August 2025

BostonPartners

Engagement Report

Calls, meetings, and correspondence with issuers

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

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

1. **Mayville Engineering Company (ticker symbol MEC):** MEC is a manufacturer of equipment parts. We encouraged MEC to disclose GHG emission data, diversity statistics, supplier oversight statistics and whistleblower data. We also encouraged MEC to eliminate the classified Board.

2. **Otis Worldwide Corporation (OTIS):** OTIS is an elevator and escalator manufacturing, installation and service company. We emailed OTIS following research in July and encouraged OTIS to adopt an independent Chair, to disclose data to back up the use of its professional development programs by employees and encouraged OTIS to disclose the results of the supplier surveys and any audits/assessments conducted. We asked what the cost is to meet OTIS's SBTi approved targets and if it would require significant capital expenditure. OTIS responded in August and noted the Board elected CEO and President Judy Marks as its Chair after careful consideration of a variety of factors, including performance and leadership capabilities, the desire to promote decisive decision-making to achieve sustainable growth and value creation for shareholders, and the presence of a strong independent Lead Director role, with responsibility to ensure leadership and oversight independent of management. The Board is committed to continuing to evaluate its governance structure going forward, including with respect to succession, prioritizing the best interests of shareholders in its analysis. OTIS continues to build out its portfolio of learning and development offerings in alignment with strategic imperatives. In the future, OTIS will disclose relevant data to the extent required and/or appropriate. While OTIS does not disclose information on the cost to meet SBTi targets, the quantitative analysis of climate scenarios determined that climate risks and opportunities were not material to OTIS under the enterprise risk management process. In the future, OTIS will disclose such information to the extent required and/or appropriate. At present, OTIS shares metrics related to its conflict minerals due diligence through annual Form-SD filing with the U.S. SEC. In the future, OTIS will disclose such information to the extent required and/or appropriate.

3. **Legacy Housing Corporation (LEGH):** LEGH engages in the building, sale, and financing of manufactured homes and tiny houses. We emailed LEGH following research and asked to set up a call to discuss sustainability.

4. **BrightView Holdings, Inc. (BV):** BV provides commercial landscaping services. BV responded to our email regarding our suggestion to either eliminate the qualitative sustainability targets from the compensation program or to replace them with quantitative and rigorous sustainability targets. BV noted that the remaining 80% weighting in the annual bonus is tied to quantitative and rigorous targets. Additionally, the equity plan is also subject to rigorous targets. BV will pass along our feedback.

5. **Academy Sports and Outdoors, Inc. (ASO):** ASO operates as a sporting goods and outdoor recreational retailer. We emailed ASO following research and encouraged ASO to report a comprehensive sustainability report annually, adopt an independent Chair, report employee training data, and report on the results of supplier audits.

6. **Cummins, Inc. (CMI):** CMI offers various power solutions worldwide. We emailed CMI following research and asked if any disciplinary action was taken such as termination of certain personal as a result of the $2 billion settlement relating to installing devices designed to cheat emissions control and if not, what actions were taken to ensure robust corporate governance. We asked what the weighting is of the STI and separately of the LTI in executive compensation that is tied to the Accelera segment and asked how it was determined to payout the Accelera strategic scorecard metric at 120%. We noted the majority of CMI's current GHG footprint is attributed to Scope 3 emissions specifically the use of sold products, which is the focus of the product decarbonization efforts. We asked why CMI doesn't disclose Scope 3 emissions if they represent a majority of the GHG footprint. We noticed CMI conducted 196 Eyes Open Audits in 2024. We asked what the results were of the audits and if any corrective actions were taken.

7. **HDFC Bank Limited (HDB):** HDB is an Indian bank. We asked HDB to discuss how they integrate the renewable energy supplied by the Indian electrical grid into their reporting and plans.

8. **Old Dominion Freight Line, Inc. (ODFL):** ODFL operates as a less-than-truckload motor carrier. We emailed ODFL following research and encouraged ODFL to adopt an independent Chair, to provide a description of supplier oversight including where the majority of suppliers are located and any audits conducted, to disclose climate change risks and opportunities in accordance with TCFD or CDP and asked how ODFL's safety rates compare to the industry average.

9. **Carlyle Group Inc. (CG):** CG is an investment firm specializing in direct and fund of fund investments. CG responded to our email suggesting the adoption of an independent Chair, the elimination of the supermajority vote requirement, and the declassification of the Board. CG shared our feedback with the Board. CG also offered the opportunity to discuss governance topics during offseason engagement this fall.

10. **Enovis Corp. (ENOV):** ENOV operates as a medical technology company. We emailed ENOV to set up a call following research to discuss sustainability. We've corresponded with ENOV two years in a row without a response although they did improve with an independent Chair and SASB usage but there are still deficiencies. We noted we would like to see the number of professional development courses taken by employees. ENOV acknowledged our suggestion and asked if we could send an example of a company who does this well. We sent a few examples of training usage data and also noted a few companies in their industry who produce good sustainability reporting following the call. We noted we would like to see disclosed Scope 3 emissions and ENOV noted they are in the preliminary phase of gathering this data. We also noted we would like to see disclosed renewable energy usage, environmental goals and plans to achieve them as well as climate change risks and opportunities in accordance with TCFD or CDP. We noted more disclosure on supplier oversight and the results of the audits would be helpful. ENOV appreciated the suggestions and hopes to connect next year to check in on progress.

11. **Reliance Industries Limited (500325-IN):** 500325-IN is a conglomerate with several businesses including oil and gas exploration, production and refining, petrochemicals, retail and mobile telecommunications. We asked 500325-IN for more specifics on how it would achieve its net zero ambition when Scope 1 emissions were 96% of total Scope 1 and 2 emissions and what Reliance's new energy plans meant for its existing oil and gas business. We also noted that gender diversity was very low and asked if 500325-IN had an explanation for this.

12. **Steven Madden, Ltd. (SHOO):** SHOO designs, sources, and markets fashion-forward branded and private label footwear, accessories, and apparel. We emailed SHOO following research and encouraged SHOO to adopt an independent Chair and to report whistleblower statistics. We also asked how SHOO ensures that there is no connection to Uighur forced labor in the supply chain.

13. **Williams-Sonoma, Inc. (WSM):** WSM operates as an omni-channel specialty retailer of various products for home. We emailed WSM following research and noted WSM provides little information about diversity, training usage and safety of its workforce even though WSM has over 19,000 employees. We encouraged WSM to disclose the percentage of women and racial/ethnic minorities in the workforce and management as well as data to back up the use of its professional development opportunities by employees and year over year safety rates as it pertains to its workforce. We asked why WSM doesn't disclose water consumption

from its manufacturing operations, encouraged WSM to disclose whistleblower line statistics such as number of reports and their resolution, and to disclose the results of its supplier audits and any corrective actions taken. We noted WSM recently extended the Board director term limits from 10 to 12 years for non-employee Board directors and asked why this change was made.

14. **Ingredion Incorporated (INGR):** INGR is an agricultural products company. We encouraged INGR to disclose whistleblower statistics and to clarify the plan for meeting its GHG emission goals. We also asked INGR to provide additional information about its EcoVadis rating.

15. **Northrim Bancorp (NRIM):** NRIM is an Alaska bank. In May 2025, 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. NRIM responded that it will consider disclosing training and whistleblower statistics but were not required to calculate or disclose GHG emissions and were following any regulatory developments that might require such disclosure.

16. **Brown & Brown, Inc. (BRO):** BRO markets and sells insurance products and services. We emailed BRO following research and encouraged BRO to adopt an independent Chair, report environmental data, and discuss climate-related risks and opportunities in accordance with TCFD recommendations.

17. **Alcoa Corporation (AA):** AA engages in the bauxite mining, alumina refining, aluminum production, and energy generation business. We emailed AA following research and asked if any Board members identify as a racial/ethnic minority, if AA reports to the CDP and if they can share the most recent response, how AA determined the 30% weight for safety and inclusion metrics in the annual incentive and 30% weight for carbon intensity in the LTI, what the percentage is of assets located on or near the traditional lands of Indigenous Peoples, how AA plans to reduce its reliance on coal for energy consumed in the refineries where fuel is combusted to create steam and asked what the percentage of revenue is from the Sustana™ brand (EcoDura™ aluminum, EcoLum™ aluminum, and EcoSource™ alumina).

18. **Ero Copper Corp. (ERO):** ERO is a copper producer. We emailed ERO following research and noted we have the same suggestions as the prior two years which include disclosing whistleblower line statistics, disclosing training data and providing data on supplier oversight. We asked to set up a call to discuss.

19. **STERIS plc (STE):** STE provides infection prevention products and services. We emailed STE following research and asked about the financial implications of the pending litigation related to the harmful effects of ethylene oxide. STE responded to our email and noted that the potential financial impact of the litigation is approximately $48 million, which is reserved on STE's books. STE confirmed that ethylene oxide is essential for the safety of patients and as of today, there is no direct alternative.

20. **AZZ, Inc. (AZZ):** AZZ is a provider of hot-dip galvanizing and coil coating services. We emailed AZZ following research and noted 3 out of 6 independent Board members have 9+ years of tenure. Specifically, two directors with 25+ years including the Board Chair. We asked if AZZ could explain how they are able to classify these Board members as independent. We encouraged AZZ to provide additional information on how it conducts due diligence on suppliers. This would include any audits conducted, the results of the audits and any corrective actions taken.

21. **Knife River Corporation (KNF):** KNF provides aggregates-led construction materials and contracting services. We had a call with KNF to discuss sustainability following our research review. KNF is in the process of declassifying its Board, with completion expected by 2027 AGM. KNF is working to improve its sustainability report and is conducting a materiality assessment aligned with GRI standards. KNF is also preparing to meet regulatory compliance requirements in California by 2027 and is seeking a partner to provide limited assurance for its Scope 1 and 2 emissions. We encouraged KNF to disclose annual operational water and energy consumption data. KNF highlighted its close management of water usage and ongoing water recycling efforts. KNF conducts water risk assessments and will provide an update once the current assessment is completed. We also asked whether KNF plans to set environmental goals. KNF is in early stages but intends to establish carbon emission intensity goals. KNF is developing a baseline across its operational footprint first and then will evaluate target setting. We encouraged KNF to disclose the number of suppliers audited annually, the results of those audits, and any corrective actions taken. KNF has a supplier code of conduct and ensures it has strong visibility across its supply chain. KNF considers it low risk due to its U.S. based operations. Lastly, we encouraged

KNF to disclose training usage statistics, including average spend and/or average hours per employee. KNF acknowledged the suggestion and will consider including this data in future disclosures.

22. **D.R. Horton, Inc. (DHI):** DHI engages in the construction and sale of single-family housing. We emailed DHI following research and encouraged DHI to adopt an independent Chair, report Scope 3 emissions, establish GHG emissions reduction targets, and report the percentage of lumber sourced that meets sustainable forestry standards. DHI believes its executive Chair has significant experience leading DHI and has unrivaled knowledge of all aspects of the business. DHI maintains separate roles for the Chair and CEO and has a lead independent director. DHI is calculating Scope 3 emissions for the first time this year. DHI expects to face significant challenges in this process because of its size, scale, decentralized operations and the complexity of its value chain. DHI may choose to wait a year or two before disclosing the results of this calculation publicly while working through these data challenges. DHI is tracking energy consumption and could consider including this in a future disclosure. DHI has not begun tracking metrics like water consumption and waste generation due to the complexity of the value chain. DHI anticipates Scope 3 emissions will account for over 90% of total emissions. Before considering any sort of GHG reduction target, DHI wants to gain a thorough understanding of the footprint of its business. DHI purchases a significant portion of its lumber and related components from national distributors who source a portion of their products from companies that obtain sustainable forestry certifications. DHI also purchases lumber from smaller local or regional suppliers who do not pay for or track these certifications in some instances. DHI's best estimate is that up to 80% of the lumber in its homes may be certified to a sustainable forestry standard.

23. **Equity Residential (EQR):** EQR is focused on the acquisition, development and management of residential properties. We emailed EQR following research and encouraged EQR to provide more information on where the majority of suppliers are located and any due diligence conducted to ensure no human rights/forced labor concerns. We noticed the annual incentive plan is 15% related to corporate responsibility metrics for the CEO and other NEOs. The metric was achieved at 150%. We noted we were a bit surprised to see the types of goals within the CSR metric including producing a sustainability report as well as compliance on code of ethics training and anti-harassment training. These metrics seem easily achievable. We noted if sustainability metrics are to be included in executive compensation, we prefer to see more rigorous material metrics such as progress against meeting the SBTi certified GHG emission reduction goals.

24. **Louisiana Pacific Corporation (LPX):** LPX provides building solutions for applications in new home construction, repair and remodeling, and outdoor structure markets. We emailed LPX following research and we set up a call to discuss. The classified Board structure limits shareholders' rights in electing directors. Additionally, the absence of an independent Board Chair reduces shareholder protections, despite the presence of a lead independent director. Shareholders also lack the right to call special meetings or act by written consent. We encouraged LPX to consider changing these features to adopt a more shareholder-friendly governance structure. LPX emphasized that its annual say-on-pay vote provides shareholders with an opportunity to offer feedback. LPX noted its governance structure is thoughtfully considered and adjusted when appropriate. LPX noted its previous Chair was fully independent. Once the former Chair retired, a combined CEO/Chair structure was most suitable for LPX. LPX also highlighted that its lead independent director is highly engaged and meets regularly with the Chair/CEO. We also discussed whistleblower line and code of ethics disclosures and encouraged LPX to consider similar disclosures. LPX asked for a few examples of disclosures. We followed up via email. Finally, we discussed LPX's supplier oversight program. While it appears robust, LPX does not disclose the number of audits conducted on suppliers. LPX noted its supplier code of conduct is currently being updated and asked for examples of audit disclosure, which we also provided via email.

25. **Magnite, Inc. (MGNI):** MGNI is a sell-side advertising platform. We emailed MGNI following research and encouraged MGNI to remove the classified Board structure, to eliminate the supermajority voting provisions and adopt a majority vote standard, to produce a formal sustainability report in accordance with GRI and SASB standards, asked if MGNI removed its diversity disclosure and if MGNI still has a management level ESG Committee. We noted MGNI signed onto the SBTi. We asked how MGNI can commit to setting GHG reduction targets if it doesn't disclose GHG emissions.

26. **Ingevity Corporation (NGVT):** NGVT is a biobased chemical additives company. We encouraged NGVT to disclose supplier oversight and whistleblower statistics and to discuss plans for reaching its net zero goal, particularly for Scope 1 emissions.

27. **Weyerhaeuser Company (WY):** WY engages in the manufacture, distribution, and sale of forest products. We emailed WY following research and noted the annual incentive plan for executives includes sustainability metrics. We see the results of the sustainability metrics but not the actual payouts. We asked about the resulting payout for each sustainability metric per business unit and what portion of the 40% controllable business metrics in the annual incentive plan is sustainability metrics. WY responded to our email and noted the AIP goals include sustainability metrics as part of the overall controllable business metrics goal, weighted for each business unit. These metrics cover certain areas of focus, including meeting certification requirements to sustainably manage forests and source from responsibly managed lands; initiatives that reduce cost by improving energy efficiency; meeting annual progress benchmarking towards GHG emissions reduction target; and development of carbon markets and related natural climate solutions business metrics. The performance ratings for each business segment against its controllable business metrics are also disclosed in the proxy statement.

28. **HNI Corporation (HNI):** HNI engages in the manufacture, sale, and marketing of workplace furnishings and residential building products. We emailed HNI following research and encouraged HNI to adopt an independent Chair, eliminate the classified Board structure, and report workforce diversity and safety metrics.

29. **Kodiak Gas Services, Inc. (KGS):** KGS operates contract compression infrastructure for customers in the oil and gas industry. We reached out to KGS following research and asked to set up a call to discuss sustainability. We encouraged KGS to declassify its Board as we believe the annual election of directors is best for shareholders. KGS will pass these suggestions along to the Board. We acknowledged KGS now publishes TCFD aligned disclosure in its most recent sustainability report and asked where in the process KGS is of exploring metrics to better assess climate-related risks and opportunities. KGS noted it is currently working to build its baseline measurements and has a new ERP system in place. KGS also noted its waste management is aligned with industry standards. KGS also tracks its own fuel usage. We asked KGS about its initiatives to improve gender and ethnic/racial diversity across the workforce and leadership. In 2023, 8% of the workforce identified as women. KGS noted the challenges of improving gender diversity in field roles and highlighted the existence of a gender affinity group and internal efforts to support inclusion. We asked about KGS's supplier oversight process. KGS noted its supply chain risk is likely lower due to the small and local nature of the supplier base. KGS acknowledged the feedback and emphasized its strong programs which include auditing.

30. **Dell Technologies Inc. (DELL):** DELL designs, develops, manufactures, markets, sells, and supports various comprehensive and integrated solutions, products, and services. We emailed DELL following research and asked when DELL plans to publish an updated sustainability report for fiscal year 2025 as we already reviewed the fiscal year 2024 ESG report in July 2024.

31. **Leons Furniture Limited (LNF-CA):** LNF-CA is a retail conglomerate specializing in major home furnishings, mattresses, appliances and electronics. We emailed LNF-CA following research and noted LNF-CA met with our team back in September 2024 to discuss sustainability reporting. We asked if LNF-CA has made any progress since that discussion as we do not see a sustainability report on the website yet.

32. **Belden (BDC):** BDC provides connection solutions to bring data infrastructure into alignment to unlock new possibilities for its customers. In July 2025, we emailed BDC following research and encouraged BDC to disclose the results of supplier audits and to disclose climate change risks and opportunities in accordance with TCFD or CDP. BDC responded to our email and will take our suggestions into consideration for its next report.

33. **Blade Air Mobility, Inc. (BLDE):** BLDE is a technology-powered, global urban air mobility platform. We emailed BLDE following research and noted we have the same suggestions as last year which include publishing a sustainability report in accordance with GRI and SASB standards and also eliminating the classified Board structure. BLDE responded and noted the Board and management team have been focused on the passenger business divestiture that was announced a few weeks ago. BLDE will make sure our views are heard by the Board and management team.

34. **Reliance, Inc. (RS):** RS engages in the provision of a metal distribution center. We emailed RS following research and reminded RS of our suggestions from last year which include increasing its disclosure by including environmental goals and a plan and cost to obtain them, diversity and training statistics, supplier oversight audits and whistleblower statistics. We also suggested RS disclose climate change risks and opportunities in accordance with TCFD or CDP.

35. **MEG Energy Corp. (MEG-CA):** MEG-CA is an energy company, focuses on in situ thermal oil production in its Christina Lake Project in the southern Athabasca oil region of Alberta, Canada. We emailed MEG-CA with the following question: we noticed 100% of probable reserves are in or near Indigenous land. We asked if there were any incidents of violations of the rights of Indigenous Peoples or any disputes related to land use or customary rights of Indigenous Peoples and if there were any grievances. We asked if MEG-CA has agreements in place with all Indigenous communities directly related to their operations and projects.

36. **Matson, Inc. (MATX):** MATX is a holding company, which engages in the provision of logistics and transportation services. We emailed MATX following research and encouraged MATX to provide more information on where the majority of suppliers are located and any due diligence conducted to ensure no human rights/forced labor concerns and encouraged MATX to adopt an independent Chair.

37. **TETRA Technologies, Inc. (TTI):** TTI operates as an energy services and solutions company. We emailed TTI following research and encouraged TTI to disclose a description of professional development opportunities offered and data to back up the use of the professional development programs by employees, encouraged TTI to provide more information on where the majority of suppliers are located and any due diligence conducted to ensure no human rights/forced labor concerns.

38. **Pan American Silver Corp. (PAAS):** PAAS engages in the exploration, mine development, extraction, processing, refining, and reclamation of mines in Canada, Mexico, Peru, Bolivia, Argentina, Chile, and Brazil. We emailed PAAS with the following question: of the 196 grievances received in 2024, how many related to Indigenous Peoples? Did Indigenous groups receive any compensation payments as a result? How many were resolved?

39. **Pure Cycle Corporation (PCYO):** PCYO is a water and land development company that owns and develops a valuable portfolio of water rights and land in the water-scarce Denver region. We emailed PCYO following research and asked if PCYO knows when an updated sustainability report will be disclosed as we only see the 2023 version which hasn't been updated since our last review in August 2024. PCYO responded to our email and noted they will look to see if there is enough new information to publish an updated report. PCYO schedules an update every couple years and are planning before August 2026.

40. **Allied Gold Corporation (AAUC-CA):** AAUC-CA explores and produces mineral deposits in Africa. We emailed AAUC-CA with the following question: Are any assets located on or near indigenous land? If so, how does AAUC-CA communicate with Tribal leaders to ensure there is no business activity on sacred land? Of the grievances received, how many involved indigenous communities and how many were resolved? Did Indigenous groups receive any compensation payments as a result? AAUC-CA responded and noted none of its assets are located on or near indigenous land and did not record any grievances involving indigenous communities. The Kurmuk Project is located within the Kurmuk woreda, and most of the people within this woreda are Berta – who have many of the characteristics of indigenous peoples, but they are not formally recognized within Ethiopia. The Berta people are a minority ethnic group within Ethiopia, but the dominant ethnic group within the region (Benishangul-Gumuz) and district of the project. As they are not a marginalized group within the project area of influence, the engagement program (and grievance mechanism) is tailored to this cultural context, including both formal leaders (i.e., kebele council) and traditional leaders (i.e., clan leaders/ chiefs). The grievance mechanism has been designed with community input; however, the grievances are not classified by the ethnicity of the complainant, due to the predominance of this ethnic group in the project area.

41. **J.Jill, Inc. (JILL):** JILL is an omnichannel retailer for women's apparel. We emailed JILL following research in July and encouraged JILL to declassify the Board and eliminate the supermajority voting provisions and adopt a majority vote standard. We noticed cotton makes up a significant part of JILL's product offerings. 60% of all private label apparel purchases are made with fabrics where cotton represents at least 50% of the finished fabric. We asked if JILL is paying particular attention to the risk of Uighur forced labor as it relates to cotton in Northwest China. We noted most of the goods detained at U.S. ports under the UFLPA have originated not in China but in several Southeast Asian nations. JILL responded in August and noted they partner with suppliers who share the belief that human rights are of paramount importance to the industry. JILL's expectations of suppliers are outlined within the CSR Policy, which all vendors are required to acknowledge annually, confirming that vendors share human rights expectations with the factories that manufacture their products. Compliance includes but is not limited to operating ethically and transparently; refusing to employ child or forced labor and providing reasonable working hours, fair wages and a safe, and a nondiscriminatory working environment.

42. **Credit Acceptance Corp. (CACC):** CACC engages in the provision of financing programs, and related products and services. We emailed CACC following research and encouraged CACC to produce a sustainability report in accordance with GRI and SASB standards. CACC responded and noted they appreciate our feedback and will take this into consideration as they continue to assess their ESG strategy.

43. **Matthews International (MATW):** MATW is a global provider of brand solutions, memorialization products and industrial technologies. We emailed MATW following research and encouraged MATW to disclose training statistics, to disclose overall workforce diversity data, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. We also asked if MATW aims to set specific environmental goals.

44. **DXP Enterprises, Inc. (DXPE):** DXPE engages in distributing maintenance, repair, and operating products, equipment, and services. We emailed DXPE following research and encouraged DXPE to adopt an independent Chair, to disclose climate change risks and opportunities in accordance with TCFD or CDP, and asked if DXPE aims to set environmental goals. We also encouraged DXPE to provide overall workforce diversity, to disclose training statistics, and to disclose complaints made on its whistleblower line.

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

1. **Microchip Technology Incorporated (MCHP):** MCHP engages in the provision of semiconductor products. MCHP reached out to provide an additional proxy filing in regard to its one-time equity award to the CEO. We set up a call to discuss. MCHP awarded Steve Sanghi a time based RSU grant valued at approximately $21 million on January 2, 2025, in connection with his appointment as interim CEO and President. This was a one-time grant awarded under exceptional circumstances. The Compensation Committee discussed that any equity awards to the permanent CEO (whether it was Mr. Sanghi or another candidate) should have a significant performance-based component. Upon his appointment as permanent CEO after the end of the fiscal year (July 11, 2025), Mr. Sanghi was appointed as permanent CEO and received another equity grant, consisting of 60% performance equity. We noted his compensation in 2019 was $13.7 million and in 2020 was $7 million so $9-10 million is in line with what he previously received as CEO. We aren't super concerned with the magnitude of the award for that reason but the time-based nature of the award without PSUs is the troubling part. MCHP noted Mr. Sanghi's appointment was on an interim basis and that the performance goal MCHP had been using for years was based on a 12 quarter/3-year period. The Compensation Committee did not believe that using the standard performance goal was workable given the interim nature of his appointment. The Compensation Committee considered the use of the same non-GAAP operating margin performance goal over a shorter period of time or the use of a different performance goal over a shorter period of time but given the highly uncertain nature of MCHP's expected performance at the time and the uncertain length of time that Mr. Sanghi would be serving, it was decided that the time based vesting schedule provided the appropriate incentive to him.

2. **Entergy Corporation (ETR):** ETR engages in providing electric and natural gas services. ETR reached out as a part of their offseason outreach. We discussed ESG metrics in executive compensation. This included the safety and diversity metric in the STI and also the environmental portion in the LTI and we provided recommendations. We reiterated our preference for an independent Chair. ETR noted they shared this information with the Board. We also discussed Board tenure. The average director's tenure is 7 years. ETR noted the goal for 50% carbon-free energy capacity by 2030 will not be met. We asked where the majority of suppliers are located. ETR noted 80-90% are domestically based. ETR is moving away from producing a CDP response. We confirmed that it is fine as long as similar disclosures are provided in the sustainability report. ETR confirmed they will provide it on their own.

3. **Ryanair Holdings Plc (RYA):** RYA provides scheduled-passenger airline services. RYA reached out for a shareholder engagement call ahead of its 2025 AGM. We noted that we will be voting in line with management on all items. We asked whether RYA still plans to publish a standalone sustainability report. RYA confirmed that its sustainability disclosures will now be integrated into its annual report, in alignment with CSRD standards. 10% of RYA's STI is currently tied to its CDP rating. This portion was most recently paid at maximum, as RYA received an A- rating. We encouraged RYA to set quantifiable and rigorous goals tied to its most material ESG issues. RYA noted that its emissions intensity target was recently approved by the SBTi, and it may consider replacing the CDP-based metric with this target in the future. From January 2025, RYA began procuring a 2% SAF blend at EU and UK airports. We asked about the cost and the type of SAF used. RYA stated that it is in compliance with the SAF requirement and estimated the cost at approximately €850 million over the past year, with an expected increase to around €1.1 billion. We

encouraged RYA to disclose overall workforce diversity statistics. RYA acknowledged the feedback and highlighted its diversity at the Board and management levels. We also encouraged RYA to disclose data on professional development and training programs to provide insight into usage. RYA noted due to the nature of the industry, employees undergo regular training and acknowledged our suggestion. While we noted that supplier risk is likely low given the nature of RYA's suppliers, we asked whether RYA has considered disclosing more about its internal procurement processes and audits. RYA noted its suppliers undergo intensive audits and that it maintains a well-developed supply chain management system which is aligned with regulatory requirements.

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

1. **Cummins Inc. (CMI):** CMI offers various power solutions. CMI responded to our proxy letter regarding our votes for the shareholder proposal to require an independent Chair. CMI highlighted their lead independent director role. CMI has long embraced the dual leadership structure because it provides the agility and alignment required to navigate the rapidly changing business environment.

2. **AMERISAFE, Inc. (AMSF):** AMSF underwrites workers' compensation insurance. AMSF responded to our proxy letter regarding our withhold votes for all director nominees due to the classified Board structure. AMSF's Nominating and Corporate Governance Committee and the full Board periodically review governance practices, including Board structure. AMSF has informed the Board of our concerns relating to the classified Board structure.

3. **Apollo Global Management, Inc. (APO):** APO provides asset management services. APO set up a call to discuss our proxy letter regarding votes against all three compensation committee members. APO explained James Belardi's legacy arrangement as the founder of Athene. He is contractually entitled to quarterly distributions equal to 3.35% of base management fees and 4.5% of sub-advisory fees. APO's compensation committee inherited this arrangement. In 2024, the distributions from this arrangement totaled $51.4 million. APO noted that these arrangements are fairly common for founders. APO highlighted that the payout is inherently performance based because it is dependent on collecting management fees. APO mentioned that a cap on these distributions is not likely feasible and could lead to disincentivizing performance. APO has a plan to unwind the agreement once James Belardi leaves the company. APO has no plans to replicate this structure in the future. APO's next say-on-pay frequency vote is in 2026. We encouraged APO to recommend a one-year frequency. We asked about the $10 million RSU grant to the CFO. We expressed our concern about the short vesting period. APO noted that the award was for three years of compensation. APO also highlighted the delayed delivery component which requires the CFO to hold the grant for at least three years. If he were to voluntarily resign, the delivery date would be delayed by an additional two years, and if he left for a competitor then the award would be forfeited completely.

4. **Ralph Lauren Corporation (RL):** RL designs, markets, and distributes lifestyle products. RL responded to our proxy letter regarding our withhold votes from two nominating committee members because the company maintains a multi-class structure that is not subject to a reasonable time-based sunset provision, and the Board failed to fully address the majority withhold vote for one director at the last annual meeting. RL appreciated our feedback and offered to engage on this subject later this year.

5. **Phreesia, Inc. (PHR):** PHR provides an integrated SaaS-based software and payment platform for the healthcare industry. PHR set up a call to discuss our proxy letter regarding our withhold votes for all directors because the company maintains a classified Board structure and a supermajority vote requirement to enact certain changes to the governing documents. PHR went public in 2019 after 15 years as a private company. Venture capital investors held a controlling stake and Board seats until September 2020. Once the company was no longer controlled, the Board underwent significant refreshment. PHR has a provision that reduces the vote requirement to a majority of outstanding shares if the Board recommends that shareholders approve a Bylaw amendment. In the future, PHR expects to reach a point where they would be comfortable eliminating the classified Board structure. In the meantime, PHR understands our perspective on the classified Board. PHR has a fully remote workforce. We encouraged PHR to report on data center energy consumption and discuss the benefits of cloud migration.

6. **Oportun Financial Corporation (OPRT):** OPRT is a financial services company offering personal loans and credit cards. OPRT responded to our proxy letter regarding our withhold votes for all director nominees due to the classified Board structure. OPRT informed us that the management proposal to declassify the Board was approved by shareholders at the 2025 annual meeting.

7. **Asure Software, Inc. (ASUR):** ASUR engages in the provision of cloud-based Human Capital Management software solutions. ASUR set up a call to discuss our proxy letter regarding our votes against the equity plan because the plan cost is excessive; 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. ASUR noted it is completing a compensation study with a third party. ASUR believes a key hurdle it must overcome is its disclosure and the way it communicates its plan structure. ASUR believes it has made some positive strives with ISS and will continue to see improvements in its documentation year-over-year. We also noted our votes for the adoption of an annual say-on-pay frequency because it gives shareholders a regular opportunity to opine on executive pay. ASUR acknowledged our feedback. Lastly, we encouraged ASUR to publish a sustainability report in accordance with GRI and SASB standards. ASUR noted it is working through its process on ESG disclosure and will consider our suggestion.

Proxy Voting:

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

1. **Eagle Materials Inc. (EXP):** Voted against all director nominees because the company maintains a classified Board structure. Voted for the shareholder proposal to declassify the Board because this would enhance Board accountability.

2. **Universal Corporation (UVV):** Withheld votes from all director nominees because the company maintains a classified Board structure.

3. **Reservoir Media, Inc. (RSVR):** Voted against 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, votes against an audit committee member are warranted due to the persistence of material weaknesses in the company's internal controls in consecutive years.

4. **Albertsons Companies, Inc. (ACI):** Voted against a governance committee member because the Board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents. Voted for the shareholder proposal to report on human rights policy and due diligence because the company is exposed to significant risk of human rights issues in its supply chains and lags behind peers when it comes to supplier oversight disclosure.

5. **Yunnan Yuntianhua Co., Ltd. (BP3RBJ):** Voted against two proposed amendments regarding shareholder meetings and Board meetings because the company has not specified the details and the provisions covered under the proposed amendments.

6. **LiveRamp Holdings, Inc. (RAMP):** Voted against all director nominees because the company maintains a classified Board structure. Voted against the equity plan because the company's three-year average adjusted burn rate exceeds 3.5%. Additionally, the plan cost is excessive, the disclosure of change-in-control vesting treatment is incomplete, and the plan allows broad discretion to accelerate vesting.

7. **Qorvo, Inc. (QRVO):** Voted against two nominating committee members because the Board does not have any underrepresented directors, and none of the four new directors since 2024 are diverse. Additionally, executive diversity is poor, and workforce diversity is barely adequate. Furthermore, the company has underperformed relative to the market and its peers. Voted against say on pay because there are significant concerns regarding the structure of performance equity. Despite a majority of the LTI award consisting of performance equity, the award is predominantly based on non-financial objectives with limited disclosure of both forward-looking and retroactive goals. In addition to poor disclosure about these non-financial metrics, they also utilize merely a one-year performance period. This portion of the LTI grant also vested significantly above target despite recent underperformance by the company. Voted for the shareholder proposal to reduce the ownership threshold to call special meetings from 25% to 10%.

8. **Nextracker Inc. (NXT):** 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.

9. **Hyundai Mobis Co., Ltd. (012330-KR):** Voted against a non-independent director nominee because the Board is not majority independent.

10. **Microchip Technology Incorporated (MCHP):** Voted against say-on-pay because the returning CEO was granted an entirely time-vesting RSU award valued by the company at nearly $21 million. Although a supplemental filing included the compensation committee's rationale for the lack of performance conditions, the value and structure of the award remain concerning, particularly in light of the fact that, as disclosed in the supplemental filing, the CEO received an additional equity grant approximately six months later. Moreover, the former CEO was provided accelerated equity vesting upon his retirement, again without a clear rationale disclosed.

11. **Prosus NV (PRX-NL):** Voted against the remuneration report because the quantum of the total pay package for the new CEO remains high, with the fiscal year 2025 LTI grant at USD 35.5 million fair value and future moonshot award with potential payout valued at USD 100 million. The SAR plan is not sufficiently transparent and share options are not tied to separate performance conditions. A substantial part of the LTI awards vest before the third anniversary in deviation of best practice recommendations. Voted against the remuneration policy due to concerns raised with the design of the policy and the lack of responsiveness to address concerns raised by shareholders. These concerns include (i) the high quantum of the total pay package, (ii) a significant proportion of long-term incentives that are not performance-related, (iii) the absence of clear award levels under the LTI, and (iv) a substantial portion of the LTI vests before the third anniversary and starts vesting after the first anniversary of the grant. Voted against two director nominees because the company maintains a share structure with unequal voting rights. Additionally, votes against the Chair of the audit committee are warranted because he is non-independent. Voted against the authorization to repurchase shares because the proposal is not in line with commonly used safeguards regarding volume.

12. **e.l.f. Beauty, Inc. (ELF):** 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.

13. **Hongfa Technology Co., Ltd. (BYQDM9):** Voted against the proposal to amend and formulate relevant company systems because the company has not specified the details and the provisions covered under the proposed amendments.

14. **Yifeng Pharmacy Chain Co., Ltd. (BYYFJV):** Voted against seven proposed amendments because the company has not specified the details and the provisions covered under the proposed amendments.

15. **Qinghai Salt Lake Industry Co., Ltd. (BD5CNB):** Voted against three proposed amendments because the company has not specified the details and the provisions covered under the proposed amendments.

16. **Indus Towers Ltd. (534816-IN):** Voted against two non-independent director nominees because the Board is less than one-third independent.

17. **Reliance Industries Ltd. (500325-IN):** Voted against two non-independent director nominees because the Board is less than one-third independent. Additionally, the company is a significant GHG emitter, but it has not disclosed sufficient information for shareholders to assess how the Board oversees and manages climate-related risks and opportunities.

Boston Partners voted the following number of proxies:

Number of meetings: 33
Number of issues: 233

Index of Acronyms:

AGM: Annual General Meeting
AIP: Annual Incentive Plan
CDP: Carbon Disclosure Project
CSR: Corporate Social Responsibility
CSRD: The Corporate Sustainability Reporting Directive
ERP: Enterprise Resource Planning
ESG: Environmental, Social, and Governance
GAAP: Generally Accepted Accounting Principles
GHG: Greenhouse Gas
GRI: Global Reporting Initiative
ISS: Institutional Shareholder Services Inc. is a proxy advisory firm.
LTI: Long Term Incentive
NEO: Named Executive Officer
PSU: Performance Share Units
RSU: Restricted Stock Units
SaaS: Software as a Service
SAF: Sustainable Aviation Fuel
SAR: Share Appreciation Rights
SASB: Sustainability Accounting Standards Board
SBTi: Science Based Targets initiative
STI: Short Term Incentive
TCFD: Task Force on Climate-Related Financial Disclosures
UFLPA: Uyghur Forced Labor Prevention Act

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