May 2025

# Engagement Report

## Calls, meetings, and correspondence with issuers


**William G. Butterly, III**
General Counsel, Director of Sustainability and Engagement

**Molly Clements**
ESG Analyst

**Jonathan Corning**
ESG Analyst

**Katie Zona**
ESG Analyst


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

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

1. **TD SYNNEX Corporation (ticker symbol SNX):** SNX provides business process services. We emailed SNX following research and encouraged SNX to conduct and report on supplier audits and to provide shareholders with the right to call special meetings at 10% and the right to act by written consent. SNX will share our feedback with the management team.

2. **Merck & Co., Inc. (MRK):** MRK operates as a healthcare company. We reached out to MRK and noted one of our clients, Local Union No 313 International Brotherhood of Electrical Workers Pension Plan, reached out and wanted us to communicate their position on a certain issue. Specifically, the client is concerned the new site in Wilmington, Delaware is being constructed with non-union labor. MRK responded and noted MRK has selected Jacobs as the leading Engineering, Procurement and Construction Manager, who in turn will manage the evaluation and selection of subcontractors to be utilized throughout the different phases of the Wilmington Biotech construction project. Jacobs will utilize an open shop bidding for the selection process with a focus on safety, quality, cost and schedule. This approach is designed to foster a competitive environment that encourages participation from a diverse range of subcontractors, including both unionized and non-unionized entities. MRK's goal is to ensure that they attract the best talent and resources available, which ultimately benefits the project and the community.

3. **Lantheus Holdings, Inc. (LNTH):** LNTH develops, manufactures, and commercializes diagnostic and therapeutic products that assist clinicians in the diagnosis and treatment of heart, cancer, and other diseases. We emailed LNTH following research. We requested a call to discuss environmental goals, Scope 3 emissions, and supplier oversight.

4. **TJX Companies, Inc. (TJX):** TJX operates as an off-price apparel and home fashions retailer. We emailed TJX following research and encouraged TJX to adopt an independent Chair, report whistleblower statistics, report the results of supplier audits, and discuss the capital expenditure needed to achieve environmental goals. TJX responded and highlighted disclosures on their Global Social Compliance Program, including the locations of the factories for which TJX reviewed audits and the most common infractions identified during factory audits. TJX mentioned their lead independent director, who provides independent Board leadership and serves as a liaison between the independent directors, the executive Chair, and management. TJX does not currently publish information about the expected capital expenditures for achieving environmental goals, but they are committed to pursuing initiatives that are environmentally responsible and smart business decisions.

5. **Kimco Realty Corporation (KIM):** KIM is a REIT. We emailed KIM following research in April and we setup a call to discuss in May. We asked if KIM discontinued its goal to increase the proportion of diverse employees in management to 60% by 2030. KIM noted they had achieved this target ahead of time and decided not to create a new goal. We noted all NEOs have corporate responsibility performance metrics tied into their annual incentive plan at a 10% weight. We noted it was determined that performance in respect of these initiatives was attained at the maximum performance level in 2024. We asked what the specific corporate responsibility goals were that NEOs were evaluated on and how KIM determined it should be paid out at maximum. KIM noted all 30 corporate officers in addition to NEOs have compensation tied to ESG. KIM has been tying ESG to executive compensation for the past few years which includes 16 publicly facing targets with a heightened focus on SBTi aligned targets. KIM has been achieving targets ahead of schedule which has brought the list down. We noted our preference for disclosure on how the targets are measured and how it was decided to achieve the targets at maximum. KIM acknowledged the suggestion. We briefly discussed SBTi targets and determined supplier oversight is low risk for forced labor.

6. **Knight-Swift Transportation Holdings Inc. (KNX):** KNX provides freight transportation services. We emailed KNX following research and encouraged KNX to adopt an independent Chair and to discuss and assess climate-related risks in accordance with TCFD recommendations.

7. **Avnet, Inc. (AVT):** AVT distributes electronic component technology. We emailed AVT following research and noted 20% of the annual cash incentive plan for fiscal year 2024 was composed of goals related to talent retention, diversity and employee engagement. We asked what specific goals are tied to this metric and how they are measured. AVT responded and noted the diversity goals were set at enterprise level for minority representation in the workforce in the U.S., and female career advancement targets globally across the company. At the time, these were measured annually. Engagement goals were measured at the individual NEO level based on engagement score for their organization based on annual employee survey results. Talent retention goals were measured at the individual NEO level based on annual voluntary turnover for their respective organization. We also asked where the majority of AVT's suppliers are located and what the results of the supplier audits are and if there have been any corrective actions taken. AVT noted its suppliers are primarily headquartered in the U.S. and Europe, and many of them have facilities across the various manufacturing hubs around the world. Also, AVT does not audit component suppliers as a matter of course. However, AVT does publish a Global Supplier Quality Handbook that outlines expectations/requirements for supplier compliance in myriad categories. As for supplier audits mentioned in the sustainability report, they are only done on private label SSG PF group, which represents a very small percentage of suppliers, and AVT does not publish the results.

8. **El Pollo Loco Holdings, Inc. (LOCO):** LOCO operates quick-service restaurants. We emailed LOCO following research and encouraged LOCO to eliminate the classified Board structure and publish a sustainability report in accordance with GRI or SASB standards. LOCO responded and highlighted the management proposal to eliminate the classified Board structure at the upcoming annual meeting.

9. **Barrett Business Services, Inc. (BBSI):** BBSI provides business management solutions for small and mid-sized companies. We encouraged BBSI to publish a sustainability report in accordance with GRI and/or SASB.

10. **Laureate Education, Inc. (LAUR):** LAUR offers higher education programs and services. We emailed LAUR following research and asked LAUR to set up a call to discuss sustainability. LAUR noted its ESG statistics have been historically decentralized but last year LAUR consolidated its reporting efforts. We encouraged LAUR to disclose the diversity of the workforce, including gender and racial/ethnic diversity across different levels of the workforce. LAUR noted that given its operational footprint most of its workforce is comprised of underrepresented minorities. LAUR will consider disclosing additional metrics in the future. We encouraged LAUIR to disclose data to back up the use of its professional development programs. LAUR provided additional background on its employee training programs and will consider disclosing these types of statistics in the future. We encouraged LAUR to describe its supplier oversight process. LAUR noted most of its vendors are local to its operational footprint. We noted LAUR's physical presence, with over 50 campuses, and encouraged LAUR to disclose operational environmental metrics including GHG emissions, energy usage (including if any is form renewables), water and waste usage annually. LAUR recognizes it may be necessary in the future to disclose this type of information at the company level. LAUR noted it has some data at the campus level, but it has not yet aggregated this data. LAUR also highlighted the work it's been doing to incorporate

environmental education into its curriculum. Lastly, we noted that we will be withholding votes from Director Judith Rodin (Item 1.8) because the nominee is the governance committee Chair and 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. This will be the third year we've voted this way in a row.

11. **3M Company (MMM):** MMM provides diversified technology services. We emailed MMM following research and encouraged MMM to adopt an independent Chair, to disclose climate change risks and opportunities in accordance with CDP or TCFD, and asked if MMM removed its diversity disclosure.

12. **Caci International, Inc. (CACI):** CACI engages in the provision of expertise and technology to enterprise and mission customers in support of national security in the intelligence, defense, and federal civilian sectors. We emailed CACI following research in March and a call commenced in May. CACI noted Jackie Harding is the EVP of Business Operations and handles ESG. She has established an ESG working group as well. We asked why CACI removed its diversity disclosure. CACI noted they released an ESG report in March right when the executive orders came out and as 95% of its business comes from the federal government, they took an overly cautious stance and removed the disclosure. CACI will consider adding it again in the fiscal year 2025 ESG report. We encouraged CACI to disclose the industry average as it compares to its safety rates in its ESG report. CACI will consider it. We asked what the cost is to procure renewable energy from the grid. CACI is not sure. CACI does not own its facilities and does not have direct control. In the Denver area, CACI participated in a buyback program that is cost neutral and reduces their footprint through renewables. We sent CACI our ESG research review so they could learn from it.

13. **Natural Gas Services Group, Inc. (NGS):** NGS provides natural gas compression equipment, technology, and services to the energy industry. We setup a call to discuss following our annual sustainability research review in April. We noted our preference for an independent Chair. NGS oted the strong lead independent director. NGS confirmed they have 1 minority and 2 women on the Board. We discussed the classified Board structure and the supermajority vote standard. NGS is exploring various solutions, and it remains a top priority to remove legacy governance issues. We noted the annual incentive bonus includes a safety metric weighted at 15%. Safety performance is measured based on TRIR and was paid out at maximum. We asked what the TRIR was in prior years. NGS wasn't sure but knew it was not paid out at maximum in the prior year. The environmental goal is weighed at 5% and is regarding implementing a system to track emissions electronically. We asked if there is a person who oversees ESG at the managerial level. NGS noted there is a VP of HSE. We noted that person should be incentivized to track emissions. NGS noted the emissions tracking is part of the VP of HSE's KPIs for the short-term incentive.

14. **Builders FirstSource, Inc. (BLDR):** BLDR manufactures and supplies building materials, manufactured components, and construction services to professional homebuilders, sub-contractors, remodelers, and consumers. We completed our annual sustainability review in March and set up a call to discuss. We noted we would be supporting the proposal to declassify the Board at the 2025 AGM. We noted BLDR anticipates the 66.67% vote standard will only require light campaigning. We asked about the cost of the campaign. BLDR noted it doesn't cost much at all as the campaigning is mainly part of shareholder outreach. This is the first time the proposal to declassify has been on the ballot. We asked if BLDR still intends to disclose GHG emission reduction targets in 2025. We noted 59% of total 2023 emissions are from the fleet. We asked if the targets will be related to transitioning the fleet. BLDR noted they will be disclosing the targets soon and will address the fleet and facilities emissions. We noted we would like to see disclosed the cost to meet the environmental targets. We asked where the majority of suppliers are located. BLDR noted 2024 raw materials are majority from Canada and Europe with around 4% from South America and Vietnam. We noted we are set to vote against Item 5: Remove the Board Size Range because the proposal would remove the specified range in terms of Board size. BLDR appreciated hearing our policy on Board size and noted their intent is not to grow the Board size but wanted to have flexibility. We discussed ESG metrics in executive compensation as well as GHG emission intensity metrics.

15. **Wolverine World Wide, Inc. (WWW):** WWW makes shoes. We encouraged WWW to eliminate the classified feature of the Board and have all directors elected annually. We also encouraged WWW to use a recognized reporting standard for its sustainability report noting deficiencies for training and safety data as well as whistleblower/code of ethics violation statistics.

16. **Northrim Bancorp (NRIM):** NRIM is an Alaska bank. We encouraged NRIM to publish a sustainability report using a recognized reporting standard such as GRI or SASB and to include, among other things, environmental data including GHG emissions, training hours and whistleblower claim statistics.

17. **Equity LifeStyle Properties, Inc. (ELS):** ELS is a REIT. We emailed ELS following research and encouraged ELS to establish environmental targets and to report on the ethnic/racial diversity of the workforce and management.

18. **Stewart Information Services Corporation (STC):** STC provides title insurance and real estate transaction related services. We emailed STC following research and reiterated our engagement points from last year. We encouraged STC to align its sustainability report with GRI or SASB standards and encouraged STC to report on environmental metrics and supplier oversight.

19. **OceanFirst Financial Corp. (OCFC):** OCFC operates as the holding company for OceanFirst Bank N.A. We emailed OCFC following research and encouraged OCFC to adopt an independent Chair, to report environmental metrics relating to GHG emissions, energy usage, water consumption, and waste generation, and asked where the majority of suppliers/vendors are located. We noted 7.5% of the Cash Incentive Program for executives is based on engagement survey scores, customer satisfaction, Glassdoor ratings and diversity and inclusion, among others. In 2024, the payout was awarded above target at 131% at a 9.8% weighted payout. We asked how the metrics were measured and how it was determined the award would be paid above target.

20. **East West Bancorp, Inc. (EWBC):** EWBC is a holding company for East-West Bank. We emailed EWBC following research and asked if EWBC removed its sustainability report from the website and if so, does EWBC intend to provide updated sustainability disclosure in the future.

21. **Employers Holdings, Inc. (EIG):** EIG provides workers compensation insurance and services. We emailed EIG following research and asked if EIG has a director on the Board who identifies as a racial/ethnic minority. EIG responded and noted they do not ask directors to disclose their ethnicity or race.

22. **Preferred Bank (PFBC):** PFBC is an independent commercial bank. We emailed PFBC following research and noted we have the same suggestions as last year. We encouraged PFBC to adopt an independent Chair and to publish a sustainability report in accordance with GRI and SASB standards.

23. **NCR Voyix Corporation (VYX):** VYX provides digital commerce solutions for retail stores and restaurants. We emailed VYX following research and asked whether VYX still intends to publish a sustainability report, and if so when we should expect its publication.

24. **Sun Country Airlines Holdings, Inc. (SNCY):** SNCY an air carrier company, operates scheduled passenger, air cargo, charter air transportation, and related services. We emailed SNCY following research and encouraged SNCY to declassify the Board. We also asked if SNCY is still planning on publishing a sustainability report.

25. **Murphy USA, Inc. (MUSA):** MUSA engages in marketing of retail motor fuel products and convenience merchandise. We emailed MUSA following research and encouraged MUSA to declassify the Board, to disclose climate change risks and opportunities in accordance with TCFD or CDP, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. We also asked if MUSA plans to set environmental goals.

26. **Harmony Biosciences Holdings, Inc. (HRMY):** HRMY commercial-stage pharmaceutical company, focuses on developing and commercializing therapies for patients with rare and other neurological diseases. We emailed HRMY following research and encouraged HRMY to publish a sustainability report in accordance with GRI or SASB standards and to declassify its Board.

27. **Asure Software, Inc. (ASUR):** ASUR engages in the provision of cloud-based Human Capital Management software solutions. We emailed ASUR following research and encouraged ASUR to publish a sustainability report and encouraged ASUR to adopt an independent Chair.

28. **Haemonetics Corporation (HAE):** HAE a medical technology company, provides suite of medical products and solutions. We emailed HAE following research and asked when HAE expects to publish its next sustainability report. We also asked if HAE aims

to set environmental goals. We also encouraged HAE to disclose waste and water consumption data annually, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken.

29. **Beazer Homes USA, Inc. (BZH):** BZH operates as a homebuilder. We emailed BZH following research and encouraged BZH to adopt an independent Chair, to disclose operational environmental metrics including GHG emissions, energy usage (including if any is form renewables), water and waste usage annually, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken.

30. **Horizon Bancorp, Inc. (HBNC):** HBNC operates as the bank holding company for Horizon Bank that engages in the provision of commercial and retail banking services. We emailed HBNC following research and encouraged HBNC to declassify the Board, disclose workforce diversity data, disclose climate change risks and opportunities in accordance with TCFD or CDP, and to disclose operational environmental metrics including GHG emissions, energy usage (including if any is form renewables), water and waste usage annually. We also asked if a member of management has oversight of ESG.

31. **VTEX (VTEX):** VTEX provides software-as-a-service digital commerce platform for enterprise brands and retailers. We emailed VTEX following research and encouraged VTEX to publish a sustainability report in accordance with GRI or SASB standards.

32. **Calix, Inc. (CALX):** CALX provides cloud and software platforms, and systems and services. We emailed CALX following research and encouraged CALX to publish a sustainability report in accordance with GRI or SASB standards. We also encouraged CALX to report supplier audit data and eliminate the classified Board structure.

33. **Victoria's Secret & Co (VSCO):** VSCO operates as a specialty retailer of women's intimate, and other apparel and beauty products worldwide. We emailed VSCO following review of the 2025 proxy statement in April and noted CEO Super received an annual equity award in the first quarter of fiscal 2025 with an aggregate grant date value of $7,700,000. The award was comprised of 60% PSUs and 40% RSUs. We asked what metrics the PSUs are based on and asked about the corresponding weights. VSCO responded in May and noted the equity award the CEO received in the first quarter of fiscal year 2025 has similar weights and metrics as the fiscal year 2024 award.

34. **Hangzhou Chang Chuan Technology (BMTCW7):** BMTCW7 researches and develops, produces, and sells integrated circuit equipment and high-frequency communication materials. We emailed BMTCW7 following research and encouraged BMTCW7 to produce a sustainability report in accordance with a recognized framework.

35. **Nan Ya Plastics Corp. (1303-TW):** 1303-TW engages in the manufacture and sale of plastic products, polyester fibers, petrochemical products, and electronic materials. We emailed 1303-TW following research and encouraged 1303-TW to disclose information about its employees including diversity of the workforce and management as well as safety programs offered and number of incidents and fatalities annually. We also asked what the cost is of meeting its environmental goals and where the majority of suppliers are located.

36. **Star Bulk Carriers Corp. (SBLK):** SBLK is a dry bulk shipping company. We emailed SBLK following research and encouraged SBLK to declassify the Board, eliminate the supermajority voting provisions and adopt a majority vote standard, and asked what the cost is to meet SBLK's environmental goals and if it would require significant capital expenditure. We noted the three sustainability linked facilities have an annual sustainability margin adjustment mechanism linked to SBLK's commitment to continuously improve the carbon intensity of its fleet in line with the IMO 2030 and 2050 decarbonization targets. We asked if SBLK fails to achieve certain sustainability performance targets, how much will the interest rate increase by and how much will the interest rate decrease by if SBLK achieves certain sustainability performance targets. We also asked what the total expected financial effect is in a worst/best-case scenario.

37. **Orion Group Holdings, Inc. (ORN):** ORN operates as a specialty construction company in the infrastructure, industrial, and building sectors. We emailed ORN following research and asked when ORN expects to publish its next sustainability report.

38. **Motor Parts of America, Inc. (MPAA):** MPAA manufactures, remanufactures, and distributes heavy-duty truck, industrial, marine, and agricultural application replacement parts. We reached out to MPAA to set up a call to discuss sustainability following research. We provided background on our ESG review process and encouraged MPAA to publish a sustainability report in

accordance with GRI or SASB standards. MPAA has been in the process of collecting the necessary information and intends to publish a report by the end of 2025. MPAA noted it is completing a lifecycle analysis. MPAA noted resources are limited. We asked if MPAA plans to set environmental goals. MPAA noted it is something its considered but has not yet been publicly committed to. We also encouraged MPAA to publish additional environmental data annually including the use of renewable energy. We noted MPAA disclosed Scope 1 and 2 emissions data for the first time in 2025. MPAA will consider our feedback. We encouraged MPAA to disclose information on safety results. MPAA noted it has received several awards in this space and will consider disclosing this data in the future. Next, we encouraged MPAA to publish gender and ethnic/racial diversity data across all levels of the workforce. MPAA highlighted 37% of its workforce were women and 73% of U.S. employees were minorities in 2023. MPAA also noted diversity at upper levels. Another suggestion we mentioned was data to back up the use of professional development programs. Lastly, we encouraged MPAA to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken.

39. **Clarus Corp. (CLAR):** CLAR is a designer, developer, manufacturer and distributor of outdoor equipment and lifestyle products. We emailed CLAR following research and asked if any members of the Board of Directors identify as a racial/ethnic minority. We also encouraged CLAR to adopt an independent Chair and to publish a sustainability report in accordance with GRI and SASB standards.

40. **Sterling Infrastructure, Inc. (STRL):** STRL engages in the provision of e-infrastructure, transportation, and building solutions in the United States. We encouraged STRL to disclose full diversity data of its workforce and management including gender and racial/ethnic diversity metrics, to disclose environmental data for its operations including GHG emissions, energy and renewable usage, water and waste annually, to disclose climate change risks and opportunities in accordance with TCFD or CDP and asked where the majority of suppliers are located.

41. **RGC Resources, Inc. (RGCO):** RGCO is a public utility providing energy and related products and services. We emailed RGCO following research and encouraged RGCO to publish a sustainability report in accordance with GRI and SASB standards, to declassify the Board, and to eliminate the supermajority voting provisions and adopt a majority vote standard.

42. **Steris Plc (STE):** STE provides infection prevention products and services worldwide. We emailed STE following review of their executive compensation program. We noticed a little over 50% of the CEO's fiscal year 2024 compensation is based on options. However, it is unclear what the options are based on. It appears maybe the metric is share price premium. We asked how is it measured and what is the threshold, target and maximum and what was the payout of the metric in the prior year. STE noted they utilize performance based options, which are priced 10% above the market when issued. The life of the options are ten years. They vest 25% per year for four years. There aren't any other requirements for vesting other than time, given the premium they are priced at.

43. **Postal Realty Trust Inc. (PSTL):** PSTL is a REIT. We noted that there was no sustainability disclosure and asked PSTL if there was a plan to provide any.

44. **Liberty Energy, Inc. (LBRT):** LBRT is a fracing provider. We advised LBRT that its sustainability report should include environmental goals, supplier oversight activities, whistleblower claims and EEO-1 data.

45. **RBA Global, Inc. (RBA):** RBA operates a marketplace that provides insights, services, and transaction solutions for buyers and sellers of commercial assets and vehicles. We emailed RBA following research and encouraged RBA to disclose data to back up the use of professional development programs and to disclose the number of suppliers audited annually. We also asked if RBA aims to set environmental goals.

46. **Aptiv Plc (APTV):** APTV design, manufacture, and sale of vehicle components. We emailed APTV following research and encouraged APTV to adopt an independent Chair, to disclose complaints made on its whistleblower line, and to disclose the number of suppliers audited annually.

47. **H&R Block, Inc. (HRB):** HRB engages in the provision of assisted and do-it-yourself tax return preparation services to the general-public. We emailed HRB following research and encouraged HRB to disclose complaints made on its whistleblower line,

to disclose more information about supplier oversight, and to also disclose operational environmental data including energy use and if any is from renewables, water, and waste consumption annually. We also asked if HRB's CDP Climate Change response is publicly available.

48. **Covenant Logistics Group, Inc. (CVLG):** CVLG provides transportation and logistics services. We emailed CVLG following research and encouraged CVLG to adopt an independent Chair, to disclose GHG emissions annually, to disclose climate change risks and opportunities in accordance with TCFD or CDP, and to disclose the numerical DOT accident rate year-over-year. We also asked CVLG where the majority of suppliers are located.

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

1. **Zebra Technologies Corporation (ZBRA):** ZBRA provides enterprise asset intelligence solutions in the automatic identification and data capture solutions industry. ZBRA reached out to us for a call prior to the annual meeting. We informed ZBRA that we will be voting against all director nominees due to the classified Board structure. The Board discusses this regularly but prefers the classified Board for the continuity and emphasis on long-term strategy. ZBRA discussed the changes they made to executive compensation following last year's failed say-on-pay vote. The biggest issue last year was the one-time grant to the former CEO. ZBRA committed to avoiding one-time awards going forward, unless there is an extraordinary circumstance. In this year's proxy statement, ZBRA provided enhanced disclosure on the STI plan including clearly stating threshold, target, and maximum goals. ZBRA also provided greater disclosure on severance payments.

2. **Simon Property Group, Inc. (SPG):** SPG is a REIT. SPG reached out to us for a call prior to the annual meeting. SPG explained their dual class share structure. Our governance committee decided to vote against SPG's four governance committee members because this structure enables the Simon family to get 40% of the votes while owning 0.1% of the shares. SPG also discussed say-on-pay. SPG's CEO received a $45 million OPI (other platform investments) award. SPG explained that the OPI award was a formulaic calculation that was approved by shareholders at last year's annual meeting. SPG also used discretion to lower the payout. The governance committee still felt this award was lavish and not warranted. Finally, SPG explained their proposal to change the state of incorporation from Delaware to Indiana. We informed SPG that we intend to vote against this proposal because the benefits of the reincorporation do not outweigh the negative effects on shareholder rights.

3. **Phillips 66 (PSX):** PSX is an energy manufacturing and logistics company. PSX reached out to discuss the proxy contest with Elliot. We asked about the background of the nominees and the expertise they bring to the Board. PSX emphasized the refining experience from Bob Pease, Nigel Hearne, and Lisa Davis. We noted PSX expressed concern over the independence of Elliott's nominees. PSX noted two of Elliots nominees are closely associated with Greg Goff. PSX highlighted the recruitment and vetting process conducted by NomGov, which includes extensive due diligence. PSX offered to collaborate with Elliott to vet its proposed candidates, but PSX noted Elliott instructed its candidates to have no contact with PSX. Without further visibility into these candidates, PSX is unable to determine whether conflicts of interest exist or whether these individuals would be truly independent. We noted Elliot seeks to replace Bob Pease which is a little surprising given the Board worked in collaboration with Elliot the year prior to identify Bob as director. PSX noted Elliott is advocating for a breakup of PSX's business, including the sale of its chemicals business and a sale or spin-off of the midstream business. PSX believes this would be a high-risk, high-cost effort in pursuit of uncertain value informed by temporary market movements. We noted our preference for an independent Chair and asked what is the lowest possible estimated cost of launching a campaign to encourage retail investors to support the proposal to declassify. PSX estimates it would cost around $20 million and PSX has spent around three times that amount on this year's campaign efforts. We noted the TRIR metric in executive compensation could be more rigorous with 0.12 being target not maximum or it should be removed altogether as it is already something engrained into the business. PSX is shifting to injuries from serious incidents and away from TRIR.

4. **Harley Davidson, Inc. (HOG):** HOG manufactures and sells motorcycles. H Partners reached out to discuss their campaign to vote against the election of certain directors at HOG's upcoming annual meeting. H Partners argues HOG's long-tenured directors – Jochen Zeitz (CEO and Chair), Thomas Linebarger (Presiding Director and Board member for 17 years) and Sara Levinson (Board member for 29 years)– have an alarming record of shareholder value destruction and change is overdue. H Partners noted the problem lies in the consolidation of power around the three entrenched directors. H Partners believes the solution is to change the CEO, which would shift

the social structure enough within the Board to move forward. H Partners noted HOG's CFO, is essentially CEO now with Jochen Zeitz as an absentee CEO. If H Partners gained enough withhold votes, they would likely advocate for him to be interim CEO. H Partners would then work collaboratively to find a replacement, whether that be the internal candidate or another external candidate. H Partners believes the Board would be reconstituted quickly given the removal of those three directors. H Partners noted given that Jared Dourdeville, partner at H Partners Management and an independent Board director at HOG since 2022, resigned from the Board for a material disagreement.

5. **Ultra Clean Holdings, Inc. (UCTT):** UCTT develops and supplies critical subsystems, components and parts, and ultra-high purity cleaning and analytical services for the semiconductor industry. UCTT reached out for an engagement call ahead of its 2025 AGM. ISS recommends voting against incumbent Audit Committee members due to concerns about oversight of internal controls, given material weaknesses reported in 2022 and 2023. UCTT noted it has changed external auditors from Moss Adams to PwC, enhancing audit quality. Material weaknesses from 2022 were fully remediated by fiscal year-end 2023. Half of the 2023 weaknesses were remediated by fiscal year-end 2024, with the rest on track for completion by the end of 2025. No new weaknesses were identified in 2024. UCTT also noted many of the material weaknesses identified involved legacy systems, and the PwC auditors wanted UCTT to consolidate to one reporting system. UCTT noted PwC's process is much more robust and the sheer volume of looking at everything has been time-consuming. ISS recommends a vote against say-on-pay. On 03/05/2025, UCTT announced that its CEO, Jim Scholhamer, was departing his role, and UCTT had entered into a Separation Agreement with him. The former CEO would receive a lump sum cash separation payment equal to approximately $2.5 million. ISS takes issue with this $2.5 million separation payment because the CEO will receive sizable severance, which includes the dollar value of certain unvested and outstanding equity awards, upon a resignation which is not clearly involuntary. UCTT explained its CEO was leaving due to a medical condition, and when this became known, the Board determined that it was in the best interests of shareholders to move quickly to ensure continuity in leadership. UCTT noted the separation package the CEO received is substantially less than what he would have received under any involuntary termination scenario. UCTT emphasized that the resignation was not anticipated, and UCTT had envisioned several more years with him as CEO. UCTT believes his leadership and the company's performance under his tenure, and the medical circumstances of his departure warranted a mutually agreed-upon separation arrangement. The former CEO remains available to assist with the CEO transition.

6. **Vallourec SA (VK-FR):** VK-FR engages in the production of tube products and steel fabrication. VK-FR reached out to discuss Chair/CEO compensation and the LTIP. We informed VK-FR that Boston Partners intends to vote against the Chair/CEO compensation because VK-FR fails to disclose specific target metrics for the annual bonus. VK-FR explained that their business is volatile, and they do not feel comfortable disclosing forward-looking targets. We also expressed concerns with the compensation plan not being sufficiently long-term oriented. VK-FR noted that they did not grant any additional preferred shares under the MEP in 2024, as a result of shareholder feedback. Nonetheless, we emphasized that there appears to be a significant pay-for-performance misalignment. We informed VK-FR that Boston Partners intends to vote against the proposal to authorize issued capital for use in the LTIP. VK-FR does not disclose performance criteria because they are still working on developing a new LTIP structure. VK-FR noted that the vesting period was two years last year, but this year it is no less than two years. We mentioned our preference for at least three years, which is aligned with standard market practice. VK-FR agreed that three years is market practice, and they plan on moving to three years. VK-FR also noted that the Chair/CEO does not benefit from this plan.

7. **Harley Davidson, Inc. (HOG):** HOG manufactures and sells motorcycles. HOG reached out to discuss the proxy contest with H Partners. H Partners is conducting a campaign to vote against the election of these three directors. The Board members targeted by this campaign believe they have valuable insight into HOG and that, especially during a CEO transition, they can be helpful. HOG noted these directors have already committed to stepping down after the succession process is completed. HOG emphasized that selecting the next CEO is a major decision. External consultants have been hired to conduct the search. The current CFO is the internal candidate under consideration, along with external candidates, but HOG is not ready to proceed with any of them yet. Jochen Zeitz (CEO) has been excluded from the process entirely and has not attended any meetings. Jochen believes it's important to remain removed from the selection process but emphasized that once a new CEO is selected, he intends to help with the transition in any way he can. HOG does not want to rush this process and is committed to doing proper due diligence to select the right candidate. We asked, given the track record and the impending departure of the three Board

members, why they should be involved in the CEO selection. HOG's goal is to bring in the best candidate, not just the internal option on hand. The directors stepping down are taking a quieter approach, in contrast to H Partners' portrayal. HOG emphasized these outgoing directors are not pushing for any particular candidate. HOG noted once a CEO is selected, Jochen will assist with the transition and once that's completed, plans to step down within the 2025 calendar year. Following Board refreshment, HOG believes it will have the right mix of qualified members to bring a fresh perspective.

8. **United Airlines Holding, Inc. (UAL):** UAL provides air transportation services. UAL reached out ahead of its 2025 AGM. We are voting in line with management on all items, except the shareholder proposal. We support shareholder proposals requesting the right to call a special meeting as long as the proposed ownership threshold is at least 10% of the company's shares outstanding. UAL noted it conducts both offseason and in season engagement with shareholders because UAL values shareholder feedback and wants to ensure it is available. We encouraged UAL to disclose complaints made on its whistleblower line. UAL noted it is not something they've historically disclosed, but something they may consider in the future. UAL noted the internal ethics line review process. We encouraged UAL to disclose data to back up the use of its professional development programs by employees including the average hours of training per employee annually and/or total spend on training programs annually. UAL described its training program and noted many of its programs are lengthy, some spanning six months. UAL also noted its online e-learning programs, which include more than 2,000 available courses. Lastly, UAL also highlighted its new mentorship program. We noted supplier risk is low given the nature of suppliers but asked whether UAL has considered providing additional disclosure on UAL's internal procurement processes. We noted this is closely tied to regulatory requirements. UAL shared its supplier's onboarding process, and the management of existing suppliers. UAL noted oversight varies based on the category of products or services provided and overall supplier spend.

9. **Phillips 66 (PSX):** PSX operates as an energy manufacturing and logistics company. Elliot Management reached out to discuss their campaign to vote against the election of certain directors at PSX's upcoming AGM. Elliot's goal in this engagement is to improve the accountability of PSX's Board by adding credible directors to mandate change and unlock substantial value. Elliot believes PSX is profoundly undervalued and sees a very compelling opportunity as a for-profit enterprise. Elliot provided background on Bob Pease's appointment. Elliot offered several candidates with refining experience. After just over a month, PSX had already interviewed its selection of candidates and manufactured a conflict of interest with the individuals Elliot had provided. PSX decided to support Bob Pease and add him to the Board in 'collaboration' with Elliot. After 22 days of Pease being on the Board, PSX voted to combine the Chair/CEO positions. Bob Pease had previously stated his opposition to a combined Chair/CEO role and advocated for Chair independence as best-in-class governance practices. Elliot believes PSX needs a catalyst for change and thinks new independent Board members will be able to do just that. Elliot's director nominees are Stacy Nieuwoudt, Mike Heim, Sig Corenelius and Brian Coffman. We asked for additional information on their independence, as PSX's materials argue they are not independent because of relationships with Gregory Goff. Stacy Nieuwoudt and Mike Heim noted prior to this engagement neither of them knew anyone on the Elliot team nor Greg Goff. Greg noted his history with Brian Coffman, as they worked together at COP previously. Greg also noted his relationship with Sig Cornelius having worked together at COP as well. Elliot noted they are hoping to get constructive engagement on the Board. Supporting the status quo would mean supporting PSX. We noted we support the declassification of the Board. We asked about Glass Lewis and the split vote. Elliot noted they have no insight into the split vote, but nothing negative was said about Stacy within the research.

10. **Tutor Perini Corporation (TPC):** TPC is a construction company. TPC reached out to discuss executive compensation and the compensation committee's response to shareholder feedback. TPC's long-time CEO transitioned to executive Chair at the beginning of 2025. He will serve as executive Chair for two years. The compensation committee is working carefully to align their executive compensation plan with peers going forward. The compensation committee made significant progress in 2024, but they need more time to fully convert the compensation plan. This is the first year that TPC has adopted a majority vote standard for director elections with a mandatory resignation policy. We noted our concerns with fourteen consecutive years of failed say-on-pay proposals dating back to 2011. We also expressed concern with the 15% weighting of the former CEO's STI relating to individual performance targets that were not disclosed but achieved at maximum. TPC noted that this portion usually includes predetermined qualitative targets. We highlighted that the maximum payout of the STI at 350% of base salary is significantly higher than peers. This led to the STI paying out at 280% of base salary in 2024, despite negative pre-tax income. TPC noted

that the new CEO's STI will be more in line with peers. We mentioned concerns with significant perks for the former CEO. TPC noted that the main concern was the former CEO's use of the company aircraft. The new CEO's use of the company aircraft will be limited to about half of the former CEO's use. We asked if the compensation committee has committed to avoid entering into agreements with executives that provide guaranteed bonuses or accelerated equity awards upon a voluntary termination. TPC noted that compensation committee did not enter into any agreements with these problematic pay practices in 2024, but the committee did not explicitly commit to avoiding these in the future.

11. **Landstar System, Inc. (LSTR):** LSTR provides integrated transportation management solutions. LSTR reached out to discuss the say on pay proposal on the ballot at the 2025 AGM. We discussed the short-term incentive specifically how it is calculated. The CEO's target value was 100% of his base salary, and his maximum payout was capped at $3 million. However, the threshold goal was not met and no NEOs received a payout for the second consecutive year. The new CEO sign-on awards were valued at $12 million, of which $10 million is PSUs. ISS took issue with the magnitude of the award as it relates to peers. We noted the equity award arrangements provide for automatic accelerated vesting upon a change-in-control. LSTR noted there is no acceleration of the PSUs but for the RSUs upon change in control those would accelerate.

12. **FirstEnergy Corp. (FE):** FE engages in the generation, distribution, and transmission of electricity. FE reached out to discuss items up for vote at the 2025 AGM. ISS recommends a vote against the Chair of the Governance, Corporate Responsibility and Political Oversight Committee due to FE removing its target to achieve a 30% reduction in GHG emissions by 2030 from a 2019 baseline. FE noted in West Virginia they have a fully integrated utility and are running the generation there with two coal plants that they own and operate. The end of useful life date is 2035 for Fort Martin and 2040 for Harrison. FE is required to fill out its Integrated Resource Plan every 5 years in West Virginia because the state wants to make sure they have enough resources, and they need more dispatchable generation in the state and FE is exploring what other sources of generation may be available. FE is unable to say they can shut the coal plants down without saying they can fully replace those with an alternative. Natural gas is a growing resource, and FE was under the impression back in 2018/2019 when they set the goal that natural gas would be winning the day and expected to not be running the coal facilities as much. However, coal is more economical. We noted 99% of Scope 1 emissions are from coal generation and 1% from SF6 leaks from transmission and distribution equipment and the mobile fleet (mostly vehicles). We noted FE has a goal to achieve electrifying 30% of light-duty and aerial truck fleets by 2030 and 100% by 2050. We noted we would not want FE to spend significant capital to replace the fleet to only reduce a small amount of emissions. FE noted the fleet strategy is an asset replacement program and makes economic sense. We also discussed diversity targets and diversity metrics included in executive compensation.

13. **The Gap, Inc. (GAP):** GAP operates as an apparel retail company. GAP reached out for an engagement call ahead of its 2025 AGM. We are set to vote in line with management on all items except one. ISS recommends a vote against a director nominee because he serves as a non-independent member of a key committee. We asked GAP to explain the Board's rationale for having Robert Fisher as the Chair of the Governance and Sustainability Committee. GAP is primarily owned by the Fisher family, who co-founded the company and own around 40% of the shares. The NYSE does not restrict GAP from naming Fisher as independent. The Board determined that Fisher does not have, nor has had, relationships that would cause him to be considered non-independent. GAP also noted that ISS typically considers Fisher as non-independent solely due to his stock ownership. GAP noted that NYSE guidance indicates that ownership of even a significant amount of stock does not preclude a finding of independence. Therefore, after considering these factors, the Board concluded that there are no material relationships between the Company and Fisher that would affect his independence. GAP also noted Robert has historically received high support from shareholders. Fisher is an integral part of GAP's strategy and provides critical knowledge to the Board. GAP also noted Board refreshment has been excellent.

14. **The Allstate Corporation (ALL):** ALL provides property and casualty, and other insurance products. ALL reached out for an engagement call ahead of the 2025 AGM. We noted we buy ISS research which applies our custom proxy policy. ISS has not yet released its research. We noted our preference for an independent Chair. ALL will continue to assess what's right for the business and believe having flexibility to decide what governance structure is best is crucial. ALL noted our previous request for whistleblower line statistics. ALL noted it has a comprehensive process for triaging its internal hotline and anonymous reporting system. ALL noted Glass Lewis took issue with its diversity reporting in its 2025 Proxy Statement. However, ALL highlighted the

extensive diversity on its Board. We asked if ALL expects ISS to take issue with say-on-pay this year. ALL does not anticipate ISS taking issue with say-on-pay. We asked ALL's rationale for removing the 10% inclusive diversity and equity metric in executive compensation, which was added in 2023 based on shareholder feedback. ALL noted it was to avoid any legal risk. For PSAs granted in 2025, the performance measures were revised to focus solely on objective (Average Performance Net Income ROE-60%) and relative (TSR-40%) financial metrics. We encouraged ALL to ensure its diversity metrics do not include quotas or anything that would put ALL at legal risk. We noted our next annual research review is coming up sometime this month or next.

15. **The Carlyle Group Inc. (CG):** CG is an investment firm specializing in direct and fund of fund investments. CG reached out to discuss say-on-pay prior to the annual meeting. We noted our concern with excessive CEO pay relative to peers. CG noted that the ISS peer group is not an accurate representation of the companies that they compete with for talent. Additionally, some of CG's peers are private companies that do not file proxy statements. CG uses a compensation advisor to help them understand those peers' compensation programs. We expressed concern with the 2024 Stock Price Appreciation PSU award to the CEO after he already received a massive sign-on equity award beginning in 2023. In the 2023 proxy statement, CG stated that the CEO's sign-on equity award would serve as his only equity award opportunity for his initial five years of employment. CG noted that they needed a major restructuring of the compensation program, and the CEO was instrumental in making changes. The CEO is focused on aligning fund managers and executives with shareholders through equity compensation. The program requires outperformance to achieve upside. The CEO is focusing on having the entire organization aligned from top to bottom. Prior to this plan, CG had highly compensated decision makers that were not tied to shareholder results.

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

1. **Novo Nordisk A/S (NOVO.B-DK):** NOVO.B-DK is a global healthcare company. NOVO.B-DK responded to our proxy letter regarding abstaining from voting for two director nominees because NOVO.B-DK maintains a dual-class share structure with unequal voting rights, and the two candidates represent the primary beneficiary of the superior voting rights. NOVO.B-DK explained that the dual-class share structure has been in place since 1971. Class A shares have 10x voting rights compared to Class B shares. The Class A shares are all indirectly owned by a foundation which main purpose is to support NOVO.B-DK and to give grants to society, while all Class B shares are listed. NOVO.B-DK claims that this share structure is not uncommon in Denmark. The dual-class share structure enables NOVO.B-DK to have a long-term focus while at the same time being held accountable by the capital markets.

2. **Sandoz Group AG (SDZ-CH):** SDZ-CH engages in focusing on generic pharmaceuticals and bio similar medical products. SDZ-CH responded to our proxy letter regarding our votes against the proposal to transact other business. SDZ-CH explained that this is a "standard" agenda item, which all listed companies in Switzerland include.

3. **Independent Bank Corporation (IBCP):** IBCP is a bank holding company. IBCP responded to our proxy letter regarding our votes against director nominees due to the classified Board structure. IBCP confirmed receipt of our letter and will share our feedback with the Board.

4. **ING Groep NV (INGA-NL):** INGA-NL is a global financial institution. INGA-NL responded to our proxy letter regarding our votes against the proposal to authorize the Board to exclude pre-emptive rights from share issuances. INGA-NL will pass along our feedback to the Board.

5. **FMC Corporation (FMC):** FMC is an agricultural sciences company. FMC responded to our proxy letter regarding our votes against say-on-pay and for the shareholder proposal to provide the right to call special meetings at 10%. FMC appreciated our feedback and will pass it along to management.

6. **Chemical Works of Gedeon Richter Plc (RICHT-HU):** RICHT-HU engages in the development and manufacture of pharmaceuticals. RICHT-HU responded to our proxy letter regarding our votes against the remuneration report and against the share repurchase program. RICHT-HU acknowledged the concerns with their remuneration report and they will work to make improvements going forward. Regarding the share buyback authorization, RICHT-HU believe it serves the best interest of all shareholders. Technically RICHT-HU does not need to buy additional shares to serve the stock-based incentive plans, they are all

well-funded by existing treasury shares. Buyback authorization is normally needed to provide flexibility for the Board to use this channel of shareholder distribution open.

7. **Coca-Cola FEMSA SAB de CV (KOF):** KOF produces, markets, sells, and distributes Coca-Cola trademark beverages. KOF responded to our proxy letter regarding our votes against a director nominee due to overboarding concerns. KOF acknowledged the receipt of our letter and will review our comments with the appropriate individuals within the organization.

8. **TechnipFMC plc (FTI):** FTI engages in the energy projects, technologies, systems, and services businesses. FTI responded to our proxy letter regarding our votes against the authorization of equity without pre-emptive rights. FTI forwarded our letter to the appropriate parties and plans on setting up a call to discuss our feedback.

9. **Unitil Corporation (UTL):** UTL engages in the distribution of electricity and natural gas. UTL responded to our proxy letter regarding our withhold vote for all director nominees due to the classified Board structure. UTL has passed our letter to the Nominating and Governance Committee for review at the next committee meeting.

10. **Jeronimo Martins SGPS SA (JMT-PT):** JMT-PT engages in the production, distribution, and sale of food and other fast moving consumer goods product. JMT-PT responded to our proxy letter regarding our votes against the remuneration report. JMT-PT informed us that the proposal was approved by shareholders, but they have shared our letter with the remuneration committee.

11. **A. O. Smith Corporation (AOS):** AOS manufactures and markets residential and commercial gas and electric water heaters, boilers, heat pumps, tanks, and water treatment products. AOS responded to our proxy letter regarding our votes against all director nominees due to the Board's successive years of poor responsiveness to multiple directors failing to receive majority support and because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. AOS feels its share structure is a benefit to its company and shareholders as it gives AOS the ability to think and make decisions for the long term. There are provisions in place to sunset the structure should Class A ownership fall below a certain threshold, but it is unlikely that it will occur in the foreseeable future. The Smith family has the ability to elect two-thirds of the Board, however there is only one Smith family member on the Board at this time (historically there have been two). The remaining Board members (with the exception of the employee Board member) are independent c-suite level executives who are highly qualified to be a part of the Board. AOS uses Korn Ferry and other professional Board search firms to help identify Board candidates when a position becomes available.

12. **UTZ Brands, Inc. (UTZ):** UTZ engages in manufacture, marketing, and distribution of snack foods. UTZ set up a call to discuss our proxy letter regarding our withhold votes for all director nominees because UTZ maintains a classified Board structure and a supermajority voting requirement to enact certain changes to the governing documents. UTZ explained that the classified Board is mandated by their governing documents as part of their de-SPAC. UTZ has been a publicly traded company for just over four years. The classified Board structure helped maintain stability for the first few years. UTZ reevaluates the Board structure each year. UTZ expects to declassify the Board at some point but does not have a set timeline. UTZ noted that the change would require 80% shareholder approval, which would take some effort to attain.

### Proxy Voting:

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

1. **Primo Brands Corporation (PRMB):** Withheld votes from three director nominees because they are non-independent and a member of a key committee.

2. **Lantheus Holdings, Inc. (LNTH):** Voted against all director nominees because the company maintains a classified Board structure. Voted for the shareholder proposal to declassify the Board.

3. **The Hackett Group, Inc. (HCKT):** Voted against all director nominees because the company maintains a classified Board structure. Voted against say-on-pay because there are structural concerns regarding the LTI program, given the magnitude of the award. Overall pay for one non-CEO executive is also relatively high due to the one-time award. Lastly, the STI and LTI programs utilize overlapping metrics and performance periods.

4. **Par Pacific Holdings, Inc. (PARR):** Voted against three compensation committee members because there is no say-on-pay proposal and there is an unmitigated pay-for-performance misalignment and problematic pay practices. The goals used in the incentive programs are not disclosed and majority of equity awards are time-based. The company also provided poor disclosure on the revised performance metrics for previously granted equity awards, which resulted in the vesting of such awards. Further, the company accelerated the vesting of the former CEO's equity awards upon his retirement.

5. **Holley Inc. (HLLY):** Withheld votes from all director nominees because the company maintains a classified Board structure and supermajority vote requirements to enact certain changes to the governing documents. Additionally, there is a pay for performance misalignment for the year under review. The committee provided bonus payments when performance goals were unmet and the performance goals for short- and long-term incentive plans were not disclosed.

6. **Polaris Inc. (PII):** Voted against all director nominees because the company maintains a classified Board structure.

7. **Bowhead Specialty Holdings Inc. (BOW):** Withheld votes from all director nominees because the company maintains a classified Board structure and supermajority vote requirements to enact certain changes to the governing documents.

8. **Halozyme Therapeutics, Inc. (HALO):** Voted against all director nominees because the company maintains a classified Board structure.

9. **Horizon Bancorp, Inc. (HBNC):** Voted against all director nominees because the company maintains a classified Board structure.

10. **CMS Energy Corporation (CMS):** Voted against a director nominee due to overboarding concerns. Voted for the shareholder proposal to provide the right to call special meetings at 10%.

11. **Dover Corporation (DOV):** Voted for the shareholder proposal to require an independent Chair.

12. **Smurfit WestRock Plc (SW):** Voted against the authorization of equity without pre-emptive rights because the stock that could be issued represents more than 10% of the current outstanding shares.

13. **Air Lease Corporation (AL):** Voted against say-on-pay because the company paid significant severance upon an executive's retirement.

14. **AMN Healthcare Services, Inc. (AMN):** Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

15. **Berkshire Hathaway Inc. (BRK.B):** Withheld votes from the four members of the governance committee because the company maintains a dual class share structure. Withheld votes from the four members of the compensation committee because there have been persistent concerns regarding pay practices and disclosures. Withheld votes from the lead independent director and audit committee Chair, because the company is a significant GHG emitter, but has not taken the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy.

16. **RB Global, Inc. (RBA):** Voted against the shareholder rights plan because we do not support proposals to ratify a poison pill.

17. **Proficient Auto Logistics, Inc. (PAL):** Withheld votes from four director nominees due to a pay-for-performance misalignment, the supermajority vote requirement to enact certain changes to the governing documents, and the lack of minority representation on the Board.

18. **Omnicom Group Inc. (OMC):** Voted for the shareholder proposal to require an independent Chair.

19. **Intel Corporation (INTC):** Voted against say-on-pay because the committee provided problematic cash severance to the former CEO and provided a large sign-on award for the incoming CEO. Voted against the equity plan because the plan cost is excessive, the disclosure of change-in-control vesting treatment is incomplete or is otherwise considered discretionary, and the plan allows broad discretion to accelerate vesting. Voted for the shareholder proposal to provide the right to act by written consent.

20. **Ternium SA (TX):** Voted against director remuneration because the remuneration for the Chair is excessive compared to market standards. Voted against the proposal to renew authorization of share capital and related authorizations and waivers because

it allows the company to issue shares without pre-emptive rights in excess of the 10% guideline and the authorization is also in excess of the 50% guideline for issuances with pre-emptive rights.

21. **Blade Air Mobility, Inc. (BLDE):** Withheld votes from all director nominees because the company maintains a classified Board structure. Withheld votes from the governance committee Chair because the company maintains a supermajority vote requirement to enact certain changes to the governing documents. Voted against say-on-pay because the CEO's pay was very high due to outsized equity awards. Specific LTIP performance goals were not disclosed, awards vest based on trailing four-quarter performance periods, a large portion of awards are based on the same metric used under the short-term incentive program, and a portion of awards may vest based on alternative goals even if the original performance metric is not achieved.

22. **RenaissanceRe Holdings Ltd. (RNR):** Voted against all director nominees because the company maintains a classified Board structure. Additionally, concerns were raised that the Board does not have any underrepresented directors.

23. **Valero Energy Corporation (VLO):** Voted against say-on-pay because significant concerns are raised by a recent pay decision. In February 2025, the committee changed in-flight equity awards, including removing a vesting cap feature for negative absolute TSR. The cap was recently added in response to shareholder feedback after receiving low say-on-pay support.

24. **NVR, Inc. (NVR):** Voted for the shareholder proposal to reduce the ownership threshold to call special meetings from 25% to 10%.

25. **Loomis AB (LOOMIS-SE):** Voted against the reelection of directors because one of the directors is considered overboarded, less than half of the remuneration committee is independent, and the Chair of the audit committee is non-independent. Voted against the LTIP plan because the EPS metric, which makes up 84% of the plan, is measured annually.

26. **Clarivate Plc (CLVT):** Voted against the equity plan because the plan cost is excessive; change-in-control vesting treatment is discretionary; the plan permits liberal recycling of shares; and the plan allows broad discretion to accelerate vesting.

27. **Edenred SE (EDEN-FR):** Voted against the CEO/Chair's compensation due to flaws in the LTI plan. In the 2022 LTI plan, both the EBITDA and CSR related criteria reached their individual max cap while relative TSR was not wholly achieved and vested below median performance. Under the 2024 LTI plan, the criteria related to the EBITDA and relative TSR would allow vesting below guidance/median. Additionally, the targets underlying the CSR criteria of the 2024 LTI plan are not stringent enough since they are already achieved.

28. **Tronox Holdings Plc (TROX):** Voted against a director nominee due to overboarding concerns. Voted against the authorization of equity without pre-emptive rights because the stock that could be issued represents more than 10% of the current outstanding shares.

29. **Gilead Sciences, Inc. (GILD):** Voted for the shareholder proposal to require an independent Chair. Voted for the shareholder proposal to adopt a comprehensive human rights policy and human rights due diligence process because the request is not overly onerous, human rights is a material risk factor, and GILD's peers have these policies and processes in place.

30. **Essent Group Ltd. (ESNT):** Withheld votes from all director nominees because the company maintains a classified Board structure.

31. **ZimVie Inc. (ZIMV):** Voted against say-on-pay because the company converted the NEOs' outstanding 2023 PRSUs into time-vesting awards.

32. **Arch Capital Group Ltd. (ACGL):** Voted against all director nominees because the company maintains a classified Board structure. Voted for the report on the effectiveness of DEI efforts because this would allow shareholders to better assess the effectiveness of the company's workforce initiatives and the management of related risks.

33. **Metallus Inc. (MTUS):** Withheld votes from all director nominees because the company maintains a classified Board structure.

34. **AMETEK, Inc. (AME):** Voted against all director nominees because the company maintains a classified Board structure.

35. **Dundee Precious Metals Inc. (DPM-CA):** Voted against the shareholder rights plan because we do not support proposals to ratify a poison pill.

36. **Stadler Rail AG (SRAIL-CH):** Voted against the nomination committee Chair, Christoph Franz, because the Board is insufficiently gender diverse. Voted against the non-independent compensation committee members because the committee is not majority independent. Voted against the remuneration report because there is insufficient ex-post disclosure to explain the evolution of variable payouts versus company performance; there is no standalone long-term incentive component that measures performance over a multi-year period; and the report does not directly address low shareholder support on the prior vote. Voted against other business because the details have not been disclosed.

37. **Zhejiang NHU Co. Ltd. (BD5CH6):** Voted against the proposal to approve the bill pool business because there is a lack of disclosure on the pertinent details for shareholders to effectively assess the associated risks.

38. **Prologis, Inc. (PLD):** Voted for the shareholder proposal to reduce the ownership threshold to call special meetings from 20% to 10%.

39. **Koppers Holdings Inc. (KOP):** Voted against the equity plan because the plan cost is excessive; the disclosure of change-in-control vesting treatment is incomplete or otherwise discretionary; the plan permits liberal recycling of shares; and the plan allows broad discretion to accelerate vesting.

40. **Westlake Corporation (WLK):** Withheld votes from all director nominees because the company maintains a classified Board structure.

41. **Noble Corporation plc (NE):** Voted against the authorization of equity without pre-emptive rights because the stock that could be issued represents more than 10% of the current outstanding shares.

42. **United Rentals, Inc. (URI):** Voted for the shareholder proposal to reduce the ownership threshold to request action by written consent from 15% to 10%.

43. **C.H. Robinson Worldwide, Inc. (CHRW):** Voted against the equity plan because the plan cost is excessive; the estimated duration of available and proposed shares exceeds six years; change-in-control vesting treatment is discretionary; and the plan allows broad discretion to accelerate vesting.

44. **V2X, Inc. (VVX):** Voted against all director nominees because the company maintains a classified Board structure.

45. **United Parcel Service, Inc. (UPS):** Voted against all governance committee members because the company maintains a dual class share structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. Voted for the shareholder proposal to approve the recapitalization plan for all stock to have one-vote per share.

46. **DTE Energy Company (DTE):** Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

47. **Leons Furniture Limited (LNF):** Withheld votes from Terry Leon and Eddy Leon because they are non-independent and a member of a key committee. Withheld votes from Terry Leon, Eddy Leon, and Alan Lenczner for serving as members of the compensation committee, which is responsible for extending interest free loans totaling over $25.4M to eligible participants under the Management Share Purchase Plan. Withheld votes from Terry Leon, Eddy Leon, and Lewis Leon for serving as executive directors on the on a Board that lacks a nominating committee. Voted against the management share repurchase plan because the plan does not have a disclosed limit on employee purchases (percentage of employee compensation or otherwise) through interest-free company loans under plan which amount to an extraordinary $25.4M as of December 31, 2024. Voted against other business because the details have not been disclosed.

48. **Cenovus Energy Inc. (CVE):** Voted against a director nominee due to overboarding concerns.

49. **Allianz SE (ALV-DE):** Voted against the remuneration policy because pension contributions would remain at 50% of base salaries. Moreover, the CEO contribution of EUR 1.05 million is significantly higher than peers. The LTIP vesting curve provides

for payouts for up to 50 percentage points of underperformance. Finally, the derogation clause does not specify any limitations for deviations that may be applied.

50. **Norsk Hydro ASA (NHY-NO):** Voted against the remuneration statement because of the backward-looking performance period of the company's LTIP.

51. **Ranger Energy Services, Inc. (RNGR):** Withheld votes from all director nominees because the company maintains a classified Board structure. Additionally, withhold votes were warranted because the Board has failed to remove the supermajority vote requirement to enact certain changes to the governing documents.

52. **Teleflex Incorporated (TFX):** Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

53. **WH Group Limited (288-HK):** Voted against the authorization of the reissuance of repurchase shares because this would cause the aggregate share issuance limit to exceed 10% for cash and non-cash consideration and the discount limit has not been specified.

54. **Colgate-Palmolive Company (CL):** Voted for the shareholder proposal to require an independent Chair.

55. **AbbVie Inc. (ABBV):** Voted against all director nominees because the company maintains a classified Board structure. Voted for the shareholder proposal to adopt a simple majority vote standard because eliminating the supermajority vote requirements improves shareholder rights.

56. **NiSource Inc. (NI):** Voted for the shareholder proposal to reduce the ownership threshold to call special meetings from 25% to 10%.

57. **Ares Capital Corporation (ARCC):** Voted against all director nominees because the company maintains a classified Board structure and a charter that provides the Board with the exclusive right to amend the bylaws.

58. **GXO Logistics, Inc. (GXO):** Voted against a director nominee because he is non-independent and a member of a key committee.

59. **Group 1 Automotive, Inc. (GPI):** Voted for the shareholder proposal to adopt a simple majority vote standard because eliminating the supermajority vote requirements improves shareholder rights.

60. **biote Corp. (BTMD):** Withheld votes from all director nominees because the company maintains a classified Board structure. Additionally, the Board failed to address the material weakness in the company's internal controls over consecutive years.

61. **Hub Group, Inc. (HUBG):** Withheld votes from two director nominees due to their ownership of the supervoting shares provides them with voting power control of the company. Withheld votes from all governance committee members because the company maintains a multi-class share structure that is not subject to a reasonable time-based sunset provision.

62. **Loews Corporation (L):** Voted against a director nominee because he failed to attend at least 75% of his total Board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. Voted against the equity plan because the plan cost is excessive; the estimated duration of available and proposed shares exceeds six years; and the plan allows broad discretion to accelerate vesting.

63. **Cactus, Inc. (WHD):** Voted against the equity plan because the plan cost is excessive; the estimated duration of available and proposed shares exceeds six years; the disclosure of change-in-control vesting treatment is incomplete or is otherwise considered discretionary; and the plan allows broad discretion to accelerate vesting. Voted for the adoption of an annual say-on-pay frequency because it gives shareholders a regular opportunity to opine on executive pay.

64. **Cummins Inc. (CMI):** Voted for the shareholder proposal to require an independent Chair.

65. **First American Financial Corporation (FAF):** Voted against all director nominees because the company maintains a classified Board structure. Voted for the shareholder proposal to adopt a simple majority vote standard because eliminating the supermajority vote requirements improves shareholder rights.

66. **Carriage Services, Inc. (CSV):** Withheld votes from all director nominees because the company maintains a classified Board structure.

67. **Prudential Financial, Inc. (PRU):** Voted for the shareholder proposal to require an independent Chair.

68. **Coca-Cola Consolidated, Inc. (COKE):** Withheld votes from five executive committee members because the company maintains a multi-class structure that is not subject to a reasonable time-based sunset provision. Additionally, three director nominees are non-independent and a member of a key committee.

69. **Lumine Group Inc. (LMN-CA):** Withheld votes from a director nominee because he is non-independent and a member of a key committee.

70. **Wen's Foodstuff Group Co., Ltd. (BD5CPT):** Voted against the proposal to approve related party transactions because these transactions include mutual investments with related parties in private equity funds, and there is insufficient information for shareholders to decide on the fairness of terms. Voted against the proposal to approve the provision of guarantee because the level of guarantee to be provided to some of its subsidiaries is disproportionate to the level of ownership in the said subsidiaries without sufficient justification.

71. **Covenant Logistics Group, Inc. (CVLG):** Withheld votes from three governance committee members because the company maintains a multi-class share structure that is not subject to a reasonable time-based sunset provision. Voted against the proposal to increase authorized common stock because the increase of 100% is above the authorized threshold of 50% of current authorized shares and the Board does not provide a specific reason for the request.

72. **Everest Group, Ltd. (EG):** Voted against four nominating committee members because the Board does not have any underrepresented directors. Our governance committee decided votes against these directors are warranted because there is no discussion in the proxy statement about selecting from a diverse pool of qualified candidates and due to the lack of response by the company when we reached out.

73. **State Street Corporation (STT):** Voted for the shareholder proposal to require an independent Chair.

74. **Universal Health Services, Inc. (UHS):** Voted against all director nominees because the company maintains a classified Board structure. Voted for the shareholder proposal to declassify the Board.

75. **Dennys Corporation (DENN):** Voted for the shareholder proposal to provide the right to call special meetings at 15%.

76. **American International Group, Inc. (AIG):** Voted against three compensation committee members due to the committee's poor responsiveness to last year's low say-on-pay vote result. Voted against say-on-pay because the shareholder feedback disclosure does not clearly indicate shareholders' concerns that led to the low vote result and the company's disclosed responses to the feedback do not represent any new meaningful changes or commitments. Additionally, an unmitigated pay-for-performance misalignment exists for the year in review. The STI program is less complex in 2024, which is positive. However, several STI financial metrics were set at a less challenging level compared to the prior year's results and the program is heavily reliant on individual performance determinations. These STI concerns are exacerbated given the CEO's maximum payout. Further, while the CEO's LTI awards are majority performance-conditioned, the proxy does not disclose forward-looking PSU goals. Closing-cycle disclosure also indicates some goal rigor concerns with the relative TSR metric, for which the weighting has recently increased.

77. **Minerals Technologies Inc. (MTX):** Voted against all director nominees because the company maintains a classified Board structure.

78. **Molson Coors Beverage Company (TAP):** Withheld votes from three audit committee members because the ratification of auditors is not on the ballot for shareholder vote.

79. **Elevance Health, Inc. (ELV):** Voted for the report on the effectiveness of DEI efforts because this would allow shareholders to better assess the effectiveness of the company’s workforce initiatives and the management of related risks.

80. **Enact Holdings, Inc. (ACT):** Withheld votes from a director nominee because he is non-independent and a member of a key committee.

81. **Kronos Worldwide, Inc. (KRO):** Withheld votes from all five audit committee members because the ratification of auditors is not on the ballot for shareholder vote. Withheld votes from all three non-independent directors because the company lacks a formal nominating committee. Withheld votes from a director nominee due to overboarding concerns. Voted against say-on-pay because the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics, if any, used to determine variable pay amounts.

82. **Advance Auto Parts, Inc. (AAP):** Voted for the shareholder proposal to adopt a share retention policy for senior executives because the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.

83. **Advanced Micro Devices, Inc. (AMD):** Voted against the proposal to increase authorized common stock because the increase of 56.3% is above the authorized threshold of 50% of current authorized shares and the Board does not provide a specific reason for the request. Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

84. **Cathay Pacific Airways Limited (293-HK):** Voted against three director nominees because they are non-independent and the Board is less than one-third independent. Voted against a director nominee due to overboarding concerns. Voted against the authorization of equity without pre-emptive rights because the stock that could be issued represents more than 10% of the current outstanding shares.

85. **Wanhua Chemical Group Co., Ltd. (BP3R3S):** Voted against the 2024 Investment Plan and 2025 Investment Plan Report due to the lack of disclosure.

86. **Constellium SE (CSTM):** Voted against four proposal to issue equity because, under each proposal, the stock that could be issued represents more than 10% of the current outstanding shares.

87. **Morgan Stanley (MS):** Voted against the equity plan because the disclosure of change-in-control vesting treatment is incomplete or is otherwise discretionary, and the plan permits liberal recycling of shares.

88. **Dropbox, Inc. (DBX):** Withheld votes from two governance committee members because the Board has failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified Board, and the multi-class capital structure. Additionally, withhold votes were warranted for these two director nominees due to the company's decision to obtain approval of the reincorporation to Nevada via written consent, foregoing the transparency of a shareholder meeting. Withheld votes from another director nominee because his ownership of the supervoting shares provides him with voting power control of the company. Voted for the shareholder proposal to approve vesting provision on class B common stock because shareholders would benefit from a collapse of the dual class share structure.

89. **Potbelly Corporation (PBPB):** Voted against the equity plan because the plan cost is excessive; the estimated duration of available and proposed shares exceeds six years; and the plan allows broad discretion to accelerate vesting.

90. **Solaris Energy Infrastructure, Inc. (SEI):** Withheld votes from all director nominees because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the governing documents.

91. **Otis Worldwide Corporation (OTIS):** Voted against say-on-pay because there is significant concern regarding the magnitude of a retention award granted to the CEO. A significant portion of the CEO's retention grant is time-based and the performance measures are the same as those used in the annual LTI program. Additionally, two other special awards were granted in fiscal year 2024 that entirely lack performance criteria.

92. **Lamar Advertising Company (LAMR):** Withheld votes from four governance committee members for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Withheld votes from three director nominees because their ownership of the supervoting shares provides them with voting power control of the company.

93. **Merchants Bancorp (MBIN):** Withheld votes from six governance committee members for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Additionally, one director nominee failed to attend at least 75% of her total Board and committee meetings held during the year without disclosing the reason for the absences.

94. **Cushman & Wakefield Plc (CWK):** Voted against all director nominees because the company maintains a classified Board structure.

95. **Quest Diagnostics Incorporated (DGX):** Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

96. **Las Vegas Sands Corp. (LVS):** Withheld votes from all incumbent director nominees due to poor responsiveness to the 2024 say-on-pay vote and the persistent compensation and responsiveness concerns at the company. Voted against say-on-pay because the company has received low say-on-pay support for consecutive years, and the compensation committee has again failed to demonstrate meaningful responsiveness to shareholders' concerns. Moreover, there are persistent pay structure concerns, several of which received negative shareholder feedback. Specifically, the CEO and COO continue to receive outside base salaries, and the LTI utilizes the same short-term goals in the annual incentive program. Finally, there are also ongoing concerns regarding perquisites and gross-ups, which were provided to certain NEOs and are considered to be problematic.

97. **Frontier Group Holdings, Inc. (ULCC):** Withheld votes from all director nominees because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the governing documents. Voted against the proposal to provide for the exculpation of officers because the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.

98. **Westinghouse Air Brake Technologies Corporation (WAB):** Voted against all director nominees because the company maintains a classified Board structure.

99. **Orion Group Holdings, Inc. (ORN):** Voted against all director nominees because the company maintains a classified Board structure.

100. **Capital Bancorp, Inc. (CBNK):** Voted against all director nominees because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the charter. Voted against the equity plan because the plan permits repricing of awards via cancellation and re-grant without shareholder approval.

101. **Chubb Limited (CB):** Voted against the election of Evan Greenberg as Board Chair because he serves as the CEO. Voted against the proposal to transact other business because the details have not been disclosed.

102. **WSFS Financial Corporation (WSFS):** Withheld votes from all director nominees because the company maintains a classified Board structure.

103. **Willis Towers Watson Public Limited Company (WTW):** Voted against the proposal to grant the Board authority to opt-out of statutory pre-emptive rights under Irish Law because the stock that could be issued represents more than 10% of the current outstanding shares.

104. **LCI Industries (LCII):** Voted against say-on-pay because an unmitigated pay-for-performance misalignment exists for the year under consideration. There are significant new design and disclosure concerns regarding the STIP. The CEO's target and maximum STI opportunities were substantially increased from the prior year without compelling rationale, amid long-term underperformance. Additionally, this year's proxy does not disclose threshold and maximum goals for the primary STI metric, despite the fact that both targets were disclosed in prior years, without specific rationale. Further, a new component of the STIP provides an additional payout opportunity without a disclosed payout cap.

105. **Hamilton Insurance Group, Ltd. (HG):** Voted against four governance committee members for maintaining a multi-class share structure that is not subject to a reasonable time-based sunset provision.

106. **Teradata Corporation (TDC):** Voted against all director nominees because the company maintains a classified Board structure.

107. **Euronext NV (ENX-FR):** Voted against the remuneration report because there are significant concerns regarding the upward discretionary adjustment of the TSR metric outcome. For the CEO, this adjustment had an impact of a value of approximately EUR 840,000 on the total LTI vesting. Furthermore, the company failed to provide a response to the overwhelming dissent on the previous year's remuneration report vote, where less than 45% of shareholders voted in favor. Voted against the proposal to authorize the Board to exclude pre-emptive rights from share issuances.

108. **Axis Capital Holdings Limited (AXS):** Voted against all director nominees because the company maintains a classified Board structure.

109. **nVent Electric Plc (NVT):** Voted against the proposal to grant the Board authority to opt-out of statutory pre-emptive rights under Irish Law because the stock that could be issued represents more than 10% of the current outstanding shares.

110. **Ginlong Technologies Co., Ltd. (BMQBTQ):** Voted against the provision of guarantee because there is lack of disclosure on the pertinent details of this request.

111. **Quectel Wireless Solutions Co. Ltd. (BK71FL):** Voted against the financial budget report due to the lack of disclosure. Voted against the application of credit lines because the proposed borrowing is considered excessive and may add to the company's financial burden, which is not in the best interests of shareholders.

112. **Chemed Corporation (CHE):** Voted for the shareholder proposal to reduce the ownership threshold for shareholders to call special meetings from 25% to 10%.

113. **Hoymiles Power Electronics, Inc. (BMF7P5):** Voted against the approval of supervisor remuneration and against the approval of provision of guarantee due to insufficient disclosure.

114. **Tongwei Co., Ltd. (BP3RCK):** Voted against the provision of guarantee, against the bill pool business, and against the amendments to the articles of association due to insufficient disclosure. Voted against five non-independent directors because the Board is less than one-third independent. Additionally, two director nominees are non-independent and members of a key committee. Voted against an independent director nominee because the company failed to disclose the nominee's biography, limiting shareholder's ability to assess the independence of the nominee.

115. **Inner Mongolia Yili Industrial Group Co., Ltd. (BP3R2V):** Voted against two provision of guarantee proposals because the level of guarantee is disproportionate to the level of ownership without valid justification.

116. **Preferred Bank (PFBC):** Voted for the adoption of an annual say-on-pay frequency because it gives shareholders a regular opportunity to opine on executive pay.

117. **Catalyst Pharmaceuticals, Inc. (CPRX):** Voted against the proposal to transact other business because the details have not been disclosed.

118. **Viper Energy, Inc. (VNOM):** Voted against say-on-pay because the company does not provide sufficient disclosure regarding the compensation arrangements between the NEOs and the Manager for shareholders to make a reasonable assessment of executive pay.

119. **Driven Brands Holdings Inc. (DRVN):** Withheld votes from all director nominees because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the governing documents. Voted against say-on-pay because there was a significant increase in the number of shares underlying the CEO's equity awards, which is concerning in a period of stock underperformance. The company does not disclose specific performance goals under the short-term program and for one of the long-term metrics, which is also utilized in the short-term program. In addition, the relative TSR metric only requires median performance for a target payout.

120. **CDW Corporation (CDW):** Voted for the shareholder proposal to provide the right to act by written consent.

121. **Honeywell International Inc. (HON):** Voted for the shareholder proposal to require an independent Chair.

122. **The Gap, Inc. (GAP):** Voted against a director nominee because he is non-independent and a member of a key committee.

123. **Skechers U.S.A., Inc. (SKX):** Withheld votes from all director nominees because the company maintains a classified Board structure and a multi-class share structure with unequal voting rights. Additionally, in the absence of a say-on-pay proposal and compensation committee members on the ballot, withholding votes was warranted for all director nominees due to a problematic pay practice; several NEOs receive outsized base salaries, including $7 million for the CEO.

124. **Installed Building Products, Inc. (IBP):** Voted against all director nominees because the company maintains a classified Board structure.

125. **JPMorgan Chase & Co. (JPM):** Voted for the shareholder proposal to require an independent Chair.

126. **Verisk Analytics, Inc. (VRSK):** Voted for the shareholder proposal to provide the right to call special meetings at a 10% ownership threshold.

127. **Wayfair Inc. (W):** Abstained from voting for governance committee members Jung, King, and Kumin because the company maintains a multi-class share structure that is not subject to a reasonable time-based sunset provision.

128. **Ningbo Deye Technology Co., Ltd. (BP91NG):** Voted against the proposal to approve the use of idle own funds for cash management because the proposed investment could expose the company to unnecessary risks.

129. **Ultra Clean Holdings, Inc. (UCTT):** Voted against three audit committee members due to the persistence of material weaknesses in the company's internal controls in consecutive years. Voted against say-on-pay because the CEO will receive sizable severance, which includes the dollar value of certain unvested and outstanding equity awards, upon a voluntary resignation.

130. **Central China Management Company Limited (9982-HK):** Voted against the authorization of equity without pre-emptive rights because the stock that could be issued represents more than 10% of the current outstanding shares. Voted against the authorization to reissue repurchased shares because the aggregate share issuance limit is greater than 10% of the relevant class of shares for issuance for cash and non-cash consideration, and the company has not specified the discount limit for issuance for cash and non-cash consideration.

131. **The Southern Company (SO):** Voted for the shareholder proposal to adopt a simple majority vote standard because eliminating the supermajority vote requirements improves shareholder rights.

132. **Clean Harbors, Inc. (CLH):** Withheld votes from all director nominees because the company maintains a classified Board structure.

133. **Ipsen SA (IPN-FR):** Voted against a director nominee because he benefits from the company's distortive voting structure. Voted against the remuneration policy for the CEO and executive officers because the grant of an exceptional LTIP lacks a compelling rationale and is above the company's cap for exceptional payments, while the vesting scales are not disclosed. Additionally, the LTIP performance conditions are not disclosed, the discretion policy for the LTIPs is vague and could lead to excessive payments, and the derogation policy is deemed too broad. Voted against three proposals to authorize the issuance of equity because the maximum discount allowed may go beyond the acceptable limit of 10%. Voted against the authorization of up to 3% of issued capital for use in stock option plans due to the lack of information available on the performance conditions, the performance period, and the vesting period.

134. **United Airlines Holdings, Inc. (UAL):** Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

135. **The Hartford Insurance Group, Inc. (HIG):** Voted for the shareholder proposal to reduce the ownership threshold for shareholders to call special meetings from 25% to 10%.

136. **Sotera Health Company (SHC):** Withheld votes from all director nominees because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the charter.

137. **Amazon.com, Inc. (AMZN):** Voted against say-on-pay because certain executives received sizable time-vesting stock awards with no ties to performance that were near or in excess of peer median CEO pay. Voted for the shareholder proposal to adopt a mandatory policy separating the roles of CEO and Board Chair.

138. **Zoetis Inc. (ZTS):** Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

139. **Berkshire Hills Bancorp, Inc. (BHLB):** Voted against the authorization to increase common stock because the increase of 100% is above the authorized threshold of 50% of current authorized shares and the Board does not provide a specific reason for the request.

140. **Alpine Income Property Trust, Inc. (PINE):** Voted against say-on-pay because the company does not provide disclosure on how the external manager compensates the executives for their service to the company. We also communicated our concerns about the lack of racial/ethnic minority representation on the Board, although we voted for each director nominee.

141. **Assurant, Inc. (AIZ):** Voted for the shareholder proposal to provide the right to call special meetings at 10%.

142. **Thermo Fisher Scientific Inc. (TMO):** Voted against say-on-pay because the company lowered year-over-year targets in the STI program, but the target bonus opportunities were not commensurately lowered, and payouts were earned well-above target. Additionally, the LTI program largely utilizes one-year performance periods as well as an identical metric from the STI program. Further, the majority of non-CEO executive equity was time-vesting equity. Executives also received a one-time award and, though the award was entirely in multi-year performance equity, a portion could be earned based on one-year performance. Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

143. **ADT Inc. (ADT):** Withheld votes from an audit committee member for concerns regarding risk oversight in light of the pledging activity at the company. Voted against say-on-pay because the company removed the performance goals from a significant number of outstanding equity awards, causing them to become fully vested.

144. **Pinnacle West Capital Corporation (PNW):** Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

145. **Equitable Holdings, Inc. (EQH):** Voted for the shareholder proposal to provide the right to call special meetings at 10%.

146. **SS&C Technologies Holdings, Inc. (SSNC):** Voted against all director nominees because the company maintains a classified Board structure.

147. **Reliance, Inc. (RS):** Voted against director nominee Seeger because he is the Chair of the nominating committee, and the Board does not have any underrepresented directors. Our governance committee also expressed concern about the lack of workforce diversity data. In July 2024, we emailed RS suggesting workforce diversity disclosure, but did not receive a response.

148. **Markel Group Inc. (MKL):** Voted for the shareholder proposal to adopt a simple majority vote standard because eliminating the supermajority vote requirements improves shareholder rights.

149. **Watts Water Technologies, Inc. (WTS):** Withheld votes from seven governance committee members because the company maintains a multi-class share structure that is not subject to a reasonable time-based sunset provision.

150. **Bowman Consulting Group Ltd. (BWMN):** Withheld votes from all director nominees because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the governing documents. In the absence of a say-on-pay proposal, withholding votes is further warranted for a compensation committee member because the company entered into a new NEO agreement that provides for modified single-trigger severance.

151. **CK Hutchison Holdings Limited (1-HK):** Voted against two director nominees due to overboarding concerns.

152. **Northeast Community Bancorp, Inc. (NECB):** Withheld votes from all director nominees because the company maintains a classified Board structure.

153. **WESCO International, Inc. (WCC):** Voted for the shareholder proposal to provide the right to call special meetings at 10%.

154. **TriNet Group, Inc. (TNET):** Withheld votes from all director nominees because the company maintains a classified Board structure.

155. **Ranpak Holdings Corp. (PACK):** Withheld votes from all director nominees because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the governing documents. Additionally, withhold votes are warranted for all director nominees for failing to address the material weaknesses in the company's internal controls in consecutive years.

156. **Rithm Capital Corp. (RITM):** Withheld votes from all director nominees because the company maintains a classified Board structure.

157. **Maplebear Inc. (CART):** Withheld votes from all director nominees because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the governing documents. Voted against say-on-pay because there are concerns surrounding fiscal year 2024 equity awards, as the CEO received an outsized time-vesting equity award, with a target value of $45 million. This concern is magnified, as it appears the award is not meant to cover multiple years of equity.

158. **TrueCar, Inc. (TRUE):** Withheld votes from all director nominees because the company maintains a classified Board structure.

159. **Knife River Corporation (KNF):** Voted against all director nominees because the company maintains a classified Board structure.

160. **Home Depot, Inc. (HD):** Voted for the shareholder proposal to require an independent Chair.

161. **MasTec, Inc. (MTZ):** Withheld votes from all director nominees because the company maintains a classified Board structure.

162. **Mohawk Industries, Inc. (MHK):** Voted against all director nominees because the company maintains a classified Board structure.

163. **The Charles Schwab Corporation (SCHW):** Voted for the shareholder proposal to declassify the Board of Directors.

164. **White Mountains Insurance Group, Ltd. (WTM):** Voted against all director nominees because the company maintains a classified Board structure.

165. **On Holding AG (ONON):** Voted against three director nominees because they are and will continue being beneficiaries of the company's unequal voting structure. Voted against the two co-Chairs because their elections to the Board do not warrant support. Voted against the remuneration report because LTI awards that vested in fiscal year 2024 were subject to a two-year performance and vesting period; fiscal year 2024 LTI grants retain a two-year performance and vesting period for half of the awards; Ex post disclosure to explain variable pay outcomes shows room for improvement; and free float shareholder dissent on the past remuneration report is not explicitly addressed. Voted against executive committee remuneration because the proposal represents a further potential increase in remuneration, and the company has not provided a detailed and compelling rationale. Voted against the proposal to transact other business because the details have not been disclosed.

166. **AAC Technologies Holdings Inc. (2018-HK):** Voted against the authorization of the reissuance of repurchase shares because it would result in the aggregate share issuance limit exceeding 10% and the company has not specified the discount limit for issuance for non-cash consideration. Voted against the amendments to the share award scheme because the limit under the scheme exceeds 5% of the company's issued capital; challenging performance conditions and meaningful vesting periods have not been disclosed; the directors eligible to receive awards under the scheme are involved in its administration; and the proposed amendments do not address the negative features of the scheme.

167. **Endeavour Mining Plc (EDV-CA):** Voted against a director nominee due to overboarding concerns.

168. **Coca-Cola Europacific Partners plc (CCEP):** Voted against two director nominees because they are non-independent and members of a key committee. Voted against the Rule 9 waiver because it is deemed contentious as institutional investors are concerned about the risk of creeping control.

169. **Aowei Holding Limited (1370-HK):** Voted against the authorization of equity without pre-emptive rights because the stock that could be issued represents more than 10% of the current outstanding shares. Voted against the authorization to reissue repurchased shares because the aggregate share issuance limit is greater than 10% of the relevant class of shares for issuance for cash and non-cash consideration, and the company has not specified the discount limit for issuance for cash and non-cash consideration.

170. **STO Express Co., Ltd. (BD5LSR):** Voted against the proposal to approve the use of funds for investment and financial management because the proposed investment could expose the company to unnecessary risks. Voted against three proposal related to the performance shares incentive plan because the directors eligible to receive rewards under the scheme are involved in the administration of the scheme.

171. **Builders FirstSource, Inc. (BLDR):** Voted against the proposal to remove the Board size range because the Board may alter its size without shareholder input, which could serve as an entrenching mechanism.

172. **Sunny Optical Technology (Group) Company Limited (2382-HK):** Voted against the authorization to reissue repurchased shares because the aggregate share issuance limit is greater than 10% of the relevant class of shares for issuance for cash and non-cash consideration.

173. **Korea Electric Power Corp. (015760-KR):** Voted against a non-independent director nominee because the Board is not majority independent.

174. **Meta Platforms, Inc. (META):** Withheld votes from several directors due to the multi-class share structure, consecutive years of high director pay without reasonable rationale disclosed, and overboarding concerns. Voted against the equity plan because the plan is estimated to be excessively dilutive; the plan contains an evergreen feature; and the plan provides for the transferability of stock options without shareholder approval. Voted against say-on-pay because the compensation of non-CEO NEOs does not utilize any formulaic pre-set performance criteria, as the annual bonus pays out ultimately based on the compensation committee's discretion while long-term incentives were entirely in time-vesting equity. Furthermore, CEO security perquisite costs continue to dwarf those of his peers. Voted for the adoption of an annual say-on-pay frequency. Voted for the shareholder proposal to approve the recapitalization plan for all stock to have one-vote per share. Voted for the shareholder proposal to disclose voting results based on the class of shares because it would help improve Board accountability. Voted for the shareholder proposal to report on hate targeting marginalized communities because the report would examine the effectiveness of the company's policies and practices. Voted for the shareholder proposals to report on risks of unethical use of external data to develop AI products and to report on data collection and advertising practices because the potential benefit of additional reporting appears prudent considering potential oversight and internal control concerns as evidenced by recent significant penalties and an ongoing lawsuit with investors.

175. **SoFi Technologies, Inc. (SOFI):** Withheld votes from the governance committee Chair given the Board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents. Voted against say-on-pay because the STI program lacks disclosure of certain key elements, like threshold, target, and maximum goals and actual performance results, and target payouts appear to only require 80% of performance achievement. In addition, the CEO's fiscal year 2024 LTI awards were majority time-based, and his target LTI award value is outsized and significantly increased year-over-year. Lastly, certain NEOs received sizable, entirely time-based new-hire awards.

176. **Chevron Corporation (CVX):** Voted for the shareholder proposal to reduce the ownership threshold to call special meetings from 15% to 10%.

177. **Perella Weinberg Partners (PWP):** Withheld votes from all director nominees because the company maintains a classified Board structure, a multi-class capital structure, and a supermajority vote requirement to enact certain changes to the governing

documents. Additionally, the Board lacks a formal nominating committee. Voted against say-on-pay because the CEO received an outsized discretionary bonus based on an undisclosed performance evaluation. Voted for the adoption of an annual say-on-pay frequency because it gives shareholders a regular opportunity to opine on executive pay.

178. **UMH Properties, Inc. (UMH):** Withheld votes from all director nominees because the company maintains a classified Board structure and the governing documents prohibit shareholders from amending the bylaws.

179. **Marex Group Plc (MRX):** Voted against a director nominee because he is non-independent and a member of a key committee.

180. **Nanya Technology Corp. (2408-TW):** Voted against a director nominee due to overboarding concerns.

181. **TeamViewer SE (TMV-DE):** Voted against the proposal to approve virtual-only shareholder meetings until 2027 because the new proposal appears to be a blanket authorization to continue holding AGMs in the virtual format only; the rationale regarding why it was considered necessary to hold a virtual-only meeting in the past three years, or why the company chose the virtual-only format again for the 2025 AGM, is not considered compelling; and the company has not given shareholders the option to attend the AGM in-person so far and there is no commitment by the Board to give shareholders an in-person attendance option in the near future.

182. **Yifeng Pharmacy Chain Co., Ltd. (BYYFJV):** Voted against the provision of guarantee because the level of guarantee to be provided to some of its subsidiaries is disproportionate to the level of ownership in the said subsidiaries without sufficient justification. Voted against the use of idle own funds for entrusted financial management because the proposed investment could expose the company to unnecessary risks.

183. **Clarus Corporation (CLAR):** Withheld votes from four director nominees for maintaining a long-term NOL poison pill that has not been ratified by shareholders and for failing to address the majority withhold vote for certain directors at last year's annual meeting. Additionally, in the absence of a say-on-pay proposal, withhold votes are warranted for compensation committee members because the identified pay-for-performance misalignment has not been mitigated. Annual cash bonuses are entirely discretionary and there is poor disclosure surrounding the annual incentive program, and equity awards granted to NEOs are entirely time-based. Finally, withhold votes are warranted for nominating committee members because the Board unilaterally approved a bylaw amendment to eliminate the shareholder right to call special meetings without seeking shareholder approval. Voted against the equity plan because the company's use of equity has driven a pay-for-performance misalignment and the equity compensation program is not sufficiently broad-based; the equity program is estimated to be excessively dilutive; the plan cost is excessive; the estimated duration of available and proposed shares exceeds six years; the disclosure of change-in-control vesting treatment is incomplete or discretionary; the plan permits liberal recycling of shares; and the plan allows broad discretion to accelerate vesting.

184. **Esquire Financial Holdings, Inc. (ESQ):** Withheld votes from all director nominees because the company maintains a classified Board structure.

185. **Hallador Energy Company (HNRG):** Voted against three nominating committee members because the Board does not have any gender diversity or minority representation.

186. **Dollar General Corporation (DG):** Voted for the shareholder proposal to remove the one-year holding period requirement for shareholders to call a special meeting.

187. **China Feihe Limited (6186-HK):** Voted against the authorization of equity without pre-emptive rights because the stock that could be issued represents more than 10% of the current outstanding shares. Voted against the authorization to reissue repurchased shares because the aggregate share issuance limit is greater than 10% of the relevant class of shares for issuance for cash and non-cash consideration, and the company has not specified the discount limit for issuance for cash and non-cash consideration.

188. **Silergy Corp. (6415-TW):** Voted against two director nominees due to overboarding concerns.

**189. Transocean Ltd. (RIG):** Voted against the proposal to transact other business because the details have not been disclosed.

**190. Okeanis Eco Tankers Corp. (ECO):** Withheld votes from a director nominee due to overboarding concerns.

## Boston Partners voted the following number of proxies:

Number of meetings: 468
Number of issues: 5,840

## Index of Acronyms:

**AGM:** Annual General Meeting
**AIP:** Annual Incentive Plan
**CapEx:** Capital expenditures
**CCUS:** Carbon capture, utilization and storage
**CDP:** Carbon Disclosure Project
**CSR:** Corporate Social Responsibility
**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.
**EPS:** Earnings Per Share
**ESG:** Environmental, Social, and Governance
**EV/HEV:** Electric Vehicles/Hybrid Electric Vehicles
**FCF:** Free cash flow
**GHG:** Greenhouse Gas
**GRI:** Global Reporting Initiative
**ISS:** Institutional Shareholder Services Inc. is a proxy advisory firm
**LTI:** Long Term Incentive
**LTIP:** Long Term Incentive Plan
**MEP:** Management Equity Plan
**NEO:** Named Executive Officer
**PRSU:** Performance-based Restricted Stock Units
**PSA:** Performance Stock Awards
**PSP:** Performance Share Plan
**PSU:** Performance Share Units
**PV:** Photovoltaics
**REIT:** Real Estate Investment Trust
**ROIC:** Return on Invested Capital
**RSU:** Restricted Share Units
**RBA:** Responsible Business Alliance
**SASB:** Sustainability Accounting Standards Board
**SBTi:** Science Based Targets initiative
**STEM:** Science, Technology, Engineering, and Mathematics
**STI:** Short Term Incentive
**STIP:** Short Term Incentive Plan
**TCFD:** Task Force on Climate-Related Financial Disclosures
**TRIR:** Total Recordable Incident Rate
**TSR:** Total Shareholder Return





BostonPartners
One Beacon Street | Boston, MA 02108 | tel: 617-832-8200 | bostonpartners.com
32 Cornhill | London, EC3V 3SG | tel: +44 (0)20 3356 6225 | bostonpartners.co.uk