with 8306-JP.
69. **Samsung Electronics Co., Ltd. (ticker symbol 005930-KR):** 005930-KR engages in the consumer electronics, information technology and mobile communications, and device solutions businesses worldwide. In February 2023, the Team emailed 005930-KR following research and encouraged 005930-KR to declassify the Board and asked if there is a plan to increase gender diversity at the manager and executive level, why the injury and frequency rate increased year-over-year, and if there is a plan to adopt environmental goals. The Team sent proxy letters in 2019, 2021, and 2022, regarding our votes against several directors due to material governance failures. 005930-KR has never responded to our engagement efforts.
70. **Daimler Truck Holding AG (ticker symbol DTG-DE):** DTG-DE is an automotive industry manufacturer of commercial vehicles. In April 2023, 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 has been since 2022 but the accident frequency rate is the lowest it has 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.
71. **Expedia Group, Inc. (ticker symbol EXPE):** EXPE operates as an online travel company. In May 2023, the Team emailed EXPE following research and encouraged EXPE to adopt an independent Chair and increase the number of independent directors on the Board, to disclose whistleblower claims/code of ethics violations and their resolution annually, to provide a description of its professional development programs for employees and data to back up the use of these programs by employees, to disclose operational GHG emissions, energy use including if any is from renewables, and water and waste usage annually. The Team asked if the Global Impact Report aligned with GRI and SASB standards and where the majority of suppliers are located and if any are outside the U.S. We have not heard back from EXPE on these topics. We will see if our suggestions are implemented in the next sustainability review.

EXPE also reached out to the Team in May 2023 prior to their annual meeting for an engagement call to discuss executive compensation. EXPE noted that equity is a main component of their compensation structure. The Team decided to vote against say-on-pay because the pay structure was not sufficiently performance based. The Team also informed EXPE that Boston Partners will vote against the former CEO because he is overboarded and against the Chair because he is the sole owner of Class B shares which receive 10 votes per share. The Team expressed our preference for a single class of shares with equal voting rights. These issues could be material and if resolved would improve corporate governance and shareholder rights.

In previous engagements, the Team sent a proxy letter in June 2021 informing EXPE that we withheld votes from two Compensation Committee members due to problematic modifications to previously granted option awards reducing the at-risk nature of the awards. In June 2022, the Team informed EXPE that we withheld votes from four incumbent Compensation Committee members due to egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million and phasing out the annual incentive program. The executive compensation structure remains a concern. We will continue to engage with EXPE on this issue.

- 72. BorgWarner, Inc. (ticker symbol BWA):** BWA provides solutions for combustion, hybrid, and electric vehicles worldwide. The Team engaged with BWA for the first time in 2018. The Team commended BWA for having an independent Chair, but informed BWA that we would support the shareholder proposal to require an independent Chair and take the discretion away from the Board. The Team sent a proxy letter in 2021 regarding our votes to reduce the ownership threshold for shareholders to request action by written consent and in 2022 to reduce the threshold for shareholders to call special meetings from 20% to 10%. The threshold remains at 20%, which is sufficient.
- 73. Tenaris SA (ticker symbol TEN-IT):** TEN-IT manufactures and supplies steel pipe products. We have not previously engaged with TEN-IT.
- 74. Reckitt Benckiser Group Plc (ticker symbol RKT-GB):** RKT-GB engages in the manufacture and trade of consumer brand products. We have not engaged with RKT-GB to date.
- 75. Eiffage SA (ticker symbol FGR-FR):** FGR-FR is a civil engineering construction company. In June 2023, the Team emailed FGR-FR following research and suggested FGR-FR separate the CEO and Chair positions and provide whistleblower statistics. It is possible this could be disclosed in the future given the robust sustainability disclosure FGR-FR provides. In April 2023, the Team sent FGR-FR a proxy letter regarding our votes against management. Boston Partners voted against reelecting Benoit de Ruffray as director because the function of Chair and CEO are combined. The Team also sent a proxy letter in 2020 regarding our votes against compensation for the Chair and CEO, against authorizing up to 1 million shares for use in stock option plans, and against Textual References Regarding Change of Codification. The lack of an independent Chair could be material.
- 76. 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. In June 2023, the Team sent a proxy letter regarding our votes against management. Boston Partners voted to adopt an annual say-on-pay frequency because it is considered a best practice as it gives shareholders a regular opportunity to opine on executive pay. This proposal passed. Boston Partners also voted to require an independent Board Chair because it is in the best interest of shareholders. This proposal did not pass and could be material.

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 March 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 Chair 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 February 11, 2022 engagement call that they had no immediate plans to implement an independent Chair 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 engagement call on March 15, 2023, NXST announced its plan to declassify the Board which was put to shareholder vote at the 2023 AGM. This proposal passed. There are still insufficient shareholder rights, but it is possible this could improve in the future.

**77. Interpublic Group of Companies, Inc. (ticker symbol IPG):** IPG provides advertising and marketing services worldwide. In May 2022 and May 2023, Boston Partners sent a proxy letter regarding our votes for the shareholder proposal to require an independent Board Chair. IPG already has an independent Chair, but Boston Partners always supports proposals to adopt or require an independent Chair. 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 the right to call special meetings at 25%.

**78. Sumitomo Mitsui Financial Group, Inc. (ticker symbol 8316-JP):** 8316-JP is a Japanese bank holding financial services company. In June 2022 and June 2023, the Team sent a proxy letter regarding our votes against management. Boston Partners voted against three director nominees because top management is responsible for capital misallocation. The nominees should be ultimately held responsible for the stock price manipulation incident at SMBC Nikko Securities and its consequences. Each of the past three years, Boston Partners has voted against Matsumoto Masayuki because this outside director nominee lacks independence, and the Board is majority non-independent. The votes against director nominees for the capital misallocation and lack of non-independent directors is material. In 2020, the Team sent a proxy letter regarding our votes against all male incumbent members of the nominating committee because the Board had seven or more members and did not have at least two members that were not of the majority Board gender. There are now two female Board directors.

In July 2022, the Team emailed 8316-JP following research. The Team encouraged 8316-JP to adopt an independent Chair 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 in the coming months and will find out then if our suggestions are implemented.

**79. Elevance Health, Inc. (ticker symbol ELV):** ELV operates as a health benefits company. In May 2023, the Team sent a proxy letter regarding our votes against management. Boston Partners voted for the shareholder proposal to reduce the threshold for shareholders to call a special meeting. ELV responded to our letter in June noting they appreciate the explanation for the votes in opposition to the management recommendation on the shareholder proposal to lower the percentage of shares required to call a special shareholder meeting to 10% from the current 20% threshold. The Board recommended against this shareholder proposal because they believe that it did not strike an appropriate balance between providing shareholders with a meaningful voice to communicate their priorities and adequately protecting shareholder interests and that this balance is struck at the 20% threshold. The Board believes that lowering the threshold to call a special meeting is not necessary because of the meaningful opportunities that already exist for shareholders to communicate with the Board and management, as well as ELV's strong corporate governance guidelines. In addition, given the concentration of ELV's shareholder base, it is very easy for shareholders

to meet a 10% threshold to call a special meeting for their own interests, which may not be shared more broadly by other shareholders.

In past engagements, 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%. 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 the 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.

- 80. Dell Technologies, Inc. (ticker symbol DELL):** DELL designs, develops, manufactures, markets, sells, and supports various comprehensive and integrated solutions, products, and services. In June 2023, the Team sent a proxy letter regarding our votes against management. Boston Partners withheld votes from Michael Dell because of his ownership of the supervoting shares which provides him with voting power control of the company. Boston Partners withheld votes from governance committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Boston Partners withheld votes from Egon Durban because the nominee sits on more than four public company boards. Boston Partners voted against approving omnibus stock plan because the plan cost is excessive, the disclosure of change-in-control vesting treatment is incomplete, and the plan allows broad discretion to accelerate vesting. This could be material.

The Team also sent a proxy letter regarding the June 2022 annual meeting stating we withheld votes from seven director nominees because 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.

- 81. Enel SpA (ticker symbol ENEL-IT):** ENEL-IT engages in the electricity generation and distribution of natural gas. In June 2023, the Team emailed ENEL-IT following research and asked if they have ascertained with certainty that the solar panels installed were not made or used products made by Uighur slave labor. This could be a material issue.

In May 2020, the Team sent a proxy letter on regarding our votes against the remuneration policy among other items.

- 82. Fuji Electric Co., Ltd. (ticker symbol 6504-JP):** 6504-JP engages in the manufacture and sale of electronics, semiconductors, circuits, and control systems. The Team sent a proxy letter to 6504-JP regarding the June 2021, 2022, and 2023 annual meetings stating our votes against all incumbent male nominees because there is no nominating

committee, the Board has seven or more members, and does not have at least two Board members that are not of the majority Board gender.

- 83. Hellenic Telecommunications Organization SA (ticker symbol HTO-GR):** HTO-GR engages in the provision of telecommunication services. In June 2023, the Team sent a proxy letter regarding our votes against management. Boston Partners voted against the remuneration report due to the lack of information about the extraordinary award to the CFO, the questions raised about the Repeated Performance Incentive, and because the Board has not addressed concerns reflected by significant dissent to previous remuneration reports and the remuneration policy submitted in 2022. It is also noted the lag of disclosure about the variable cash awards, the lack of disclosure about the STI targets, and none of the variable pay schemes measure performance over a long-term period. Boston Partners voted against approving the remuneration policy because the policy in general maintains material shortcomings such as uncapped spot and extraordinary bonuses, the latter is left to the Board's discretion. Exit payments appear to be high for the Greek market standards, while the long-term plans are not purely long-term oriented in practice. Boston Partners also voted against the remuneration of executive Board members and amendments to the remuneration policy in 2022. It is possible this could be material.
- 84. Pioneer Natural Resources Company (ticker symbol PXD):** PXD is an American hydrocarbon exploration company. The Team emailed PXD following research in April 2023 and PXD responded in June noting they have forwarded our recommendations regarding whistleblower claims/code of ethics violations disclosure and providing 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 to the appropriate personnel within PXD and answered our remaining questions. The Team noticed the number and volume of hydrocarbon spills in 2021 was the highest it has been since 2018 and asked if there is a plan to mitigate the risk of future significant spills. PXD noted the spill volumes and counts in 2021 reflect the acquired Parsley (PE) and Double Point (DPE) assets. Part of the increase reflects operating more equipment due to the acquisitions. Additionally, PXD's operational teams worked diligently to bring the PE and DPE assets up to PXD's high operating standards, which contributed to improved spill performance in the second half of 2021. Greater detail and progress on this topic will be disclosed in the 2023 sustainability report to be published later this year. The Team asked if PXD has determined what the cost will be to meet the net zero goal. PXD has not disclosed the estimated costs to meet the net zero ambition as many projects and technologies are in development at this time. 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 24% of supplier spend is allocated. PXD noted the remaining suppliers are in a variety of locations both domestic and international. Greater detail regarding supplier review and onboarding will be covered in the 2023 sustainability report.

We have previously engaged with PXD on our preference for an independent Chair and PXD now has an independent Chair. 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.

- 85. FLEETCOR Technologies, Inc. (ticker symbol FLT):** FLT is a business payments company. In June 2023, the Team sent a proxy letter regarding our votes against management. Boston Partners voted against compensation committee members and say-on-pay due to the committee's poor responsiveness to last year's failed say-on-pay vote result, which marked the fourth failed vote result in six years. Boston Partners voted for the shareholder proposal to reduce the threshold to call a special meeting from 25 percent to 10 percent. The Team also had a call with FLT to discuss these proposals in May 2023. FLT noted it is unlikely that they will adopt an independent Chair since the current CEO/Chair is the founder.

The Team has frequently engaged with FLT dating back to 2019. Boston Partners voted against say-on-pay in 2019, 2022, and 2023. In 2019, Boston Partners also voted against a member of the Compensation Committee due to the insufficient response to shareholder concerns as expressed through the failed 2017 and 2018 say-on-pay votes. The Team sent a proxy letter in May 2020 regarding Boston Partners' votes for adopting a policy that adjusts financial performance metrics to exclude the impact of share repurchases for executive officers because, in previous years, FLT's buybacks appear to have contributed to higher EPS levels which, in turn, led to higher payouts to executives.

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. The Team encouraged FLT to provide the shareholder right to act by written consent, to adopt an independent Chair, and to increase diversity on the Board. The Team encouraged FLT to disclose whistleblower claims, employee training data, EEO-1 data, and safety statistics. The Team encouraged FLT to identify climate change risks and opportunities in accordance with the CDP or TCFD and publish a sustainability report in accordance with GRI or SASB standards. The Team encouraged FLT to disclose environmental metrics. The Team encouraged FLT to disclose more information on supplier oversight including any supplier audits. FLT now provides the right to act by written consent; however, FLT has not incorporated any of our other suggestions. FLT expects to publish their updated sustainability report in late summer or early fall. We will review the updated report and continue to engage on these topics.

- 86. Banco Bilbao Vizcaya Argentaria SA (ticker symbol BBVA-ES):** BBVA-ES provides retail banking, wholesale banking, and asset management services. We have not engaged with BBVA-ES to date.
- 87. Henry Schein, Inc. (ticker symbol HSIC):** HSIC provides health care products and services to dental practitioners and laboratories, animal health clinics, physician practices, government, institutional health care clinics, and other alternate care clinics worldwide. The Team sent a proxy letter in June 2019 to HSIC regarding BP's votes against management. The Team voted against director nominee Laskawy because he sits on more than three public company boards, which presents overboarding concerns and the Team voted against director nominee Sheares because he attended less than 75% of the scheduled board and committee meetings during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). The Team had a call with HSIC on May 13, 2019, regarding a vote against the election of one of the board members, Dr. Bradley Sheares. The threshold for BP's attendance policy is 75% of meetings. HSIC reported that Sheares attended 71.4% of meetings. Sheares attended 7/8 board meetings and 15/21 total board and committee meetings; he missed 1 board meeting and 5 committee meetings. HSIC explained this was an unusual situation as Sheares was traveling internationally in March and there were an unusually high number of meetings that month. HSIC noted that attending one additional meeting would have put Sheares over the 75% threshold. HSIC also mentioned that Sheares had perfect attendance for 6 out of 8 years serving on the board, and he had an attendance rate of 91% during the other 2 years. The Team also noted our preference for an independent Chair, but no progress has been made.

The Team sent an email following research in January 2021 encouraging HSIC to report in accordance with SASB, set SBTs, and publish year-over-year environmental data, and EEO-1 data. HSIC responded on February 5, 2021, noting they are considering reporting in line with SASB and took the rest of the considerations under advisement. HSIC now aligns with SASB and has committed to setting SBTs by 2023.

The Team sent a proxy letter in May 2022 regarding BP's votes against say-on-pay. In addition to granting an entirely time-based one-time pandemic related equity award to make up for the previously granted performance award being earned below target, the compensation committee revised the long-term incentive program to consist of entirely time-based equity awards for FY2021, as opposed to the entirely performance-based awards granted in FY2020. Additionally, the value of the NEO's regular equity awards was increased by 10 percent from the prior year.

The Team emailed HSIC following research in June 2022. The Team encouraged HSIC to adopt an independent Chair, to disclose complaints made on its whistleblower line, and asked what progress has been made against the goal

to commit to all-electric lift truck fleet in U.S. distribution centers by 2025. HSIC responded to the Team's email. HSIC mentioned that in 2021, 97 reports were received through the Helpline, with most reports related to employee relations and approximately 9% of reports substantiated through investigations. Remedial actions included termination of employment and corrective instructions. HSIC also noted that they have upgraded to high efficiency charging equipment from a 2019 baseline of 52% to 62% in 2021.

The Team most recently emailed HSIC following research in July 2023 and encouraged HSIC to appoint an independent Chair and to disclose the amount of renewable energy consumed.

- 88. Hikma Pharmaceuticals Plc (ticker symbol HIK-GB):** HIK-GB engages in developing, manufacturing, and marketing branded and non-branded generic pharmaceutical products. The Team emailed HIK-GB following research in July 2023 and encouraged HIK-GB to adopt an independent Chair and to disclose whistleblower claims/code of ethics violations and their resolution annually. The Team asked if there is a reason for the increase since 2020 in the number of injuries that resulted in lost time and the LTIR. The Team also asked if HIK-GB has ascertained with certainty that the solar panels installed on site and used by the provider of power purchased through RECs were not made or used products made by Uighur slave labor. These topics could be material.
- 89. Zimmer Biomet Holdings, Inc. (ticker symbol ZBH):** ZBH designs, manufactures, and markets musculoskeletal healthcare products and solutions. The Team has engaged with ZBH annually since 2019 addressing the request for an independent Chair and executive compensation issues. On the November 2021 engagement call, ZBH noted that the CEO and Chair positions were recently combined and will consider our preference. ZBH noted that its new SBTi certified goals will be included in its next sustainability report. The Team asked if ZBH has a thought-out plan to reach its targets. ZBH noted the rigorous approval process of setting science-based targets and the plans to discuss progress towards targets in future sustainability reports. The Team asked if ZBH considers sustainability to be material to the valuation of its stock. ZBH noted that sustainability is having an increasing importance and that by having a better sustainability profile, ZBH has the opportunity to engage with more investors. ZBH asked the Team if we have identified areas to improve disclosure. The Team noted that sustainability structure and alignment with various standards and frameworks generally improves issuers sustainability profiles.

The Team also had a call with ZBH in September 2022 to discuss executive compensation and ESG progress. The Team informed ZBH that our Governance Committee decided to vote FOR say-on-pay despite ISS recommending a vote AGAINST in 2022. ZBH noted the significant reduction in FDA product recalls over the past few years. ZBH attributed this success to increased investment in its product quality management. ZBH noted diversity improvements over the past few years and intends to report EEO-1 diversity data in its next sustainability report. ZBH received SBTi validation for its emissions reduction targets. ZBH intends to report in accordance with TCFD recommendations in its next sustainability report. ZBH noted that the investment in solar farms to offset its energy use has already been profitable. ZBH confirmed that its solar suppliers are rigorously audited for human rights issues, as is the rest of its supply chain. The Team voted in support of say-on-pay at the 2023 annual meeting. The combined CEO and Chair role is unlikely to be changed.

- 90. Global Payments, Inc. (ticker symbol GPN):** GPN provides payment technology and software solutions for card, check, and digital-based payments. The Team sent a proxy letter regarding the April 2019 annual meeting noting we voted against say-on-pay. The Team had a call with GPN prior to the annual meeting and GPN reported it is comfortable with financial performance and that a misinterpretation of GAAP led to a reported decline in revenues on a GAAP basis. GPN described the one-time cash reward GPN issued; GPN determined that compensation was not competitive relative to the median of the peer group and issued a mid-year restricted stock grant in response. The Team communicated our preference for the right to call a special meeting at 10% and the right to act by written consent at the threshold required for a proposal to pass at an annual meeting. Further, GPN has a classified board structure. GPN mentioned it is looking to change this structure, which was inherited in the past.

The Team sent a proxy letter regarding the April 2022 annual meeting noting we voted against say-on-pay and voted for reducing the ownership threshold for shareholders to call a special meeting to 10 percent. The Team sent a proxy letter regarding the April 2023 annual meeting noting we voted against Joseph H. Osness because the nominee sits on more than four public company Boards.

The Team sent GPM an engagement email in October 2021 and encouraged GPN to provide more information on how they monitor potential climate change and regulatory risks that may affect GPN's ability to conduct business. The Team also encouraged GPN to disclose supplier audit information and whistleblower statistics. The Team also encouraged GPN to provide the shareholder right to call a special meeting at 10% and provide the shareholder right to act by written consent. These issues are likely not material.

91. **Infinion Technologies AG (ticker symbol IFX-DE):** IFX-DE engages in the provision of semiconductor and system solutions. We have not engaged with IFX-DE to date.
92. **Panasonic Holdings Corp. (ticker symbol 6752-JP):** 6752-JP engages in the development, manufacture, and sale of electrical products. In July 2023, the Team mailed 6752-JP following research and encouraged 6752-JP to adopt an independent Chair, to disclose whistleblower claims/code of ethics violations and their resolution annually, and to disclose data to back up the use of its professional development programs by employees. The Team asked if 6752-JP has ascertained with certainty that the photovoltaic power generation systems installed in China were not made or use products made by Uighur slave labor. The Team also noted 30% of transactions with suppliers are in China and asked if 6752-JP can verify no connection to the Uighurs. The Team also asked if 6752-JP is considering increasing RBA membership to full or regular member status. Any exposure to Uighur forced labor in 6752-JP's supply chain would be material.
93. **Teck Resources Limited (ticker symbol TECK):** TECK engages in exploring for, acquiring, developing, and producing natural resources in Asia, Europe, and North America. The Team sent a proxy letter regarding Boston Partners' votes against management at the 2023 annual meeting. Boston Partners voted against approving a spin-off agreement, against a stock option plan, and against ratifying a poison pill.

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

1. **FMC Corporation (ticker symbol FMC):** FMC is an agricultural sciences company. In January 2023, FMC reached out to the Team to discuss its net zero target and supply chain resiliency. FMC has a 2035 net zero target. FMC has received external assurance for Scopes 1, 2 and 3 emissions. The majority of FMC's emissions are Scope 3. FMC is working with its supplier to reduce their footprint. FMC has submitted its targets to the SBTi for approval. Supply chain resiliency is a major focus for FMC. FMC is reducing its dependence on China. FMC has strong programs in place to mitigate risks from its supply chain. FMC noted that many of its sustainability achievements have also had financial benefits. In previous engagements, FMC has reached out to discuss diversity targets, cybersecurity, and training. FMC also noted its commitment for 100 percent of R&D spend to be on developing sustainable products by 2025. Additionally, the Team has inquired about health concerns related to pesticides as well as the environmental impacts of pesticide use. FMC indicated the products are focused on targeted issues, and FMC works to balance solving pest problems and protecting the quality of the soil. Sold off on September 7, 2023.
2. **Micron Technology, Inc. (ticker symbol MU):** MU designs, develops, manufactures, and sells memory and storage products worldwide. In May 2023, the Team emailed MU following research. The Team asked if MU has screened its solar PV suppliers for Uighur forced labor. We have not heard back from MU. This topic could be material. Our only previous engagement was in an October 2020 call. The Team noted some of MU's ESG ratings were low, which was surprising because we thought MU was a good company with a good sustainability profile. The Team noted MU's governance is good, though recommended disclosing whistleblower data. The Team also suggested pursuing external assurance, at least for the GHG emissions data. The Team noted we tend to see more safety statistics, such as the days away rate and fatalities. The Team also noticed GHG emissions and energy consumption have been increasing and

communicated we usually see intensity rates. The Team also inquired about renewable energy use and science-based targets. Additionally, the Team sought supplier due diligence data such as the number and outcome of supplier audits. MU still does not report whistleblower data but has incorporated the rest of our suggestions. Sold off on September 21, 2023.

- 3. 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. In August 2023, the Team emailed ORCL following research and encouraged ORCL to adopt an independent Chair, to disclose whistleblower statistics, and asked about the reason for the increase in the case incident rate from 2021 to 2022 in U.S. and Australia operations. The Team also encouraged ORCL to disclose the results of supplier audits and any corrective actions taken annually. In November 2022, the Team sent a proxy letter expressing our concerns with substantial pledging activities and insufficient responsiveness to low say-on-pay results. Despite our engagement efforts since 2018, none of our suggestions have been incorporated and we will likely not see any improvement. Risk oversight concerns could be material. Sold off on September 12, 2023.
- 4. PHINIA, Inc. (ticker symbol PHIN):** PHIN develops and manufactures gasoline and diesel fuel injection components and systems. We have not engaged with PHIN to date. Sold off on September 22, 2023.

#### Disclosure

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