March 2025

Engagement Report

Calls, meetings, and correspondence with issuers

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This report includes engagement actions undertaken by the Sustainability and Engagement Team during March 2025.

We engaged with the below issuers following research on the company.

1. **J.M. Smucker Company (ticker symbol SJM):** SJM manufactures and markets branded food and beverage products. SJM responded to our email regarding DEI targets in executive compensation and President Trump's wind executive order. SJM is currently reviewing the ESG targets in their short-term incentive compensation and should be able to provide an update after the end of their fiscal year. SJM does not anticipate any direct effects on their wind VPPAs. SJM's VPPAs are already up and running and are onshore projects on private land. The indirect effects of the executive order are largely favorable. SJM will benefit from being an early mover in wind power.

2. **Pediatrix Medical Group, Inc. (MD):** MD provides newborn, maternal-fetal, pediatric cardiology, and other pediatric subspecialty care services. MD provided a comprehensive response to our email. In light of evolving market practice and regulatory requirements, MD is re-evaluating its communication of its ESG programs. MD does not have a timeline for the publication of an updated sustainability report. MD has a lead independent director. MD had 42 safety incidents in 2024 but does not believe additional disclosure is necessary because it is not material. MD exited almost all of its affiliated office-based practices in 2024 and most of its practices are now hospital-based. Therefore, MD is not directly involved in sourcing renewable electricity. MD will consider reporting climate-related risks and opportunities in accordance with TCFD or CDP. MD's supplier code of conduct addresses forced labor in the supply chain.

3. **Shell Plc (SHEL):** SHEL operates as an energy and petrochemical company. We emailed SHEL following research and asked if SHEL has a contingency plan following President Trump's wind executive order specifically as it relates to onshore and offshore wind development projects. SHEL responded and noted when it comes to the U.S. offshore wind business, SHEL's exposure is limited, and SHEL has had to make impairments of ~$0.5 billion as part of the Q4 2024 results which is partly linked to the future business outlook and partly a reflection of a tough business environment. In onshore wind and solar it is going better. Partly because SHEL's solar footprint is larger than the wind business. SHEL will continue to monitor the situation. SHEL is in parallel, high grading its power business towards flex generation, battery storage and technology solutions linked to trading. This has not been affected by recent political changes.

4. **Cognizant Technology Solutions Corp. (CTSH):** CTSH is a professional services company and provides consulting and technology, and outsourcing services. We emailed CTSH following research and noted CTSH includes a DEI target to increase women at the senior manager level and above to 19% in its 2023 annual cash incentive at a 5% weighting. We asked if CTSH plans to keep this target in its annual cash incentive going forward.

5. **BAE Systems Plc (BA-GB):** BA-GB engages in the provision of a full range of products and services for air, land, and naval forces, advanced electronics, security, information technology solutions, and support services. We emailed BA-GB following research and encouraged BA-GB to conduct and report on supplier audits. We also asked BA-GB about the roadmap to achieve net zero emissions across the value chain and the expected costs.

6. **Urban Outfitters, Inc. (URBN):** URBN engages in the retail and wholesale of general consumer products. We encouraged URBN to adopt an independent Chairperson and to include a GRI and SASB index in its sustainability report. We noted URBN has explicitly communicated to fabric suppliers that they are not permitted to source yarn or any other material from Xinjiang. We asked how much cotton sourcing URBN has moved to the U.S. to fulfill this requirement.

7. **Turning Point Brands, Inc. (TPB):** TPB manufactures, markets, and distributes branded consumer products. We emailed TPB following research and asked if TPB removed its ESG webpage and if TPB can provide its sustainability disclosure if it has any.

8. **Concentrix Corporation (CNXC):** CNXC designs, builds, and runs integrated customer experience solutions. We emailed CNXC following research and encouraged CNXC to align its sustainability report in accordance with GRI or SASB. We also encouraged CNXC to report whistleblower statistics, provides additional shareholder rights, and conduct and report on supplier audits.

9. **Alphabet, Inc. (GOOGL):** GOOGL offers various products and platforms. We emailed GOOGL following research and noted as of 12/31/2024, GOOGL had $10 billion of revolving credit facilities. The interest rates for all credit facilities are determined based in part on progress toward the achievement of certain sustainability goals. We asked if GOOGL fails to achieve certain sustainability performance targets how much the interest rate will increase, and how much it will decrease if GOOGL achieves certain sustainability performance targets. We also asked what the total expected financial effect is in a worst/best-case scenario.

10. **Open Text Corporation (OTEX):** OTEX provides information management products and services. We emailed OTEX following research and encouraged OTEX to conduct and report on supplier audits, report whistleblower statistics, and report employee training data.

11. **Taiwan Semiconductor Manufacturing Co., Ltd. (TSM):** TSM manufactures, packages, tests, and sells integrated circuits and other semiconductor devices. We emailed TSM following research and encouraged TSM to adopt an independent Chairperson and asked what the estimated capital expenditure is to meet its environmental goals.

12. **Norfolk Southern Corporation (NSC):** NSC engages in the rail transportation of raw materials, intermediate products, and finished goods. We emailed NSC following research and asked what the estimated capital expenditure needed to meet its environmental goals is and what the cost is of partnering with the external safety consultant, AtkinsRéalis US Nuclear. We encouraged NSC to disclose complaints made on its whistleblower line, to report on supplier oversight, and to disclose a description of its professional development programs offered to employees and training data to support the usage of these programs by employees.

13. **Zebra Technologies Corporation (ZBRA):** ZBRA provides enterprise asset intelligence solutions in the automatic identification and data capture solutions industry. We emailed ZBRA following research and encouraged ZBRA to combine its sustainability disclosures into one report. We encouraged ZBRA to eliminate the classified Board structure and reduce the threshold to call special meetings from 66.67% to 10%.

14. **United Rentals, Inc. (URI):** URI operates as an equipment rental company. We emailed URI following research and asked what percentage of the total Annual Incentive Compensation Plan (AICP) is strategic factors linked to non-financial performance objectives and if URI plans to keep its diversity target as one of the metrics. We asked if the Chair is receiving any compensation comparable to an executive that would deem him non-independent. URI responded and noted the initial AICP funding is generally based on achievement of predetermined financial metrics at 50% weighting for adjusted EBITDA and 50% weighting for a measure of economic profit. After initial funding is determined based on the financial metrics, the Compensation Committee may decide to adjust each NEO's funding level upward or downward in the range of 90% to 110% of the initial funding amount based on pre-determined strategic factors linked to non-financial performance objectives. None of the non-financial performance objectives are dispositive or individually weighted. Progress towards aspirational 2030 diversity goal was included as one of several non-financial performance objectives for 2023 AICP. However, during 2024 URI made the decision to no

longer have an aspirational 2030 diversity goal. The Chair is not receiving compensation comparable to an executive that would deem him non-independent as he receives total annual compensation of $500,000 for his service as nonexecutive Chair. This compensation is in lieu of any other pay and the Board believes this pay is consistent with pay practices at companies in URI's peer group. Although he meets the bright-line independence criteria outlined in the NYSE standards because he has not been an employee within the last three years, the Board continues to classify him as non-independent given his more than 20 years of employment and more than ten years of service as the CEO from 2008 to 2019. This classification is consistent with feedback received from certain investors and ISS's classification of U.S. directors.

15. **Independent Bank Corporation (IBCP):** IBCP operates as the bank holding company for Independent Bank that provides commercial banking services to individuals and businesses in rural and suburban communities across Lower Michigan. We emailed IBCP following research and reiterated our suggestions from last year. We encouraged IBCP to align its sustainability disclosure with GRI or SASB standards and to eliminate the classified Board structure. We decided to call IBCP to try to get a response. IBCP answered our call and noted they received our email and will share our perspective with the Board.

16. **Ferroglobe PLC (GSM):** GSM provides silicon-based alloys and specialty metals. We emailed GSM following research and encouraged GSM to adopt an independent Chair, increase the percentage of independent directors, and report supplier audit data.

17. **KT Corp. (030200-KR):** 030200-KR engages in the provision of integrated telecommunication services. We emailed 030200-KR following research and asked what the cost is of procuring renewable electricity to meet KT's various environmental targets, asked about the results of the supplier assessments and on-site due diligence, and encouraged 030200-KR to remove the classified board structure.

18. **Citigroup Inc. (C):** C is a diversified financial service holding company. We emailed C following research and encouraged C to report whistleblower statistics.

19. **Merck & Co., Inc. (MRK):** MRK operates as a healthcare company. We emailed MRK following research and encouraged MRK to adopt an independent Chairperson and asked if the net zero goal requires significant capital expenditure to achieve.

20. **Capgemini SE (CAP-FR):** CAP-FR engages in the provision of cloud, data, artificial intelligence, connectivity, software, and digital engineering and platforms. We emailed CAP-FR following research. We noticed CAP had one fatality in 2024 and asked what the cause was of the fatality and what the plan is to prevent fatalities going forward.

21. **Kenvue, Inc. (KVUE):** KVUE operates as a consumer health company. Boston Partners reached out to KVUE to discuss governance concerns. We asked what value and expertise the three new directors bring to the Board. KVUE went through their background and credentials and noted KVUE continues to refresh the Board. We asked how the resolution was reached with Starboard. KVUE had several constructive discussions with Starboard. KVUE is positioned to be a growth-oriented company. The last thing this management team needed was distraction. KVUE and Starboard agreed to a corporation agreement and welcomed Jeff onto the Board. Sarah and Erica were mutually agreed upon by KVUE and Starboard. We noted we were surprised that Starboard agreed to a resolution. KVUE noted there is more agreement than disagreement and KVUE aligns with a lot of the opportunities Starboard sees for the business. A lot of the business opportunities Starboard suggested were already in the works prior to Starboard's intervention. We asked what the likelihood is that Tom's Capital will try to put up directors at the 2025 AGM and asked if KVUE has had any discussion with Toms. KVUE noted the window for nominations closed in December. We asked what the Board's view is on the current management team. KVUE noted the Board has discussed the skillset required to be a growth-oriented company and tried to determine what is missing, if those talents are in house, and if not, how to find them. KVUE noted a number of new executive hires were made that will fill some of the identified voids. The Board believes they have the right leadership team and are supportive of management to accelerate sustainable profitable growth to unlock value. We noted strategic measures represent 30% of the CEO's annual incentive and asked if the 30% is tied to ESG metrics. KVUE said yes, but obliquely. We noted our preference to have no ESG metrics tied into executive compensation. Key metrics should be free cash flow, return on capital, and organic growth.

22. **OSI Systems, Inc. (OSIS):** OSIS designs and manufactures electronic systems and components. We emailed OSIS following research and encouraged OSIS to align sustainability disclosures with GRI or SASB standards, adopt an independent Chair, and follow through on its commitment to establish baseline environmental data and set reduction targets.

23. **American Homes 4 Rent (AMH):** AMH is a REIT. We emailed AMH following research in February and AMH responded in March. AMH noted the sustainability component of the $1.25 billion revolving credit facility is determined by the average Home Energy Rating System (HERS) score of newly built AMH homes for the reference year. If the HERS score exceeds the threshold, a 2 bps (basis points) increase will be applied (1 bp to the rate and 1 bp to the fee), if the HERS score falls between the target and threshold, no adjustment will be made, and if the HERS score meets or falls below the target (indicating achieved sustainability goal), a 2 bps reduction will be applied (1 bp to the rate and 1 bp to the fee). AMH noted that 30% of performance-based cash incentive award is based on the achievement of leadership goals which are tailored to individual roles, including objectives related to business strategy, sustainability, team development, and personal development. Performance-based cash incentive award compensation goals and achievement metrics are established at the beginning of the performance period by the Human Capital and Compensation Committee. The specific goals and achievement metrics are not publicly disclosed. AMH noted for operational efficiency and resident convenience, electric utilities are selected by AMH, and the costs are passed through to the resident in the form of a chargeback. The market prices for electricity vary by market and are dependent upon the types of electricity commonly available in each market. AMH generated 2,268 gigajoules of renewable energy at 6 amenity centers and 86 residences. AMH did not purchase supplemental renewable energy. AMH's renewable energy pilot program is a small sample size, and it is in the early stages. In 2023, the pilot program was expanded to include 86 residences. AMH is encouraged by initial positive results, including lower utility costs, greater energy efficiency, and reduced GHG emissions from electric usage. AMH installed solar panels on additional amenity centers bringing the total to 10.

24. **Intercontinental Exchange, Inc. (ICE):** ICE operates regulated exchanges, clearing houses, and listings venues for commodity, financial, fixed income, and equity market. We emailed ICE following research and asked what the cost is of purchasing energy attribute certificates over traditional fossil fuel derived electricity. We also asked if ICE plans to purchase carbon credits to meet its 50% reduction of Scope 1 and 2 emissions goal by 2032 or if ICE is focused on actual operational emission reductions. We also asked if ICE decided to discontinue its diversity goals.

25. **Polaris, Inc. (PII):** PII designs, engineers, manufactures, and markets powersports vehicles. We emailed PII following research and noted PII requires suppliers of a certain size in the U.S. to develop an affirmative action plan in accordance with PII's commitment to diversity. We asked if PII still requires this of suppliers or if PII is removing this requirement. We encouraged PII to remove the classified board structure and supermajority voting provisions. We noticed PII has 2035 goals to achieve 75% renewable electricity globally and 50% reduction in absolute Scope 1 and 2 GHG emissions. We understand PII will likely need to increase renewable energy to meet these goals and asked if this will require significant capital expenditure and if it was already costly to increase the energy derived from renewable sources from 19.1% to 45% in 2023.

26. **Walt Disney Company (DIS):** DIS operates as an entertainment company worldwide. We emailed DIS following research and asked what the cost is to achieve its environmental goals and if it will require significant capital expenditure. We asked if DIS plans on keeping its diversity metric in the annual incentive, and if DIS can confirm no connection to Uighur forced labor within its supplier facilities manufacturing DIS products in China.

27. **CRA International, Inc. (CRAI):** CRAI provides economic, financial, and management consulting services. We emailed CRAI following research and asked if CRAI removed its sustainability reports from its website and if CRAI plans on producing an updated sustainability report. CRAI responded to our email and noted they have removed prior sustainability reports from the website and intend to provide an updated ESG report in 2026 as CRAI has decided to provide updates on an every-other-year basis.

28. **Check Point Software Technologies, Inc. (CHKP):** CHKP develops, markets, and supports a range of products and services for IT security. We emailed CHKP following research in February, and CHKP responded to our email and set up a call to discuss. We encouraged CHKP to provide shareholders with the right to call special meetings based on the request of at least 10% of shareholders and to provide shareholders with the right to act by written consent. CHKP noted that, due to its domicile in Israel, its governance practices follow Israeli standards. CHKP believes its governance practices are shareholder-friendly by these standards

and noted it has not encountered any issues to date. We asked if CHKP still monitors water consumption and operational waste and asked if CHKP plans to report these figures in forthcoming reports. CHKP noted that it will be disclosing its Scope 3 data this year and will also be publishing its operational waste and water consumption data in its upcoming report. We noted that the majority of CHKP's hardware is manufactured in Taiwan, and some component parts are sourced from China. We asked if CHKP has considered disclosing supplier audit data and any corrective actions taken, as this could be high-risk for forced labor. CHKP highlighted that most of its tier 1 suppliers are from Taiwan and that its Original Design Manufacturers (ODMs) play an active role in design and manufacturing. CHKP noted that ODMs and the majority of its supply chain are not in areas of high risk for forced labor. China accounts for a de minimis portion, around 10% or less. CHKP screens for Uighur forced labor. CHKP noted our suggestion and will work towards disclosing audit data in future reports.

29. **Quipt Home Medical Corp. (QIPT):** QIPT engages in the provision of durable and home medical equipment and supplies. We emailed QIPT following research and encouraged QIPT to publish a sustainability report following GRI or SASB standards.

30. **V2X Inc. (VVX):** VVX provides critical mission solutions and support services to defense customers. We emailed VVX following research and encouraged VVX to describe its supplier oversight program, to report employee training statistics, and to remove the classified Board structure. We also encouraged VVX to set environmental goals and disclose environmental data annually.

31. **Wayfair, Inc. (W):** W engages in the e-commerce business. We emailed W following research and encouraged W to adopt an independent Chair, to disclose whistleblower claims/code of ethics violations and their resolution annually, to eliminate the dual class share structure with unequal voting rights, to disclose climate change risks and opportunities in accordance with TCFD or CDP. We also asked where the majority of suppliers are located and encouraged W to disclose the number and results of the audits conducted annually.

32. **Albertsons Companies, Inc. (ACI):** ACI engages in the operation of food and drug stores. We emailed ACI following research and encouraged ACI to provide safety rates, to disclose employee training statistics, and asked if ACI accesses suppliers to ensure no forced labor involvement.

33. **Tenet Healthcare Corporation (THC):** THC operates as a diversified healthcare services company. We emailed THC following research and encouraged THC to disclose whistleblower claims/code of ethics violations and their resolution annually, to publish diversity data, to report environmental metrics relating to GHG emissions, energy usage, water consumption, and waste generation. We also encouraged THC to report on supplier oversight including audit data.

34. **Lyft, Inc. (LYFT):** LYFT operates a peer-to-peer marketplace for on-demand ridesharing. We emailed LYFT following research and encouraged LYFT to adopt an independent Chair, to disclose whistleblower claims/code of ethics violations and their resolution annually, to declassify the Board, and to disclose employee training statistics.

35. **Target Corporation (TGT):** TGT operates as a general merchandise retailer. We emailed TGT following research and encouraged TGT to disclose whistleblower claims/code of ethics violations and their resolution annually, and to provide safety rates to back up the successful implementation of its safety programs.

36. **Acuity, Inc. (AYI):** AYI provides lighting, lighting controls, building management system, and location-aware applications. We emailed AYI following research and asked if AYI will need to increase its renewable energy usage to meet its Scope 1 and 2 GHG emissions reduction goal by fiscal year 2029 and what the cost is of procuring renewables over traditional fossil fuels. We asked if AYI's safety rates improved in fiscal year 2024 and if AYI still discloses TRIR. We noticed 20% of NEOs STI is based upon the achievement of ESG goals and asked what the ESG goals are and what the payout was for the prior year.

37. **Caci International, Inc. (CACI):** CACI delivers distinctive expertise and differentiated technology to U.S. government customers. We emailed CACI following research and asked if there is management level oversight of ESG and if CACI decided to discontinue its diversity disclosure.

We engaged with the below issuers following shareholder outreach by the company.

1. **Heritage Commerce Corp. (HTBK):** HTBK operates as a bank holding company. HTBK reached out for a shareholder engagement call. HTBK noted they received 97% support on say on pay in 2024. For 2024 and into 2025, HTBK expanded the peer group to 125 regional banks. HTBK no longer has tax gross ups. HTBK has single trigger vesting on change in control and reached out to Meridian, their compensation consultant, to assess where peers stand and best market practice. We asked HTBK if they plan to collect GHG emissions data. HTBK noted they have 17 facilities, 16 of which are leased locations on triple net leases, and they have limited data from the leased locations and if they disclosed this data, they would be assuming a lot. HBTK did start gathering environmental data on clients at the borrowing level. We asked about any progress made on the third-party vendor risk management program. HTBK performs a risk assessment which includes analysis on critical vendors, a review of negative news to determine if there is a reputation risk of a vendor, and a litigation review. HTBK will examine environmental or sustainability risk in phase 2.

2. **Zimmer Biomet Holdings, Inc. (ZBH):** ZBH operates as a medical technology company. ZBH reached out as part of their shareholder outreach program. We encouraged ZBH to disclose statistics on complaints made via its whistleblower line, including the number of reports, categories of reports, and the number of reports substantiated. We also encouraged ZBH to disclose usage data for its employee development programs, including the average hours of training per employee or the total spend on training programs annually. ZBH noted and will consider our suggestions in the future. ZBH is aligning itself with TCFD disclosure and has included a TCFD index in its most recent report. ZBH will return to a combined CEO/Chair position following the 2025 annual meeting. We noted our preference for an independent Chair. ZBH noted that the Board reviews this annually and will take our preference into account.

3. **Italgas Spa (IG-IT):** IG-IT engages in the distribution of natural gas. IG-IT reached out for a shareholder engagement call to discuss corporate governance and remuneration developments. The extraordinary meeting has not yet been called but shareholders will vote on an acquisition. IG-IT is considering a capital raise and adding a share ownership plan for employees. IG-IT also included some retentions for key people who took part in the deal. IG-IT aims to acquire 2i Rete Gas to control more than 50% of the market in Italy. Remuneration will include a deferred bonus that is equity based, linked to the closing of the deal, and deferred for 18 months. We noted ESG metrics make up a 25% weight of the STI which includes accident rate (5%), leakages (7.5%), energy consumption (7.5%), and gender pay gap (5%) and ESG makes up 20% of the LTI. We noted the most material sustainability topics are GHG emissions, energy consumption, and safety. We noted the weight of the ESG metrics in executive compensation is high and IG-IT should consider those weights. We also asked if the pay gap metric is based on an adjusted or unadjusted analysis. IG-IT noted it is based on an adjusted analysis. IG-IT noted ESG KPIs are aligned with the strategic business plan. We noted our preference for a declassified Board and IG-IT noted the classified Board likely won't change. We noted IG-IT has a plethora of sustainability goals. We asked IG-IT to consider disclosing the cost/benefit of reaching these goals.

4. **The Middleby Corporation (MIDD):** MIDD designs, manufactures, markets, distributes, and services commercial restaurant, food processing, and residential kitchen equipment. MIDD reached out for a shareholder engagement call. MIDD highlighted the progress made in its 2024 sustainability report, including Scope 3 GHG emissions and water usage/scarcity data. MIDD recently announced the spin-off of its Food Processing business, which will become a standalone public company. MIDD remains focused on strengthening its data reporting. We asked if MIDD will continue to publish a sustainability report annually for each business. MIDD expects to publish two separate sustainability reports but noted that conversations on this topic are still in early stages. We asked if MIDD still intends to establish Scope 1 and 2 GHG emission reduction targets in line with SBTi. MIDD confirmed it remains a priority to establish SBTi-aligned reduction targets and will be submitting the first required documents this year. However, MIDD noted that the timeline for this may shift due to the spin-off. MIDD also mentioned changes to its Board composition. MIDD added four new directors in the past year and a half and believes these additions have brought excellent skills and experiences to its Board. MIDD highlighted that there may be further shifts as the spin-off progresses. We recommended disclosure of workforce diversity using the EEO-1 framework. MIDD's HR team is working to gather its workforce diversity data. We also reiterated our recommendation to provide a description of professional development programs and data to support the use of these programs by employees. MIDD acknowledged this suggestion and will look to incorporate it in future reports.

5. **Hewlett Packard Enterprise Company (HPE):** HPE provides solutions that allow customers to capture, analyze, and act upon data seamlessly. HPE reached out to us prior to their annual meeting. We discussed the amended stock incentive plan, which requires shareholder approval to increase the number of shares available for issuance by an additional 22 million. More than 80% of the outstanding awards are granted to non-executive officers. HPE needs these shares to retain and compete for talent. The fully diluted overhang would be 7.3%, which is below median compared to their peer group. The three-year average burn rate is 2.49%, which is below Boston Partners' threshold of 3.5%. HPE noted that the demand for employees with critical skills is outpacing the supply. HPE's stock plan was designed with market best practices. HPE has not made any changes to the plan structure since last year. Following this meeting, we discussed this proposal with the governance committee and decided to vote FOR the amended stock plan. We also discussed HPE's supplier oversight program. HPE's ethics and compliance team manages nonconformances identified by supplier audits. Suppliers in high-risk locations provide monthly reporting. HPE works with suppliers to implement corrective action plans when nonconformances are identified. HPE's audits account for forced labor. HPE has SBTi-approved emissions reduction targets. The majority of HPE's footprint comes from its products. HPE makes three of the top ten most efficient supercomputers in the world. HPE is a leader in direct liquid cooling technology. HPE is also working on tools that provide customers with data to make better decisions that improve energy efficiency and drive down costs. HPE's customer sustainability engagements contributed approximately $1.85 billion in net revenue in 2023, an increase of 500% over 2018. HPE has not seen any decline in customer sustainability inquiries as a result of the new administration.

6. **The Weir Group Plc (WEIR-GB):** WEIR-GB produces and sells highly engineered original equipment. WEIR-GB reached out to for a shareholder engagement call. The fundamental analyst team discussed matters at the top of the call, after which ESG-related matters were addressed. WEIR-GB is proposing a few changes to its Remuneration Report at the 2025 AGM. WEIR-GB's STI includes twelve ESG metrics (makes up 20% of STI). We asked WEIR-GB to walk through its rationale for including twelve ESG goals and encouraged WEIR-GB to narrow its focus to the most material ESG issues. WEIR-GB noted that this is an ongoing conversation with the Board. WEIR-GB's Scope 3 footprint has continued to rise between 2019 and 2023. WEIR-GB now believes its Scope 3 2030 target may be at risk. We asked if it is not feasible to meet the 2030 Scope 3 target and achieve a 15% reduction, how WEIR-GB plans to address this and adjust the transition plan moving forward. WEIR-GB has discussed this extensively and will continue to closely monitor progress. WEIR-GB noted that much of its Scope 3 emissions are outside of its direct control. WEIR-GB intends to continue to review its target based on the overall electrification and decarbonization journey of the jurisdictions in which its customers utilize WEIR-GB equipment. WEIR-GB audits its key suppliers annually to assess compliance with the supply chain policy. We asked where the majority of WEIR-GB's suppliers are located and encouraged WEIR-GB to disclose supplier audit data. WEIR-GB noted that most of their suppliers are local to its foundries and are typically regional supply chains. WEIR-GB acknowledged our suggestion and may include this information in future reports.

7. **Alten SA (ATE-FR):** ATE-FR engages in the provision of engineering and technology consulting services. ATE-FR reached out to ATE-FR prior to the 2025 AGM. We noticed the succession plan should result in a separation of the roles of Chair and CEO, which could occur within two years. ATE-FR noted the current CEO, Chair and founder will remain Chair for a few years following the CEO transition. We noted our preference for an independent Chair and for directors to be elected annually. ATE-FR acknowledged our preferences. ATE-FR noted ISS may recommend a vote against the renewal mandate if the difference between the percentage of shares and the percentage of voting rights exceeds 10 points. The CEO and Chair holds 14.6 % of shares and 25.5% of the voting rights, a difference of 10.9 points. ATE-FR is speaking with ISS tomorrow and will let us know if anything noteworthy comes from the conversation. We noted sustainability was 25% of the LTI for the CEO. We asked what the payout was for the prior year and the goals attached to the metric. ATE-FR noted the metric is based on 3 key KPIs: reducing use of paper, recycling, and gender equality at the Board level. The LTI was put in place in 2020 and was paid out at 100% achievement of targets for 2023 including financial metrics. 2023 was the first and last time he has benefited from the LTI. ATE-FR noted he will not have any more payouts from the LTI going forward as he owns almost 15% of the company and is already aligned with shareholder interests. Also, if they issued him more stock it would not be tax efficient. ATE-FR decided to use only fixed compensation going forward. We asked what the cost is to meet net zero by 2050. ATE-FR noted the goal does not require significant capital expenditure but will be a time cost for the employees working on the taxonomy. We asked where the majority of suppliers are located. ATE-FR noted its few vendors are in Europe (Germany), and the U.S. with a low risk for human rights issues.

8. **Leidos Holdings, Inc. (LDOS):** LDOS provides services and solutions for government and commercial customers. LDOS reached out for a shareholder engagement call ahead of the 2025 annual meeting. We discussed Proposal 4: Approval of Amendment to the Certificate of Incorporation to Clarify Rights of Stockholders to Call a Special Meeting and noted we will support this proposal. We highlighted LDOS' robust sustainability disclosure and asked if there has been progress on whether LDOS intends to disclose supplier audit data in future reports. LDOS noted that it recently hired a supplier management and partnership function position. LDOS is focused on managing its supply chain more effectively and continues to diversify its supplier network. LDOS has integrated its supplier management into the CFO function to ensure clear connectivity. LDOS believes it has a great relationship with its partners. LDOS also noted that it continues to maintain a supplier code of conduct and continuously reviews the performance of suppliers. However, it is an ongoing process, and they continue to evaluate additional disclosure going forward.

We received the following responses from issuers, as well as participated in the following discussions, regarding Boston Partners' proxy vote against management.

Proxy Voting:

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

1. **CleanSpark, Inc. (CLSK):** Voted against the four incumbent members of the nominating committee because the Board does not have any underrepresented directors. Boston Partners' Governance Committee felt these votes were warranted due to the lack of internal controls, the capital structure with unequal voting rights, and the lack of responsiveness to shareholder feedback. Voted against say-on-pay because total pay for the CEO and executive Chair remains outsized amid poor long-term stock performance. The compensation program lacks disclosure of any pre-set performance metrics, with the CEO and executive Chair receiving excessive bonus payouts that appear to be entirely discretionary in nature. Moreover, long-term incentives were entirely time-vesting, with a significant portion of fiscal year 2024 awards vesting immediately upon grant.

2. **Vista Energy SAB de CV (VIST):** Voted against all four ballot items because there is no available disclosure regarding the potential acquisitions, debt financing, and share capital increases. The lack of timely disclosure prevents international institutional shareholders from making an informed voting decision.

3. **BrightView Holdings, Inc. (BV):** Voted against the Governance Committee Chair because the Board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely affects shareholder rights. Voted for the adoption of an annual say-on-pay frequency because this is considered a best practice and allows shareholders a regular opportunity to opine on executive pay.

4. **Sunwoda Electronic Co., Ltd. (BD5CCV):** Voted against the approval of the bill pool business due to a lack of relevant information for shareholders to assess the associated risks. Voted against the approval of related party transactions given the concerns over the conflict of interest resulting from the donations and lack of safeguard measures to address such concern.

5. **Universal Technical Institute, Inc. (UTI):** Voted against all director nominees because the company maintains a classified Board structure.

6. **Ngern Tid Lor Public Company Limited (TIDLOR.F-TH):** Voted against two director nominees because they are non-independent and members of a key committee. Voted against the proposal to transact other business because the details of other business have not been disclosed.

7. **Novartis AG (NOVN-CH):** Voted against the proposal to transact other business because the details of other business have not been disclosed.

8. **Abu Dhabi Islamic Bank (ADIB-AE):** Voted against the proposal to elect directors for the next three years due to the lack of disclosure regarding the nominees.

9. **Starbucks Corporation (SBUX):** Voted for the shareholder proposal to require an independent Board Chair.

10. **Cabot Corporation (CBT):** Voted against all director nominees because the company maintains a classified Board structure.

11. **Blue Bird Corporation (BLBD):** Voted against all director nominees because the company maintains a classified Board structure.

12. **Quipt Home Medical Corp. (QIPT):** Voted against the Nominating Committee Chair because the Board has failed to establish gender and racial/ethnic diversity despite several years of shareholder feedback. Additionally, the company has significantly underperformed relative to its peers.

13. **The Interpublic Group of Companies, Inc. (IPG):** Voted against the advisory vote on golden parachutes because the CEO's employment arrangement with the acquirer will result in a large payout equivalent to all change-in-control severance entitlements due to him despite the fact that he will remain employed following the merger. The large magnitude and lack of any vesting or performance conditions raises significant concern.

14. **Qinghai Salt Lake Industry Co., Ltd. (BD5CNB):** Voted against the amendments to the articles of association because the proposed amendments do not adequately provide accountability and transparency to shareholders.

15. **Keysight Technologies, Inc. (KEYS):** Voted against all director nominees because the company maintains a classified Board structure. Voted for the shareholder proposal to declassify the Board.

16. **HITEJINRO Co., Ltd. (000080-KR):** Voted against three director nominees due their inaction to remove a director from the Board who has demonstrated serious failure of accountability raises concern on his ability to act in the best of interest of the shareholders.

17. **CEMEX SAB de CV (CX):** Voted against two director nominees because they are non-independent and a member of a key committee.

18. **Arca Continental SAB de CV (AC-MX):** Voted against the bundled proposal to elect directors, verify their independence, and approve their remuneration because one or more of the nominees is non-independent and the Board is less than one-third independent, and one or more of the nominees is non-independent and a member of a key committee. Voted against the election of the Chair of the Audit and Corporate Practices Committee because the nominee is non-independent and the Board is less than one-third independent, and the nominee is non-independent and a member of a key committee.

19. **Hyundai GLOVIS Co., Ltd. (086280-KR):** Voted against a non-independent director nominee because the Board is not majority independent.

20. **Emaar Properties PJSC (EMAAR-AE):** Voted against the remuneration of directors due to lack of disclosure for the year in review. Voted against the appointment of auditors because the company has not published the report including information related to audit/non-audit fees.

21. **Concentrix Corporation (CNXC):** Voted for the shareholder proposal to provide the right to call special meetings at a 10% ownership threshold.

22. **Shinhan Financial Group Co., Ltd. (055550-KR):** Voted against six director nominees due to their inactions to remove directors who have demonstrated a serious failure of accountability.

23. **Korean Air Lines Co., Ltd. (003490-KR):** Voted against the approval of director remuneration because the proposed remuneration limit is high relative to that of the market norm, and the company is proposing an increase without providing any reasonable justification.

24. **KEPCO Plant Service & Engineering Co. Ltd. (051600-KR):** Voted against the approval of director remuneration and internal auditor remuneration because reasonable justification for the proposed increases was not provided.

25. **Svenska Handelsbanken AB (SHB.A-SE):** Voted against the re-election of director nominees Boman and Riese due to their non-independent status on the audit committee with insufficient level of overall independence. Additionally, support for director nominee Riese as the Board Chair is not warranted because his re-election to the Board is not supported. Voted against director nominee Lundberg due to overboarding concerns.

26. **DoubleDown Interactive Co., Ltd. (DDI):** Voted against the approval of director remuneration because the level of the directors' remuneration cap is excessive compared to that of the market norm, and the company has not provided any reasonable justification for the excessive remuneration limit.

27. **TIM SA (Brazil) (TIMS3-BR):** Voted against the bundled election of directors because it prevents shareholders from voting individually on each nominee and the proposed Board's level of independence is insufficient. Voted against the approval of management, committee members, and fiscal council remuneration because the figure reported by the company for the total compensation of its highest-paid executive does not appear inclusive of all elements of the executive's pay.

28. **Ciena Corporation (CIEN):** Voted against all director nominees because the company maintains a classified Board structure.

29. **Novo Nordisk A/S (NOVO.B-DK):** Abstained from voting for two director nominees because the company maintains a dual class share structure with unequal voting rights, and the two candidates represent the primary beneficiary of the superior voting rights.

30. **Yunnan Yuntianhua Co., Ltd. (BP3RBJ):** Voted against the proposal reconsidering the company's daily related party transactions because the proposed related-party transactions include a financial service agreement with the group finance company, which may expose the company to unnecessary risks.

31. **DAHAAM e-TEC Co., Ltd. (A009280-KR):** Voted against all items because the company does not provide the necessary information for shareholders to assess each item.

32. **HLB Life Science Co., Ltd. (067630-KR):** Voted against the terms of retirement pay because internal auditors will become eligible to receive severance payments which could threaten to compromise their independence and objectivity.

33. **Wipro Limited (507685-IN):** Voted against the allocation of shares and the extension of benefits under the restricted stock plan because the performance metrics, vesting thresholds, targets, and weights of such performance metrics were not disclosed. Additionally, the proposal includes grants to employees of associate companies, without a compelling rationale.

34. **SEWON E&C Co., Ltd. (091090-KR):** Voted against an inside director nominee because he is not independent, the company is a small company, and the Board is not 25% independent. Voted against the internal auditor's remuneration because the remuneration cap is excessive compared to that of the market norm, and the company has not provided any reasonable justification for the excessive remuneration limit.

35. **KT Corp. (030200-KR):** Voted against a director nominee due to his inaction to remove a director who has demonstrated a serious failure of accountability from the Board.

36. **UPL Limited (512070-IN):** Voted against a director nominee because he is non-independent and a member of a key committee.

37. **COWAY Co., Ltd. (021240-KR):** Voted against selective cumulative voting because it is automatically discarded upon the rejection of cumulative voting.

Boston Partners voted the following number of proxies:

Number of meetings: 104
Number of issues: 1,126

Index of Acronyms:

AGM: Annual General Meeting
CDP: Carbon Disclosure Project
DEI: Diversity, Equity & Inclusion
EBITDA: Earnings before interest, taxes, depreciation, and amortization
EEO-1: An EEO-1 report is a survey mandated by the U.S. Equal Employment Opportunity Commission. It aims to provide a demographic breakdown of the employer's workforce by race and gender.
ESG: Environmental, Social, and Governance
GHG: Greenhouse Gas
GRI: Global Reporting Initiative
ISS: Institutional Shareholder Services Inc. is a proxy advisory firm
KPI: Key Performance Indicator
LTI: Long Term Incentive
NEO: Named Executive Officer
PPAs: Power Purchase Agreements
REIT: Real Estate Investment Trust
SASB: Sustainability Accounting Standards Board
SBTi: Science Based Targets initiative
STI: Short Term Incentive
TCFD: Task Force on Climate-Related Financial Disclosures
TRIR: Total Recordable Injury Rate
VPPA: Virtual Power Purchase Agreement

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