December 2024

BostonPartners

Engagement Report
Robeco BP Global Premium Equities

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

Molly Clements
ESG Analyst

Jonathan Corning
ESG Analyst

Katie Zona
ESG Analyst

Included in this report are the companies we've engaged with in December following our internal research, shareholder outreach initiated by the company, or in relation to proxy votes on issues where Boston Partners' view ran counter to the company leadership's stance. The remainder of the report includes previous company engagements.

1. **Aalberts NV (ticker symbol AALB-NL):** AALB-NL engages in the development of industrial products and systems. In December 2024, we emailed AALB-NL following research and encouraged AALB-NL to describe employee development opportunities and report on the results of supplier audits. These are not likely material.

   In May 2024, we informed AALB-NL of Boston Partners' votes against the authorization of the Board to exclude preemptive rights from share issuances. Boston Partners has voted against this proposal each year since 2021. This could come up again in the future but is likely not material.

   AALB-NL responded to our email from October 2023 and set up a call to discuss in November 2023. We encouraged AALB-NL to disclose more information about employee development programs and usage. AALB-NL noted they are focused on improving employee training disclosures. We asked what the industry average is for the safety data and if the TRIR for 2022 was disclosed. AALB-NL directed us to its disclosure of TRIR and noted that the industry average does not represent accurately its different business activities. We also asked where the majority of suppliers are located. AALB-NL noted their suppliers are located all over the world and AALB-NL purchases parts in China but tries to purchase as much as possible locally. However, AALB-NL is trying not to be dependent on China. We noted our concern with forced labor in Northwest China. AALB-NL noted they conduct supplier assessments before suppliers sign on with them, but they will work to embed human rights due diligence more into their process. We asked how AALB-NL has verified their carbon credits represent genuine carbon reductions. AALB-NL noted they purchase from ACT commodities, who is the most reliable party. We asked what the cost/benefit is of using renewable electricity over conventional fossil fuel electricity. AALB-NL noted the cost of purchasing renewable electricity is sometimes neutral if you have a long-term contract. AALB-NL is looking into generating renewables onsite if it is more cost beneficial. This could be material.

2. **Hiscox Ltd. (HSX-GB):** HSX-GB engages in the insurance and reinsurance businesses. In December 2024, we emailed HSX-GB following research and asked HSX-GB where the majority of its suppliers are located and if any are in high-risk regions for forced labor.

   In November 2023, we emailed HSX-GB following research and asked if the Board Chair is classified as independent and if there is an official code of conduct/ethics. We asked where the majority of suppliers are located and if any are in high-risk regions for forced labor. We also asked if any procured electricity from the grid is derived from renewable sources and if any renewable energy is generated on site. We did not hear back from HSX-GB.

3. **Kerry Group Plc (KRZ-IE):** KRZ-IE engages in the manufacture and distribution of food and beverages. In December 2024, KRZ-IE reached out to us to discuss items up for vote at the special meeting. We noted we are set to vote in line with management on all items. We noted that in 2021, KRZ-IE issued a €750 million, ten-year SLB. The bond has a sustainability-linked feature that could result in an interest coupon step-up if certain KPI targets are not met by December 2030. We asked how much the borrowing costs will be for the SLB increase if KRZ-IE fails to achieve certain sustainability performance targets and what is the total expected financial effect in a best-case scenario assuming KRZ-IE meets all performance targets. KRZ-IE noted the SLB is tied to two sustainability targets. If KRZ-IE meets those targets there is no implication on the coupon. However, if they fail to achieve the targets, the penalty is up to a half a percent on the last year for each of the targets. $7.5 million is the dollar amount and it's not material. We asked if KRZ-IE's environmental targets to achieve net zero before 2050 and to achieve a 55% reduction in scope 1 and 2 emissions by 2030 will require significant capital expenditure. Capital and operational investments for 3-4 years out will be around 1% of revenues and right now it is around 0.5% of revenue. We noted 94% of electricity purchases were from renewable sources or backed by RECs in 2023. We asked what the cost to procure renewables is compared to traditional fossil fuels. KRZ-IE noted it is a small additional cost associated with RECs. KRZ-IE noted there is an opportunity for PPAs to be cost neutral or cost saving compared to traditional fossil fuels. KRZ-IE noted they are in the search process for another Chairperson and plan to have the current Chair stay on for another year. However, the current Chair will surpass the 10-year mark of being on the KRZ-IE Board. KRZ-IE is asking for our support because they will not comply with that portion of the UK CGC and will have to comply or explain. KRZ-IE will adopt an independent Chairperson. These could be material.

   In October 2024, we emailed KRZ-IE following research and asked KRZ-IE about its €750 million, ten-year Sustainability Linked Bond (SLB). KRZ-IE did not respond.

4. **Fidelity National Information Services, Inc. (FIS):** FIS engages in the provision of financial services technology solutions for financial institutions, businesses, and developers worldwide. In December 2024, FIS reached out to the team for a shareholder engagement call. FIS highlighted changes in Board composition with two new directors being appointed to help round out the skillset on the Board. We asked about the status of FIS's climate goals and whether FIS has begun resetting its baselines given the change to its business following the Worldpay separation in January 2024. FIS noted it has had to rethink its approach to climate goals given the WorldPay separation and FIS is in the process of re-baselining its emissions. FIS will have more to share this upcoming year. We shifted to supplier oversight and managing a sustainable supply chain and noted FIS added more than 35% of its suppliers by spend to its network on EcoVadis and expanded the Supplier Diversity Program into the U.K. and Canada. We encouraged FIS to disclose more information regarding the auditing process for suppliers. FIS noted our suggestion. Lastly, the team encouraged FIS to disclose whistleblower statistics. FIS will consider our recommendation and noted FIS has a robust system in place to track and review all incoming reports. These are not likely material.

   We sent a proxy letter to FIS in 2021 regarding our vote against a director nominee because she sits on more than 4 company boards, which presents overboarding.

   We emailed FIS following research in 2021 and encouraged FIS to adopt an independent Chair, to disclose whistleblower statistics, to disclose supplier audit information and to disclose data on waste disposal such as landfill or recycling. We also encouraged FIS to disclose a full EEO-1 data report and in the following year FIS reported EEO-1 data. The team also encouraged FIS to provide the shareholder right to call a special meeting at 10% and provide the shareholder right to act by written consent.

   In December 2022, FIS reached out to us as a part of its shareholder outreach program. In the engagement call, FIS explained its supplier oversight program and shared that they are beginning to incorporate sustainability into supplier evaluations. FIS is on track to achieve its 2025 targets of carbon neutrality and 100% renewable energy. We expressed our preference for an independent Chair and FIS noted that they are considering it as they have seen investor preference shifting this way. In 2023, FIS adopted an independent Chair.

5. **Textron, Inc. (TXT):** TXT operates in the aircraft, defense, industrial, and finance businesses worldwide. In December 2024, TXT reached out to us to discuss a shareholder proposal and sustainability goals. TXT received a shareholder proposal requesting a report on political contributions. TXT engaged with the proponent and the shareholder proposal was withdrawn. TXT is incorporating a policy that prohibits the use of corporate funds to make political contributions in the business conduct guidelines.

TXT has made no such contributions since 2021. TXT is also adding disclosures to their website, which will be updated annually, including a list of all trade associations to which payments in excess of $50,000 are made by a TXT business during the year, the aggregate amount of payments to these trade associations during the year, and the approximate amount of such payments used for political purposes. TXT also discussed setting new targets post-2025. TXT achieved all four of their 2025 sustainability targets (GHG emissions, energy, water, and waste). TXT will transition from a GHG intensity target to an absolute GHG emissions target. TXT's GHG emissions target will focus on Scope 1 and 2 emissions and will be aligned with the 1.5°C scenario. TXT will not make a formal SBTi commitment because that would require a Scope 3 emissions target. TXT is currently working on Scope 3 emissions disclosure. TXT signed a VPPA in Europe. This compliments TXT's existing PPA in Kansas. These agreements will bring TXT to about 50% renewable electricity. TXT will get rid of their energy reduction target because it is redundant with the GHG emissions reduction target. TXT's new water target will focus on water scarce regions. TXT's new waste target will focus on one of the following areas: zero-waste facilities, hazardous waste reduction, or recycling. TXT's Velis Electro was given an air worthiness exemption. It can be used for flight training in the U.S. TXT is investing $75 million in eAviation this year.

In April 2024, we sent a letter regarding our votes to require an independent Chair. We have been engaging with TXT on this issue and our suggestion is likely to not be implemented. In January 2024, TXT reached out to us as a part of its shareholder outreach program. We noted over 40% of electricity use at TXT facilities in 2023 was from renewable sources. We asked about the cost/benefit of purchasing renewables over conventional fossil fuel electricity. TXT noted renewable electricity is primarily from a wind energy agreement in Kansas and onsite solar generation in Europe, Asia, and South America. Some RECs are purchased in the U.S. and Europe. TXT conducted a full analysis on the VPPA market in the U.S. and noticed the current agreement in Kansas was enacted in 2018 which presented a savings opportunity as to today where the VPPA market in North America now could be cost negative. Renewables are more favorable in Europe and TXT is looking to do more renewables in that region. We asked where the majority of suppliers are located. TXT noted more than three-fourths of their suppliers are in North and South America. TXT also noted they do not have any suppliers in high-risk areas for forced labor. We discussed the 2024 LTIP and noted we would support the shareholder proposal for an independent Board Chair at the 2024 annual meeting.

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

In the 2021 engagement call, we discussed say-on-pay and suggested TXT provide the right to act by written consent. Later in 2021, we had an engagement call and TXT noted they have plans to include TCFD and SASB alignment in its 2021 report. TXT is assessing alignment with 1.5-degree warming scenario. TXT noted the Nominating and Governance Committee has oversight of ESG matters. TXT also noted it has a cross-functional ESG Steering Committee to advise upper management on risks and opportunities. We asked if TXT would rely on carbon offsets. TXT noted it as a last resort. We inquired about sustainable aviation fuel use. TXT noted a 30% mix in its engines. We asked if TXT noticed a loss of investors due to the contract for the upgrade of the U.S. nuclear weapon arsenal. TXT noted they hadn't noticed anything. We asked if sustainability is material for TXTs' valuation. TXT noted not yet. The 2021 say-on-pay was discussed. TXT noted large shareholders do not want the right to call special meetings reduced to 10% from 25%.

In the 2020 engagement call, we recommended TXT use GRI/SASB. TXT notes it looks at different frameworks and tries to capture the most important elements for its reports and will evaluate this again in the future. We inquired about supplier oversight. TXT noted each subsidiary has its own oversight and Bell has a rigorous oversight program as it is a government contractor. We noted our preference for an independent Chairman, enhanced shareholder rights, and whistleblower claim data. We inquired about TXT's safety deterioration in 2019. TXT noted one large manufacturing location incident that happened. No one was seriously injured but there were many recordable incidents. We inquired about TXT's involvement with controversial weapons. TXT noted it stopped manufacturing cluster munitions in 2017 and it is currently a small subcontractor for the installation of antennae/pieces related to the re-entry vehicle of nuclear weapons.

6. **Sodexo SA (SW-FR):** SW-FR is engaged in the provision of on-site services, benefits and rewards services, and personal and home care services. In December 2024, we sent a proxy letter to SW-FR noting our votes against a director nominee since the family director, Francois-Xavier Bellon, also Chairman of the management Board of Bellon SA, controlling shareholder, benefits from the distortive voting structure. This is not likely material.

The remaining holdings are a summary of previous engagements. We typically engage with issuers every 6 months.

1. **Glencore Plc (GLEN-GB):** GLEN-GB is a multinational commodity trading and mining company. In November 2024, we asked if GLEN-GB's Sudbury Integrated Nickel Operations publishes their agreements with First Nations. We asked if these agreements include compensatory payments to the tribes. GLEN-GB checked with its Sudbury team, and they do not publicly share the details of these agreements. However, GLEN-GB has disclosed some broad details on its website. If these relationships are not managed properly, then they could lead to material issues.

   We sent a proxy letter to GLEN-GB regarding the May 2023 annual meeting stating Boston Partners voted against approving the 2022 climate report because questions persist as to whether GLEN-GB's targets are aligned with the Paris Agreement. Despite record profits, of which 53% derived from coal, the investment in the transition in 2022 has not significantly increased. We also voted for the next climate action transition plan because the proposal seeks clarification and information in the next climate report that GLEN-GB will present, which is due in 2024. The points on which the shareholder seeks clarification are legitimate, and reflect deficiencies identified in the analysis of the framework of the transition plan on previous occasions. There is no obvious disadvantage to shareholders' interests in the acceptance of this proposal. We also engaged with GLEN-GB on 10/4/2021 to disclose whistleblower line statistics, to clarify if shareholders have the right to act by written consent, and to disclose the number and results of supplier audits. GLEN-GB responded to our comments and noted they have an extensive peer analysis to determine the level of detail regarding whistleblowing concerns and provide details about number of concerns raised, the breakdown of the types of reports and some general statistics around substantiation rates. In earlier years' reports, data on discipline was included, however this was not just discipline related to raising concerns matters but breaches of code, policy or procedure more generally. GLEN-GB will certainly think about including more specific information relevant to the program in future reports. GLEN-GB noted written resolutions are not possible. GLEN-GB now discloses the number of supplier audits. There is significant controversy surrounding forced labor in GLEN-GB's supply chain and therefore it is material for GLEN-GB to disclose adequately audit information which GLEN-GB now does well.

2. **Infineon Technologies AG (IFX-DE):** IFX-DE engages in the provision of semiconductor and system solutions. We emailed IFX-DE following research in October and asked IFX-DE to share its 2023 CDP Climate Change submission. IFX-DE responded to our email in November and shared its response. This is not material.

3. **JM Smuckers (SJM):** SJM is an American manufacturer of food and beverage products. In November 2024, SJM reached out to us as a part of their shareholder outreach program. We noted our preference for an independent Chair and suggested SJM disclose whistleblower statistics. We noted we would like to see year over year numerical safety metrics disclosed as well as the industry average number. We asked about the costs of meeting environmental targets. SJM purchases VPPAs for its electricity usage which vary based on market price but are not a material cost. SJM sources coffee from 10 countries outside the U.S. SJM does not have suppliers that are affected by Uighur forced labor.

   In January 2024, we emailed SJM following research. We encouraged SJM to adopt an independent Chair, to disclose whistleblower data, and asked where the majority of suppliers are located. Entities in the processed foods industry are exposed to supply chain risks that have the potential to be material.

4. **Sandoz Group Ltd (SDZ-CH):** SDZ is a generics and biosimilars business. SDZ-CH reached out to us as a part of their shareholder outreach program. SDZ-CH has been an independent company for just over a year. SDZ-CH's Board consists of 10 directors and 3 committees. All directors are independent and 4 are women. It is typical for Swiss companies to have no executives on the Board. SDZ-CH linked ESG targets to their short- and long-term compensation plans for executives. The annual incentive consists of

90% financial KPIs and a 10% ESG metric: number of patients treated with biosimilars. The long-term performance plan includes a 20% ESG weighting with 3 targets: SBTi validation, water use, and DEI. The long-term performance plan has 3-year targets with an additional 2-year share holding obligation post-vesting for the CEO and CFO. SDZ-CH plans to have SBTi-validated targets by January 2026. SDZ-CH has committed to net zero by 2050 as well as water and waste targets. SDZ-CH is comfortable with all the CSRD requirements. SDZ-CH has already completed their double materiality assessment. SDZ-CH's top priority is access to medicine. In 2023, 800 million patients were treated by SDZ-CH's products, and SDZ-CH hopes for over 1 billion this year.

5. **US Foods Holding Corp. (USFD):** USFD engages in the marketing, sale, and distribution of fresh, frozen, and dry food and non-food products to foodservice customers in the U.S. In November 2024, USFD reached out to us for a shareholder engagement call. USFD highlighted its alignment with TCFD and SASB and the launch of a new steering committee led by the General Counsel and CFO. USFD noted the slight increase in its GHG emissions were mostly attributed to USFD taking on inbound logistics. USFD believes this will help it to be more efficient in the long run. We encouraged USFD to report whistleblower statistics. USFD is searching for new directors and has diversity at the forefront of its search. This not only includes racial/ethnic/gender diversity, but also diversity in experience and skillset. USFD also remains focused on diversity at the senior management levels and has made efforts to approach diversity holistically through its talent management programs led by the Development and Talent Acquisition team. We asked if USFD has not determined the costs associated with its fleet transition but is working to develop the best method for measuring those costs and investments. These costs could be material.

   In November 2023, USFD reached out to us for a shareholder engagement call. We asked if USFD's fleet transition will require significant capital expenditure. USFD noted the additional EV purchases are in the long-range plan and there is a long-term ROI on EVs. We noticed USFD uses 4% renewable fleet fuel and 0% renewable electricity from the grid but generates some on site renewable energy. We asked why zero renewable electricity was purchased from the grid. USFD noted it has started to become a cost party to purchase renewable electricity and will look into it. Additional expenses from renewable energy purchases could be material. We asked if USFD has any suppliers in China and noted the Uighur forced labor issue. USFD is aware of this issue and reached out to suppliers in the seafood industry to ensure they are compliant with supplier code of conduct and provision where suppliers must not source from products that use forced labor. USFD does not use suppliers that were implicated and does not have direct supply relationships with seafood suppliers in Northwest China.

   In May 2023, USFD reached out to us prior to their annual meeting. USFD described the shareholder proposal relating to the acceleration of vesting of performance-based share awards granted to senior executives during a change-in-control. USFD does not think it is appropriate to limit the Compensation Committee's discretion in these scenarios. USFD's current structure is already in line with market norms. We brought this proposal to Boston Partners' governance committee. The governance committee decided to vote against this shareholder proposal, in line with management's recommendation. This issue is not material.

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

6. **Kellanova (K):** K manufactures and markets snacks and convenience foods. In November 2024, we sent a letter regarding our votes against the advisory vote on golden parachutes. The CEO's golden parachute compensation is $91 million and egregiously above both the median CEO compensation of peers and K CEO pay received last year. Also, excise tax gross ups are expected to be payable to the CEO and CFO and executives will receive a supplemental double trigger cash payment for the portion of a PSU award that vests below the maximum amount, essentially providing maximum vesting for outstanding PSU awards.

   In April 2024, we sent a proxy letter informing K of the votes against management. The letter informed K that we would be voting against all director nominees due to classified Board structure. Boston Partners voted for Item 5 requiring an independent Chair. We have engaged with K on adopting an independent Chair previously. Boston Partners also voted for Item 7: Report on Risks Associated with Pesticide Use in Supply Chain because K's Global Environment, Health and Safety Policy does not identify pesticide use as a material EHS issue to its business in relation to suppliers. K does not provide much disclosure on pesticide risks and many of its peers have provided more disclosure around pesticide use, risks, reductions, strategies, or testing. These topics could be material.

   In January 2024, we emailed K following research and encouraged K to adopt an independent Chair and eliminate the classified Board structure. We will monitor K's corporate governance as more time passes following the split from Kellogg in October 2023.

7. **HCA Healthcare, Inc. (HCA):** HCA provides health care services. In 2022, 2023, and 2024, we encouraged HCA to adopt an independent Chair, disclose supplier audit data, and align its sustainability report with GRI or SASB standards. HCA has not implemented any of our suggestions. These issues are not likely material.

   We sent a proxy letter in April 2020 and 2021 regarding Boston Partners' votes to allow shareholders to act by written consent. We sent a proxy letter in May 2022 regarding our votes for a report on political contributions and lobbying payments. We sent a proxy letter regarding the April 2023 annual meeting stating our votes for the increased disclosure of HCA's indirect political contributions through all trade associations and other tax-exempt organizations that could help shareholders comprehensively evaluate the management of related risks and benefits. Boston Partners also voted for openly including staffing levels into the patient safety and quality of care committee's oversight responsibilities because it would benefit shareholders by possibly helping mitigate related risk.

8. **Abbvie, Inc. (ABBV):** ABBV develops, manufactures, and sells pharmaceutical products. In October 2024, ABBV reached out to us as a part of their shareholder outreach program. ABBV highlighted corporate governance changes since last year. ABBV appointed a new CEO in July 2024. The former CEO is staying on as the executive Chair, but the timeline is uncertain. ABBV has not decided if the next Chair will be independent. ABBV also added three new Board members, one of which is the new CEO. The other two additions bring healthcare expertise to the Board. ABBV reassigned all four committee Chairs and a new lead independent director. ABBV has made good progress towards their SBTi targets. ABBV has already surpassed their waste targets. ABBV is not able to disclose the costs of their environmental initiatives. The management proposal to adopt a simple majority did not receive the required 80% support of shares outstanding at the 2024 AGM. ABBV noted that the proposal received approximately 70% approval of outstanding shares, and approximately 98% approval of the voting shares. ABBV has a large portion of retail shareholders that do not vote. ABBV plans on putting this proposal back on the agenda in 2025. If this proposal were to pass, then ABBV would consider eliminating the classified Board. Since 2013, ABBV has averaged 93% support on say-on-pay, and they received 92% support in 2024.

   In May 2024, we sent a proxy letter to ABBV noting our votes against several director nominees as ABBV maintains a classified Board structure. For reasons discussed during the October 2023 engagement, Boston Partners voted for adopting simple majority vote. Boston Partners voted for Item 7: Report on Lobbying Payments and Policy because additional disclosure of direct and indirect lobbying payments would help shareholders better assess the risks and benefits associated with ABBV's participation in the public policy process. Lastly, the proxy letter informed ABBV of our vote for Item 8: Report on Impact of Extended Patent Exclusivities on Product Access because shareholders would benefit from more robust disclosure of ABBV's processes and oversight mechanisms for managing risks related to anti-competitive practices.

In October 2023, ABBV reached out to us to discuss the successful shareholder proposal at the 2023 annual meeting. The non-binding shareholder proposal recommended adopting a simple majority vote requirement. Each year since 2018, ABBV has put forward a management proposal to replace the supermajority requirement with a simple majority; however, each year the proposal fails to gain 80% support of all outstanding shares due to the large portion of retail investors that do not vote. To comply with the shareholder proposal, ABBV will submit the same management proposal next year and include a discussion of their Board's responsiveness and their shareholder engagement efforts on the topic. ABBV has also considered launching a campaign to encourage retail voters to support the proposal, with an estimated cost of $10 million and no guarantee of success.

In April 2023, ABBV reached out to us prior to their annual meeting to discuss several shareholder proposals. ABBV has a management proposal to eliminate the supermajority voting requirement and a shareholder proposal to adopt a simple majority voting requirement. ABBV has been trying to eliminate the supermajority requirement since 2018. ABBV requires 80% support of outstanding shares to approve the change. However, retail investor voter turnout has not been strong enough to achieve 80%. ABBV has looked into solicitation campaigns but that would cost millions. This is material as it is unclear if the supermajority requirement will ever be eliminated without the additional expenditure needed to achieve 80% support.

In past engagements, we noted our preference for an independent Chair and ABBV noted they discuss this issue on a frequent and ongoing basis, but it is unclear the likelihood of implementation.

9. **Amgen, Inc. (AMGN):** AMGN is a biotechnology company. We held engagement calls with AMGN in 2023 and 2024. We noted our preference for an independent Chair and encouraged AMGN to report employee training statistics. AMGN discussed the incorporation of ESG goals in executive compensation. AMGN is using proceeds from their green bond offering to invest in new manufacturing facilities that are more efficient. We encouraged AMGN to report on the cost/benefit of sustainability-related investments.

10. **Chubb Limited (CB):** CB provides insurance and reinsurance products worldwide. The Team has engaged with CB biannually for several years. Over the years, we have discussed CB's underwriting criteria in high emitting sectors. CB purchases RECs, but availability has been a concern. CB stopped purchasing carbon offsets in 2023 due to quality concerns. CB is working on increasing the rate at which they convert their fleet to hybrid. CB noted they have a low risk for forced labor in their supply chain. We have also encouraged CB to report whistleblower statistics, disclose employee training data, and adopt an independent Chair. In 2023 and 2024, we discussed shareholder proposals with CB. Boston Partners voted against each of the shareholder proposals. These issues were not material. Following our suggestions in previous engagements, CB has produced a TCFD report and EEO-1 data.

11. **ConocoPhillips (COP):** COP explores for, produces, transports, and markets crude oil, bitumen, natural gas, LNG and natural gas liquids. We have engaged with COP at least biannually since 2020. The primary focus of our engagements has been emissions reduction efforts and climate technologies which are material topics for COP. We have also expressed our preference for an independent Chair on multiple occasions and encouraged COP to report whistleblower statistics and supplier audit data.

12. **JPMorgan Chase & Co (JPM):** JPM is an American multinational financial services company. We have engaged with JPM biannually for several years. During each engagement, we have expressed our preference for an independent Chair. In 2023 and 2024, JPM engaged with us on several shareholder proposals. In October 2024, JPM discussed human rights risk assessments and highlighted their upcoming climate report. We expressed concerns over proposals related to humanitarian risks, indigenous rights, and civil liberties. JPM clarified their exit from Climate Action 100 and their asset management team's position on climate commitments. Previous discussions included JPM's alignment with GRI standards, participation in CDP, and modern slavery supply chain reviews. JPM ensures oversight on forced labor through supplier due diligence and monitoring, with no violations reported. We have raised concerns on governance issues, including executive compensation and special shareholder meeting thresholds, with JPM noting improvements in pay structure transparency and succession planning.

13. **Huntington Bancshares, Inc. (HBAN):** HBAN is a multi-state bank holding company. In September 2024, HBAN reached out to us as a part of their shareholder outreach program. HBAN is not anticipating any notable changes to executive compensation. We asked about HBAN's environmental goals. HBAN reset their targets with a 2022 baseline. Each branch has part of its budget dedicated to sustainability upgrades. HBAN has upcoming PPAs in Ohio and Michigan that should get them halfway to their

renewable energy target in 2025. In 2023, HBAN invested $19 million in environmental sustainability-related projects. This is a consistent item in the annual budget. HBAN evaluates the expected payback period for each project. The payback periods range from 4 to 10 years. HBAN engaged a third-party to ensure compliance with California emissions reporting requirements.

In November 2023, HBAN reached out to us for a shareholder engagement call. We noted our preference for an independent Chair. HBAN noted they have a strong independent lead director and are satisfied with the current setup. It is unlikely that our suggestion will be implemented. We asked about the cost to meet HBAN's environmental goals. HBAN noted to meet the Scope 1 and 2 emission reduction targets they are implementing upgrades to facilities to replace boilers and equipment which is already baked into normal capex spend and do not forecast anything over and above that is needed to reach goals. Investments towards emissions reduction initiatives are not likely material. We asked for the purchased renewable energy and the renewable energy that was generated onsite, if HBAN has verified that the solar panels were not made or use products made by Uighur slave labor. HBAN noted the solar panels were procured before the ESG officer took over so will ask internally.

We have been engaging with HBAN since 2019 on various issues. In the September 2019 call, we recommended adopting some form of standardization, such as GRI or SASB in the sustainability report. HBAN is considering using the SASB standard in the future. We noted our preference for an independent Chair and additional shareholder rights. The Chair is still not independent, and this is unlikely to change. Shareholder rights are still lacking and likely will not change.

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

14. **United Rentals, Inc. (URI):** URI operates as an equipment rental company. In September 2024, URI reached out to us as a part of their shareholder outreach program. We asked about URI's emissions reduction strategy. For their internal fleet, URI is exploring electric/hybrid options. For their rental fleet, URI is monitoring customer demand. URI notes that there are costs and logistics considerations associated with electrifying their rental equipment. Currently, 31% of rental equipment is electric or hybrid. The electric and hybrid rental fleet is primarily smaller equipment such as electric scissor lifts. For bigger equipment, electric and hybrid options are not currently available. URI has a strong feedback loop with the manufacturers that provide their rental equipment. Overall, the electric and hybrid equipment is an added cost, which is reflected in their rental rates. URI noted that the margins for these rentals may be a bit lower to help with adoption. For their direct footprint, URI added solar to one of their largest facilities, which should cover 75-80% of that facility's electricity needs. URI is making sure these projects make sense from an ROI perspective and an emissions reduction perspective. URI is also considering RECs and VPPAs. We asked if URI is conducting supplier audits. URI is constantly evaluating its suppliers as needed. URI has the ability to audit any of their suppliers. URI has ongoing dialogue with their suppliers. The vast majority of supplier spend is in the U.S. URI added disclosure in their updated sustainability report about why they have not set an SBTi target.

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

We sent a proxy letter in May 2021 and 2023 regarding our votes to reduce the ownership threshold for shareholders to request action by written consent. The threshold was reduced to 15% following the 2023 annual meeting. In the June 2021 engagement call, we recommended URI create a 2050 GHG emissions reduction goal. URI has a 2030 goal. URI also described its diversity and inclusion recruitment efforts. URI noted hiring diverse entry-level employees in the sales and management department in hopes they will rise within URI. We commended URI for its diversity reporting and asked about breaking out the minority statistics in future reports which is now disclosed.

We sent an engagement email in October 2021 encouraging URI to disclose whistleblower statistics, supplier audit information, to add back training hours completed by employees, the Lost Workday Case Rate safety metric, Scope 3 emissions data, and electricity generated from renewables in the sustainability report. Training hours and Scope 3 data are now disclosed. We noted in the April 2022 engagement that we will support reducing the threshold for shareholders to call special meetings to 10%. The threshold remains at 15% which is sufficient. We engaged with URI in September 2022 and URI noted they continue to evaluate science-based targets but do not believe it is feasible at this time given the technology and equipment that is available. URI's rental fleet is 27% electric or hybrid. URI intends to increase that percentage but is in the early stages of evaluating the available technology. URI views these investments as necessary to drive returns and value over the long term. URI is leading its competitors in this area and working with OEMs to develop new technology. URI does not conduct supplier audits at this time but has the ability to conduct audits if it becomes a concern.

15. **WH Smith Plc (SMWH-GB):** SMWH-GB engages in the travel retailer business. in September 2024, SMWH-GB reached out to us to discuss updates to their Remuneration Report. We noted that Boston Partners has supported the Remuneration Report each of the past two years. SMWH-GB has already discussed the updates with ISS and Glass Lewis, with no major concerns raised. SMWH-GB adjusted the ESG weighting for the LTIP from 20% to 10%. SMWH-GB decided that the social metrics previously included in the 20% ESG portion were part of day-to-day operations, but not appropriate metrics to determine long-term performance. Instead, SMWH-GB is focusing on their SBTi-approved GHG emissions reduction targets. SMWH-GB aims to reduce absolute Scope 1 and 2 emissions by 20% by 2030. SMWH-GB also has a target for 75% of Scope 3 (category 1 and category 4) emissions to be covered by suppliers with SBTi-approved targets by 2027. The costs associated with achieving these environmental targets could be material.

    We sent a proxy letter in January 2021 and 2022 regarding our votes against the remuneration report. We had no issues with the remuneration report in 2023. We sent a proxy letter in January 2023 regarding our abstained votes for Maurice Thompson as Director because he served on the Boards of several Greensill Capital group companies and subsidiaries dating back to 2018. Greensill Capital collapsed during 2021 in a high-profile manner. SMWH-GB noted Maurice Thompson decided not to stand for reelection at the AGM and stepped down from the Board on 1/18/2023.

16. **Ryanair Holdings Plc (RYA-IE):** RYA-IE is a European airline group. In September 2024, Boston Partners informed RYA-IE of our votes against two director nominees because they are non-independent and a member of a key committee. This is a corporate governance concern that the Team has communicated in the past but remains an issue.

    In August 2024, we emailed RYA-IE following research and encouraged RYA-IE to provide overall workforce diversity data and to provide safety rates to back up the successful implementation of its safety programs. We also encouraged RYA-IE to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. These suggestions are likely not material.

    In September 2023, we sent a proxy letter regarding Boston Partners' votes against management. Boston Partners voted against the remuneration policy because the potential benefits of the option plan are exorbitant. Boston Partners also voted against eight director nominees due to their non-independent nature, and the full Board is less than majority independent. Additionally, six of the non-independent nominees are members of a key committee. This represents poor corporate governance and could be material.

    We emailed RYA-IE following research in April 2023 and encouraged RYA-IE to conduct and report on supplier audits and to report workforce safety rates. RYA-IE responded to our email in May 2023 and noted as part of RYA-IE's supplier onboarding, they conduct a bribery & corruption, information security and data protection review to ensure the new suppliers' practices and standards are aligned. However, there is no mention of conducting audits and it is unclear the likelihood of this being disclosed in the future.

RYA-IE noted they are operating in a highly regulated industry and are required to have a structured program in place to ensure all injuries are recorded and mitigating actions, if necessary, are put in place. While RYA-IE does not currently publish these statistics, they are captured. It is unclear if RYA-IE will publish these statistics in the future. These suggestions are likely not material.

We emailed RYA-IE following research and encouraged RYA-IE to provide overall workforce diversity data and to provide safety rates to back up the successful implementation of its safety programs. We also encouraged RYA-IE to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken.

17. **Beacon Roofing Supply, Inc. (BECN):** BECN engages in distribution of residential and non-residential roofing materials, and complementary building products to contractors, home builders, building owners, lumberyards, and retailers. In August 2024, we emailed BECN following research and encouraged BECN to disclose climate change risks and opportunities in accordance with TCFD or CDP, asked where the majority of suppliers are located and encouraged BECN to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. We also encouraged BECN to provide shareholders the right to call special meetings based upon the request of at least 10% of shareholders and to provide shareholders right to act by the written consent of the number of shareholders that could act at a meeting. Lastly, we encouraged BECN to disclose whistle blower claims/code of ethics violations and their resolution annually. BECN responded to our email and noted they will consider each of our points as they work to provide investors with valuable insights to assist with investment decisions. More specifically, BECN is working towards adding a TCFD index as part of the 2024 CSR Report. In June 2023, we had encouraged BECN to adopt an independent Chair, to add more women to the Board, disclose safety rates and publish a sustainability report in accordance with a recognized framework. Following our most recent research review, we noticed BECN has adopted our suggestions.

    In 2021 and 2022, we informed BECN of our votes against director nominees due to insufficient gender diversity on the Board. BECN has since improved gender diversity on the Board.

    In November 2021, we emailed BECN following research and suggested that BECN elect an independent Chair, provide additional shareholder rights, and report on diversity, training, safety, and supplier oversight. Additionally, we suggested that BECN prepare a sustainability report in accordance with GRI or SASB standards and report environmental data. In June 2023, we reiterated the same suggestions and noted that BECN had included GHG emissions data and diversity and training statistics in its updated report.

    We emailed BECN following research and encouraged BECN to disclose climate change risks and opportunities in accordance with TCFD or CDP, asked where the majority of suppliers are located and encouraged BECN to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. We also encouraged BECN to provide shareholders the right to call special meetings based upon the request of at least 10% of shareholders and to provide shareholders right to act by the written consent of the number of shareholders that could act at a meeting. Lastly, we encouraged BECN to disclose whistle blower claims/code of ethics violations and their resolution annually. BECN responded to our email and noted they will consider each of our points as they work to provide investors with valuable insights to assist with investment decisions. More specifically, BECN is working towards adding a TCFD index as part of the 2024 CSR Report.

18. **Commerzbank AG (CBK-DE):** CBK-DE is a global German universal bank. In June 2024, we emailed CBK-DE following research and asked about the coal exposure of the portfolio for 2023. We also asked about the cause of the reportable work-related accidents. CBK-DE responded and asked what numbers or reports we are referring to on the coal exposure question. CBK-DE also noted where to find the explanation for the increase in accidents. We asked how no longer having to work from home would result in more reportable work-related accidents and asked if we should assume the 114 increase in workplace accidents were all COVID related. CBK-DE has not yet responded. Employee safety and coal exposure could be material.

19. **Expedia Group, Inc. (EXPE):** EXPE operates as an online travel company. In June 2024, EXPE reached out to us prior to the 2024 annual meeting. We noted we are set to withhold votes from director nominee Barry Diller due to the multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. We also noted we are set to withhold votes from Dara Khosrowshahi because the nominee is a CEO and sits on more than 3 public company Boards. EXPE noted Dara has valuable experience and is on the Boards of Expedia, Uber and two subsidiaries of Uber which are not as time consuming as a pure external Board might be. Also, in recent years, EXPE went from being a controlled company with Class B controlling the voting

power to Class B now representing around 30% of the voting power. Barry has agreed to limitations on how many family members can be on the Board at any time, a 20% voting power cap on Class B for significant transactions, among other shareholder friendly improvements.

On the ESG side, we recommended EXPE provide information on professional development opportunities offered and the usage of these programs by employees and recommended EXPE not rely on carbon credits to meet environmental goals. EXPE noted some more information is provided on the learning and development side in the latest sustainability report. EXPE released a climate strategy report and updated environmental goals to be net zero by 2040 with interim / shorter term goals being verified by the SBTi.

In November 2023, EXPE reached out to us as a part of their shareholder outreach program. EXPE is in the process of completing their double materiality assessment following EU guidelines. EXPE announced their ambition to reach net zero emissions in their operations by 2040. EXPE also set the following targets: reduce Scope 1 and 2 emissions 75% by 2030, 75% of upstream suppliers with targets by 2028, and purchase 100% renewable energy annually through 2030. EXPE plans on submitting their targets to the SBTi later this year. EXPE plans to achieve Scope 1 and 2 emissions by shifting their offices and data centers to 100% renewable energy. EXPE aligned their reporting with GRI, SASB and TCFD for the first time. EXPE received third party limited assurance for their 2022 GHG inventory. EXPE mentioned they have seen data suggesting that customers consider sustainability when making travel decisions, which could material.

In May 2023, we emailed EXPE following research and encouraged EXPE to adopt an independent Chair and increase the number of independent directors on the Board, to disclose whistleblower claims/code of ethics violations and their resolution annually, to provide a description of its professional development programs for employees and data to back up the use of these programs by employees, to disclose operational GHG emissions, energy use including if any is from renewables, and water and waste usage annually. We asked if the Global Impact Report aligned with GRI and SASB standards and where the majority of suppliers are located and if any are outside the U.S. In September 2023, EXPE published an updated sustainability report that aligned with GRI and SASB standards. EXPE also reported its GHG emissions inventory.

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

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

20. **Fuji Electric Co., Ltd. (6504-JP):** 6504-JP engages in the manufacture and sale of electronics, semiconductors, circuits, and control systems. We sent a proxy letter to 6504-JP regarding the June 2021, 2022, 2023, and 2024 annual meetings stating our votes against all incumbent male nominees because there is no nominating committee, the Board has seven or more members and does not have at least two Board members that are not of the majority Board gender. This is unlikely to be resolved anytime soon.

21. **Hellenic Telecommunications Organization SA (HTO-GR):** HTO-GR engages in the provision of telecommunication services. In June 2024, we sent a proxy letter regarding our votes against management. Boston Partners voted against the renumeration of executive Board members due to a lack of sufficient information in order to assess the fairness of these awards. Boston Partners also voted against the renumeration report because the game changer plan is uncapped and insufficient information about the performance conditions is provided. HTO-GR does not seem to address the concerns reflected by the significant dissent on the 2022 remuneration report, particularly in light of the shareholder structure. HTO-GR does not implement any purely long-term

oriented plan, disclosure for certain remuneration schemes lags one-year, performance targets are not disclosed, and the CEO received 92.6% of the maximum STI opportunity while a target weighting 10% was not achieved. The proxy letter also informed HTO-GR of Boston Partners votes against the remuneration policy as the award levels under both the STI and LTI have increased for the incoming CEO, without a compelling rationale, there is no disclosure on the termination agreements with the incoming CEO, and in deviation of the Shareholder Rights Directive II reporting guidelines. HTO-GR has not addressed last year's significant dissent on the shareholder vote on the remuneration policy. Moreover, concerns remain with HTO-GR maintaining provisions about uncapped discretionary awards and the absence of disclosure on maximum award levels under the Game Changer Incentive. Boston Partners voted against Konstantinos Nebis because the roles of Board Chair and CEO are combined, and HTO-GR does not provide assurance that this is happening on an interim basis. Lastly, Boston Partners voted against the remaining director nominees because the resulting Board is insufficiently independent. It is possible this could be material.

In June 2023, we sent a proxy letter regarding our votes against management. Boston Partners voted against the remuneration report due to the lack of information about the extraordinary award to the CFO, the questions raised about the Repeated Performance Incentive, and because the Board has not addressed concerns reflected by significant dissent to previous remuneration reports and the remuneration policy submitted in 2022. It is also noted the lag of disclosure about the variable cash awards, the lack of disclosure about the STI targets, and none of the variable pay schemes measure performance over a long-term period. Boston Partners voted against approving the remuneration policy because the policy in general maintains material shortcomings such as uncapped spot and extraordinary bonuses, the latter is left to the Board's discretion. Exit payments appear to be high for the Greek market standards, while the long-term plans are not purely long-term oriented in practice. Boston Partners also voted against the remuneration of executive Board members and amendments to the remuneration policy in 2022. It is possible this could be material.

22. **Sumitomo Mitsui Financial Group, Inc. (8316-JP):** 8316-JP is a Japanese bank holding financial services company. In June 2024, we sent a proxy letter informing 8316-JP of our votes against management. Boston Partners voted against one director nominee because top management is responsible for capital misallocation.

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

    In July 2022, we emailed 8316-JP and encouraged 8316-JP to adopt an independent Chairman and for a majority of directors to be independent, to align its sustainability report with a recognized framework such as GRI or SASB, to disclose a description of professional development programs offered, and to disclose waste and water usage from operations. We also encouraged 8316-JP to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken and to disclose complaints made on its whistleblower line. Water and waste usage are now disclosed.

23. **Coca-Cola Europacific Partners plc (CCEP):** CCEP produces, distributes, and sells a range of non-alcoholic beverages. In May 2024, we sent a letter regarding Boston Partners' votes against the reelection of two directors because they are non-independent and members of key committees. This is the second consecutive year voting against these two directors. Boston Partners also voted against Item 23: Approve Waiver of Rule 9 of the Takeover Code because all Rule 9 waivers are deemed contentious as institutional investors are concerned about the risk of creeping control. These issues are not likely material.

    In 2021, 2022, and 2023 we sent a proxy letter to CCEP informing them we voted against the remuneration report, and against certain director nominee(s) because of overboarding concerns and because they are non-independent and a member of a key committee. In September 2022, CCEP responded to our proxy letter and discussed the remuneration report and the two director nominees who are non-independent members of the Remuneration and Nomination Committees. CCEP's terms of reference for the

Remuneration Committee stipulate that it must be composed of a majority of independent non-executive directors. We informed CCEP that our policy requires the committee to be completely independent. CCEP explained that the non-independent members of the committee were elected by shareholders and act as if they are independent members without any conflict of interest. The next expected engagement will be following the annual review.

24. **Elevance Health, Inc. (ELV):** ELV operates as a health benefits company. In May 2024, we sent a letter regarding Boston Partners' votes against each director nominee due to the classified Board. In this case, the classified Board structure is not a material concern because it is required by the BCBS Association.

    In May 2023, we sent a proxy letter regarding our votes against management. Boston Partners voted for the shareholder proposal to reduce the threshold for shareholders to call a special meeting. ELV responded to our letter in June noting they appreciate the explanation for the votes in opposition to the management recommendation on the shareholder proposal to lower the percentage of shares required to call a special shareholder meeting to 10% from the current 20% threshold. The Board recommended against this shareholder proposal because they believe that it did not strike an appropriate balance between providing shareholders with a meaningful voice to communicate their priorities and adequately protecting shareholder interests and that this balance is struck at the 20% threshold. The Board believes that lowering the threshold to call a special meeting is not necessary because of the meaningful opportunities that already exist for shareholders to communicate with the Board and management, as well as ELV's strong corporate governance guidelines. In addition, given the concentration of ELV's shareholder base, it is very easy for shareholders to meet a 10% threshold to call a special meeting for their own interests, which may not be shared more broadly by other shareholders.

    In past engagements, we sent a proxy letter in May 2020 regarding our votes to support reducing the ownership threshold for shareholders to call a special meeting from 20% to 10%. The threshold remains at 20%, which is acceptable. We had a call with ELV in November 2020 and noted there were a few violations for failure to respond to claims promptly and the DOJ sued ELV in March for overcharging Medicare. ELV explained there is attention on compliance fines and penalties, and they are using AI and digital enhancements to simplify operations and address compliance issues. We asked about diversity and inclusion. ELV noted the Board is 70% diverse by gender or ethnicity and management is 63% female and 35% minority.

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

25. **Loomis AB (LOOMIS-SE):** LOOMIS-SE is a cash handling company. In May 2024, we informed LOOMIS-SE that Boston Partners voted against the remuneration report due to the significant increase of base salary and the excessive discretionary payment. This could be material.

    In November 2023, we set up a call with LOOMIS-SE to ask about the financial effect of its sustainability linked bonds. LOOMIS-SE noted if they do not meet the SLB target they need to repay 101% of the nominal amount (i.e. 1% penalty). LOOMIS-SE has three sustainability linked bonds totaling SEK 2,500 million (1,200; 300; 1,000). LOOMIS-SE also has a sustainability linked loan of SEK 300 million with the same set-up and target. If they do not meet the target in 2025 this would therefore lead to a penalty of SEK 28 million in total. LOOMIS-SE noted that this would not be material to the bottom line. We sent some of our research findings on

Uighur forced labor as it related to polysilicon used to manufacture solar panels and an article that includes a comprehensive list of companies that have forced labor exposure.

We sent a proxy letter in 2021 regarding our votes against six director nominees because the proposal was bundled and two of the director nominees sit on more than four public company boards, which presents overboarding concerns. We sent a proxy letter in 2022 regarding overboarding issues as well. We also voted against the performance share plan because the performance targets are not disclosed. We sent a proxy letter regarding the May 2023 annual meeting stating our votes against reelecting nominees because one or more of the nominees is not a CEO and sits on more than four public company boards. Boston Partners also voted against the approval of a remuneration report because the provision for the former CEO has limited disclosure. Boston Partners voted against approving the performance share plan because it has insufficient performance periods and lacks disclosure regarding the performance targets. This could be material.

In June 2022, we emailed LOOMIS-SE and encouraged LOOMIS-SE to provide information on ESG oversight at the Board and management level, to disclose the number of females and minorities by position across the company, to disclose exact year-over-year Scope 1, 2, and 3 emissions data, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. We asked how LOOMIS-SE plans on meeting its emission reduction goals and if LOOMIS-SE plans on putting greater emphasis on one solution over another. LOOMIS-SE responded noting they are currently working on a number of updates in the new strategy period which is for 2022-2024 where they will cover new areas that they have not included before, e.g. how they are working together with suppliers. This will be presented in the sustainability report for 2022. LOOMIS-SE set up a call to discuss in October 2022. LOOMIS-SE noted they have a supplier code of conduct but have not conducted audits yet. The majority of suppliers are located in Europe or the U.S. LOOMIS-SE noted ESG-related information is presented to the Audit Committee of the Board and at the managerial level they have an ESG team, and the CFO and CEO are point for ESG. We encouraged LOOMIS-SE to disclose the number of females and minorities by position. LOOMIS-SE noted the majority of employees are guards which are typically male. LOOMIS-SE noted they are working to recruit U.S. military veterans as they have the experience they are looking for. LOOMIS-SE plans to disclose more exact Scope 1, 2, and 3 emissions data.

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

26. **RenaissanceRe Holdings Ltd. (RNR):** RNR is a provider of reinsurance and insurance products. In May 2024, we sent a letter regarding our votes against all director nominees due to the classified Board. Boston Partners also voted against say-on-pay due to an unmitigated pay-for-performance misalignment. The structure of the CEO's one-time award raises certain concerns, particularly given the additional pay opportunities provided. A large portion of the award lacks quantified, pre-set performance goals, and there are potential goal rigor concerns with the remaining portion. The STI program also raises certain goal rigor and disclosure concerns, which are heightened in the context of relatively large opportunities and an above-target payout. We had previously discussed the one-time award with RNR during our February 2024 engagement call. However, we did not think RNR's rational was compelling enough to warrant our support.

    We have been engaging with RNR since 2019. In July 2021, we encouraged RNR to declassify the Board, disclose diversity data, GHG emissions and other operational environmental data, commit to environmental targets, and participate in the CDP. The Board is still classified, but some diversity data is disclosed. GHG emissions and energy consumption are now disclosed. The other operational environmental information is unlikely to be material as its footprint is small and RNR has a carbon neutral certification which is unlikely they would commit to another science-based target. RNR does not participate in the CDP, but they do align the sustainability report with the TCFD framework which is sufficient. We also recommended RNR align its sustainability report with

GRI standards, which has been implemented. We recommended RNR disclose the number of substantiated whistleblower claims, training data, and supplier oversight information. Training data is provided, but the other information is still not disclosed. Given the current small scale of the company, RNR noted they are not comfortable providing detailed reporting about substantiated whistleblower concerns.

27. **Vallourec SA (VK-FR):** VK-FR engages in the production of tube products and steel fabrication. In May 2024, we sent a proxy letter regarding Boston Partners' votes against the Chairman and CEO's compensation and policy adjustment because the disclosure surrounding the achievement levels of the bonus could be improved. Boston Partners also voted against Item 29: Amend Article 1 of Bylaws Re: Terms and Conditions of the Preference Shares because conversion of preference shares could be accelerated, making those instruments not sufficiently long-term oriented, and the proposed vesting methodology does not enhance shareholders' long-term value and best interest in comparison of the existing vesting structure. These issues could be material.

28. **Hana Financial Group, Inc. (086790-KR):** 086790-KR provides financial services in South Korea. In March 2024, we communicated that Boston Partners would be voting against several director nominees due to their inaction to remove a director who has demonstrated a serious failure of accountability. This raises concern about their ability to act in the best interest of shareholders. In April 2024, we had an engagement call with 086790-KR to discuss our votes against management at the annual meeting. 086790-KR provided additional information and timing updates on the two legal issues the CEO is facing. The CEO is facing a derivatives lawsuit for violating the obligation to establish internal control standard regarding sales of Derivative Linked Funds. The second lawsuit is a hiring malpractice lawsuit dating back to 2015 and 2016. Both lawsuits are being appealed to the Supreme Court after winning one ruling and losing one ruling at the first two levels of Korea's three-tiered judicial system. 086790-KR expects the final decision from the Supreme Court within 6 to 12 months for each lawsuit. 086790-KR is confident that the CEO will be proven not guilty by the Supreme Court. However, 086790-KR shared its contingency plans if the CEO is found guilty in either lawsuit. 086790-KR appointed four new independent directors, including one female. The Board now has two female directors. We will engage with 086790-KR ahead of the 2025 annual meeting to receive an update on the legal proceedings. These issues are material.

    In 2022 and 2023, Boston Partners engaged with 086790-KR regarding our votes against several directors due to the legal allegations against 086790-KR's Chairman. 086790-KR believes the Chairman will be proven not guilty for both. We expressed our concern with the continued association with the Chairman and the effect on the valuation of the company. 086790-KR highlighted the Board's alignment with shareholders through their creation of the shareholder return plan. 086790-KR also has plans to improve the gender diversity of the Board. During our 2023 engagement, we asked 086790-KR to disclose the cost/benefit analysis of its sustainable financing program and its net zero target. We also asked for an explanation for the large number of employee disciplinary actions in 2020. 086790-KR noted that they do not screen solar suppliers for Uighur forced labor.

29. **The Cigna Group (CI):** CI provides insurance and related products and services in the U.S. In 2023 and 2024, we informed CI that Boston Partners would support the shareholder proposal to reduce the threshold for shareholders to call special meetings. Additionally, in 2023, we informed CI that Boston Partners would vote against the shareholder proposal to issues a report analyzing the congruence of political, lobbying and electioneering expenditures against publicly stated company values and policies and we decided to vote against it. This is not material. In past engagements, we asked about CI's responsible supplier program. CI hired a managing director to oversee supply chain management. The managing director is working on a roadmap for the next 5 years. CI signed an agreement with EcoVadis and has already begun sending out surveys to suppliers. CI also updated their supplier code of conduct. We have asked if CI has a clear path to achieving their long-term sustainability goals. CI's plan is based on what they can see today but they expect the plan to evolve over time. CI does not view climate change as a material risk at this time, but it is something they are focused on. CI mentioned that making improvements to sustainability is an investment, but these investments do not affect CI's bottom line. Energy costs have gone down as a result of efficiency improvements to facilities.

30. **The Goldman Sachs Group, Inc. (GS):** GS is an American multinational investment bank and financial services company. In April 2024, GS reached out to us to discuss items up for vote at the 2024 annual meeting. We noted we will be voting FOR Item 4: Require Independent Board Chair. We have engaged with GS several times on adopting an independent Chair. We noted we plan to vote FOR Item 5: Report on Lobbying Payments and Policy as additional disclosure of GS's direct and indirect lobbying payments

would help shareholders better assess the risks and benefits associated with GS's participation in the public policy process. We brought Item 6: Report on Efforts to Prevent Discrimination and Item 11: Report on Pay Equity to our internal governance committee. The committee decided to vote AGAINST both Item 6 and Item 11 and in line with management. We noted we were currently set to vote for Item 8, which asks for a report on clean energy supply financing ratio. GS is one of two U.S. banks in scope for the CSRD. GS shared that they will be reporting on CSRD in early 2025 on 2024 data and that there are a number of ratios that are required. GS mentioned this may be something to revisit down the line if investors feel that the CSRD does not cover all disclosure deemed necessary. GS noted its lead independent director will be stepping down and David Viniar will be taking over at the end of April 2024.

Following our engagement call in April 2024, we sent a proxy letter to informing GS of the votes against management. We voted FOR Item 4: Require Independent Board Chair and Item 5: Report on Lobbying Payments and Policy. Boston Partners voted for Item 8: Report on Clean Energy Supply Financing Ratio because it will give shareholders increased information on how the bank is progressing on its goal to align its financing activities with a net zero by 2050 pathway.

In April 2023, GS reached out to us to discuss items up for vote at the 2023 annual meeting. We noted we will be voting FOR Item 6: Require Independent Board Chair. We have engaged with GS about this issue for a number of years and the likelihood of an independent Chairman is slim to none until the current CEO retires. We asked for further information around Item 5: Report on Lobbying Payments and Policy and we decided to vote FOR the additional disclosure requested. Although, the information requested regarding membership payments represented less than 0.25% of 2022 net earnings, which is not material. We voted against Item 12: Report on Median Gender/Racial Pay Gap as GS already provides an adjusted pay gap analysis and further disclosure would not be a sufficient use of resources.

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

31. **Johnson & Johnson (JNJ):** JNJ researches and develops, manufactures, and sells various products in the healthcare field worldwide. In April 2024, JNJ reached out to us to discuss their annual meeting. JNJ shared that they do not believe ISS will take issue with say-on-pay this year. JNJ has enhanced disclosure on litigation related issues within their proxy to explain decisions made on executive compensation. JNJ shared that succession planning is underway for the lead director role and noted one director was added to the Board in 2023. In addition, JNJ noted that they have decided to extend the Audit Committee Chair beyond retirement age as a part of succession planning. We reiterated our preference for an independent Chair. JNJ acknowledges our preference and shared it is something that the Board considers annually. The likelihood is low that JNJ will implement our suggestion.

    In October 2023, JNJ reached out to us as a part of their shareholder outreach program. JNJ successfully completed the Kenvue separation and is divesting their stake in Kenvue. JNJ mentioned that the shareholder proposal to include legal and compliance costs in compensation metrics was withdrawn after JNJ came to an agreement with the proponent to provide enhanced disclosure. We asked if JNJ has conducted a cost/benefit analysis of their environmental initiatives. JNJ acknowledged that there is a cost associated with achieving their environmental targets. JNJ also highlighted potential opportunities for cost savings. We encouraged JNJ to include additional financial metrics relating to their sustainability program and initiatives as this could be material. The likelihood is low that JNJ will implement our suggestion.

    In April 2023, JNJ reached out to us to discuss their upcoming annual meeting and the three shareholder proposals on the ballot. The Team supported Item 6: Report on Government Financial Support and Equitable Access to Covid-19 Products and Item 7: Adopt Policy to Include Legal and Compliance Costs in Incentive Compensation Metrics which were against management's recommendation. This is not material. In past engagements, we have asked about the costs of meeting environmental goals and JNJ has not disclosed the cost of sustainability investments publicly and did not speak on the profitability of its sustainability investments. We asked if JNJ screens solar suppliers for Uighur forced labor. JNJ is aware and monitoring the issue. JNJ created an enterprise human rights council two years ago and is prepared to comply with the Uighur Forced Labor Act. JNJ appointed a new CEO in January 2022. The former CEO is currently serving as the Executive Chairman; however, he will not stand for reelection in 2023. JNJ decided to keep the combined CEO and Chairman role.

32. **TotalEnergies SE (TTE-FR):** TTE-FR operates as an integrated oil and gas company. In April 2024, TTE-FR reached out to us to discuss the upcoming 2024 meeting. TTE-FR shared that their Chair/CEO is up for reelection. We noted our preference for an independent Chair and that we would be voting against. TTE-FR has a management say on climate proposal for the fourth year in a row. TTE-FR has delivered on climate targets and noted they are not back tracking on climate targets. TTE-FR published its updated sustainability progress report. The likelihood is low that TTE-FR will implement an independent Chair.

    In April 2023, TTE-FR reached out to us to discuss the upcoming annual meeting. TTE-FR's lead independent director will no longer be considered independent according to French law and TTE-FR is appointing a new lead independent director as a result. TTE-FR is also replacing two directors that are up for reelection. TTE-FR has a management say on climate proposal for the third year in a row. The shareholder proposal requests TTE-FR set targets aligned with the Paris Agreement for Scope 3 indirect emissions related to the use of energy products sold to its customers. TTE-FR already has strong targets covering Scope 1, 2, and 3 emissions aligning with various climate scenarios. Climate-related expenditure is material as TTE-FR is investing $1 billion towards reducing emissions over this year and next year with an expected payback period of less than 4 years.

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

33. **Heineken NV (HEIA-NL):** NEIA-NL engages in the manufacture and distribution of alcoholic and non-alcoholic beverages. In April 2024, we sent a letter regarding Boston Partners' vote against authorizing the Board to exclude preemptive rights from share issuances due to our policy.

34. **ING Groep NV (INGA-NL):** INGA-NL is a Dutch multinational banking and financial service corporation. In 2023 and 2024, we sent a letter regarding Boston Partners' votes against authorizing the Board to exclude preemptive rights from share issuances due to our policy.

    We also sent a proxy letter in 2019 regarding our votes against the discharge of the Management Board and the Supervisory Board because the substantial monetary and reputational costs to INGA-NL borne by shareholders as a result of the failing execution of anti-money laundering policies at INGA-NL in the Netherlands; as a precautionary measure considering the ongoing regulatory on-sites and revelations; and the concerns about governance, culture, and internal controls that led to serious shortcomings and offences and ultimately causing financial and reputational damage. These proposals did not pass and are not material.

    In May 2023, we emailed INGA-NL following research and suggested INGA-NL disclose whistleblower statistics and allow shareholders the right to act by written consent. This is likely not material.

35. **Sanofi (SAN-FR):** SAN-FR engages in the research, production, and distribution of pharmaceutical products. We sent a proxy letter to SAN-FR in April 2024 regarding our vote against a director nominee because she sits on more than 4 company boards, which presents overboarding. This issue is likely not material.

We last engaged with SAN-FR in April 2021. SAN-FR provided an overview of its societal commitments and focuses including affordable access, vulnerable communities, healthy planet, and inclusive workplace. SAN-FR is launching a nonprofit unit, Sanofi Global Health. SAN-FR described focuses on diversity and carbon reduction. SAN-FR also addressed pricing, the restructuring, employee engagement, R&D spend, and digital capabilities.

36. **Svenska Handelsbanken AB (SHB.A-SE):** SHB.A-SE is a Swedish bank providing banking services. In March 2024, we sent a letter regarding Boston Partners' votes against several directors due to overboarding concerns and lack of independence. These issues are unlikely to be resolved and could be material.

    We sent a proxy letter to SHB.A-SE in 2021 regarding our votes against director nominees Baksaas, Boman, Lundberg, and Riese. Director nominees Baksaas, Boman, and Riese are non-independent members of the audit and remuneration committees. Additionally, director nominees Boman and Lundberg present overboarding concerns. We sent a proxy letter regarding the March 2022 and 2023 AGM with the same concerns.

37. **TE Connectivity Ltd. (TEL):** TEL manufactures connectors and sensors for several industries. In March 2024, we sent a letter regarding Boston Partners' votes against amending articles to reflect changes in capital because the stock issued without preemptive rights exceeds Boston Partners' threshold of 10%, which could be material.

    In 2019, we emailed TEL with sustainability related questions. We asked about supplier oversight, diversity in leadership, and conflict minerals. TEL provided comprehensive responses to our questions. We sent a letter to TEL in 2019 regarding our votes against certain directors for overboarding concerns. There are now no overboarding concerns. We sent a letter to TEL in 2020 regarding our votes against Item 13: Amend Articles of Association Re: Authorized Capital because the stock that could be used represents an increase of 50%, which exceeds our threshold of 10%. We reiterated the same concern in March 2022 and 2023. This will likely remain an issue and could be material. We sent an engagement email in August 2022 and asked what the reason is for the increase in TRIR and LTIFR year-over-year. We also asked how many suppliers are identified as high risk out of the approximately 32,000 total suppliers and how much revenue is derived from sustainable products in the transportation solutions segment. TEL did not reply to our email.

    In December 2023, we emailed TEL following research and asked how much revenue is derived from sustainable products. TEL noted that it can be difficult to quantify due to differing definitions of sustainable products. In the Auto business, FY23 sales were ~$7B of which over $2B were on EV/HEV. In addition, on ICE platforms TEL's connectivity solutions are used for safety, emission, and autonomy applications, all of which would fall into the sustainable category. Within the Aerospace business, TEL has content in next generation of more efficient aircrafts. In Industrial Equipment, TEL's connectivity solutions are used in factory automation and smart buildings. ~20% of the Energy business is in Renewable applications such as wind, solar, and grid hardening. In the Data & Devices business, roughly 1/3 is high speed connectivity enabling more efficient data centers. In Appliances, TEL's connectivity solutions are in high efficiency appliances.

38. **Gen Digital, Inc. (GEN):** GEN provides cyber safety solutions. In February 2024, we emailed GEN following research. We encouraged GEN to report whistleblower statistics and establish emissions reduction targets. GEN's investor relations team forwarded our email to the corporate responsibility team and senior management. We have previously discussed these topics with GEN but have yet to see any progress. These topics are not likely material.

    We sent a proxy letter in December 2019 regarding our votes against a director for overboarding concerns, against say-on-pay, and for an independent Chair. We sent a letter in August 2021 regarding our votes to require an independent Chair. The Chairman is now independent. In the October 2021 engagement call, we suggested that GEN disclose whistleblower statistics and GEN noted they collect this information and are considering reporting it and we sent examples of whistleblower line disclosure following the call. We encouraged GEN to disclose additional employee training statistics and asked when GEN plans to announce its SBTi approved targets. Employee training data is disclosed and in FY23 and FY24, GEN will be reassessing environmental baselines for goals. During the November 2022 engagement call, the Team asked if GEN plans to release new environmental goals following the establishment of new baselines. GEN noted they are working on gathering data from the combined company and aim to publish new disclosure and goals within the next couple of months. We noted the newly established Sustainable Home Improvement

Program gives up to $500 per employee per year for sustainable home improvements. We asked how GEN will track the effect it has on Scope 3 emissions. GEN noted they are trying to get feedback from the employees who are taking advantage of the program and are keeping track of what employees have done with the money. We asked if GEN has seen any abuses of this program and if they have considered auditing the program to ensure the money is being used for the benefits they intended. GEN noted internal audit is going to review it and GEN has strict criteria for what employees can use it for. We noted we want to see an overall cost of the ESG program to understand to what extent sustainability is material to the business. This is not disclosed but could be material.

39. **Inchcape Plc (INCH-GB):** INCH-GB is an automotive distribution, retail and services company. In February 2024, we emailed INCH-GB following research and encouraged INCH-GB to provide overall workforce diversity, to describe its supplier oversight program, to provide safety rates, and to report employee training statistics. This is our first engagement with INCH-GB, and we have not heard back yet. These issues are not likely material.

40. **Informa Plc (INF-GB):** INF-GB engages in the provision of information, advanced knowledge, and exhibition and events solutions. In February 2024, we emailed INF-GB following research and encouraged INF-GB to describe its supplier oversight program, to provide safety rates, and to disclose whistleblower statistics. INF-GB is incorporating our feedback into its ongoing materiality assessments and improvement processes. INF-GB is planning a detailed update to its double materiality assessment as preparation for the EU CSRD reporting obligations.

    We sent a proxy letter in June 2022 regarding our votes against a director nominee due to overboarding concerns. He was also the Remuneration Committee Chair during times with significant shareholder dissent around INF-GB's approach to executive pay. We may engage with INF-GB when we update our annual research; however, INF-GB has an excellent sustainability program and engagement may not be necessary at this time.

41. **Kansai Paint Co., Ltd. (4613-JP):** 4613-JP engages in the manufacture and sale of all types of paints. In February 2024, 4613-JP set up a call to discuss our email with sustainability-related suggestions and questions. We asked if 4613-JP fully complies with the Japanese Corporate Governance Code. 4613-JP does not comply with three aspects of the code including cross shareholdings (in the process of reducing the percentage of net assets), diversity (targeting four female directors by 2030), and succession planning. We encouraged 4613-JP to adopt an independent Chair. 4613-JP noted that the Board has 9 directors and 4 are independent. 4316-JP is becoming a global company and will consider an independent Chair in the future. We encouraged 4613-JP to disclose whistleblower claims/code of ethics violations and their resolution annually. 4613-JP has disclosed fines and penalties for corruption in Japan. 4613-JP is collecting global data and will be able to disclose in the future. We encouraged 4613-JP to provide information about professional development programs offered and data to back up the use of these programs by employees including the average hours of training per employee annually and/or the amount spent on professional development opportunities per employee annually. 4613-JP calculates the annual educational and training expenses in Japan but does not disclose it. 4613-JP is working to collect global data and will disclose in the future. We encouraged 4613-JP to disclose information about supplier oversight. 4613-JP has a procurement policy including no forced labor. 4613-JP is in the process of establishing a supplier supervision system. These topics are not likely material.

42. **KT Corp. (KT):** KT engages in the provision of integrated telecommunication services. In February 2024, we emailed KT following research and asked about the cost of purchasing renewable electricity compared to conventional electricity generated from fossil fuels. KT has not responded. This could be material.

43. **Everest Group, Ltd. (EG):** EG provides reinsurance and insurance products. In February 2024, EG reached out to us for a shareholder engagement call. EG provided a few ESG updates and noted the 2024 proxy has no material concerns. The Chairman is not independent due to former role as CEO. We have been engaging with EG for years to adopt an independent Chair and it has still not been implemented. EG shared that 33% of the Board are women and 2 of the 3 principal committees are chaired by women following Board refreshment and Committee rotation. EG shared that they plan to publish their next full CSR in April 2024. We reiterated our preference for a complete sustainability report annually. EG shared their aspiration to publish annually. EG shared their net zero by 2050 commitment. EG is considering building a roadmap to achieve this commitment. We shared our preference for EG to disclose a roadmap and the costs associated, which could be material. EG shared that they may consider implementing

a vendor code of conduct. EG utilizes Dun & Bradstreet for ESG ratings of vendors. EG mentioned that they are monitoring new climate regulations and how they could affect entities within the Group.

We've been engaging with EG since 2019 when we suggested EG produce a sustainability report. During the February 2021 call, we encouraged EG to expand its diversity disclosure, report training hours, and provide supplier oversight data. We also asked about tracking energy and emissions usage. In July 2021, we encouraged EG to adopt an independent Chairman, to disclose whistleblower statistics, and reiterated our suggestion to disclose training usage, and to report environmental data including energy, emissions, waste, and water usage. During the January 2022 call, EG credited us with influencing its decision to begin providing ESG disclosures as a result of our 2019 engagement. EG noted its plans to publish a sustainability report biennially as well as an ESG supplement every other year. In 2022, EG published its second formal sustainability report. As a result of our engagement call in February 2021, EG published EEO-1 diversity data and provided disclosure of employee professional development programs. During the March 2023 call, we asked if EG has determined how it will reach net zero, if the goal will rely on offsets or new technology, and what the cost will be. EG is still establishing a baseline for this goal and is in the data gathering stage. The home office in Warren, NJ did purchase a sizable offset and obtained LEED certification. EG is working with its utility to move towards purchasing clean electricity but is still waiting to hear more about the options available. We asked where the majority of suppliers are located and if any are located outside the U.S. EG noted they purchased a software from Dun & Bradstreet which provides ESG ratings on suppliers, enabling EG to dig deeper into suppliers ESG performance. EG noted they will consider adding additional disclosure about suppliers' locations in the next report. In December 2023, we emailed EG following research and encouraged EG to complete a sustainability report annually and adopt an independent Chair.

44. **Asahi Group Holdings, Ltd. (2502-JP):** 2502-JP is a Japanese global beer, spirits, soft drinks, and food business. In January 2024, we emailed 2502-JP following research. We reiterated the same suggestions from our October 2022 email. We encouraged 2502-JP to adopt an independent Chair, increase the number of independent directors, and report supplier audit data. We have not heard back from 2502-JP, and it is unlikely 2502-JP will adopt our governance considerations as their corporate governance is consistent with the Japanese Corporate Governance Code. Supplier oversight is well developed, and it is possible 2502-JP could disclose data on supplier audits in the future. Additionally, we sent proxy letters to 2502-JP in 2021 and 2022 regarding our votes against all incumbent male members of the Board because of gender diversity concerns. There are now 2 women on the Board which satisfies our Board gender diversity policy.

45. **CRH Plc (CRH-GB):** CRH-GB manufactures and distributes building materials. In January 2024, CRH-GB reached out to us as a part of their shareholder outreach program. CRH-GB has sold off their lime business which accounted for 11% of their carbon footprint. CRH-GB is making continued progress towards emissions reduction and sustainable product targets. Unfortunately, CRH-GB had some fatalities in 2023. CRH-GB has found no evidence that the fatalities were caused by underinvestment or lack of training. CRH-GB highlighted that the cement business accounts for around 85% of CO_2 emissions, and 60-65% of actual emission from cement come down to the chemical process itself. Reducing the clinker factor is the primary driver of emissions reductions in the chemical process. The biggest challenge is customer acceptance of changing the chemical makeup of the cement. CRH-GB has a $250 million innovation fund for investments in decarbonization solutions that would not normally reach their investment criteria. CRH-GB noted that sustainable investments typically align with normal business decisions. In Europe especially, these investments make sense due to carbon pricing. On the flip side, CRH-GB's competitors have survived on carbon credits which will eventually run out. CRH-GB also sees an opportunity to incorporate carbon capture at their plants and in their products. A significant amount of CRH-GB's products are being adapted to support alternative energy. CRH-GB has a successful water movement business focused on efficiently moving water and replacing old pipes.

We also had a call with CRH-GB in March 2021. We asked about CRH-GB's plans for reducing its GHG emissions by 2030/2050. CRH-GB noted that it could accomplish 2030 objectives with current technology, but 2050 objectives might require new technology. CRH-GB has made good progress on its environmental goals thus far. CRH-GB acknowledged the energy-intensive process of making cement but also noted that concrete was required for creating walls to fight sea level rise. CRH-GB noted they are looking to add sustainable products including water purification treatment equipment and services. The revenue derived from sustainable products is material. In 2021, product revenue from products with enhanced sustainability attributes (concrete products used in flood defenses, stormwater systems, and products with high levels of recycled content) was 46% (same as 2020) with $11.5 billion in revenue from products with enhanced sustainability attributes. CRH-GB aims for 50% of revenue to come from products with enhanced sustainability attributes by 2025.

46. **Rexel SA (RXL-FR):** RXL-FR is a distributor of communications and electrical equipment. In January 2024, RXL-FR reached out to us for a shareholder engagement call. RXL-FR noted the Board is staggered and directors are elected on a 4-year basis. We noted our preference for directors to be elected annually although we understand that RXL-FR complies with the French corporate governance code known as Afep-Medef and it is common for French companies to have staggered Boards. RXL-FR noted they would bring our suggestion to the rest of the Board. We noted RXL-FR launched a new sustainability-linked bond in September 2023 (after a first one in 2021). We asked if there is a penalty if RXL-FR does not meet its GHG reduction target associated with the bond. RXL-FR noted there is a penalty rate of 25 basis points, but it is not material. We asked about the cost for RXL-FR to meet its GHG reduction goals. RXL-FR noted their Scope 1 and 2 emissions do not make up a significant portion of total emissions. Scope 3 emissions represent the vast majority and RXL-FR is working with suppliers who have the same rigorous environmental goals. RXL-FR reviews progress from suppliers on an annual basis. We noted that in 2022, RXL-FR sent questionnaires to their 32 European suppliers. RXL-FR's goal is to extend these audits to their 18 Asian suppliers by 2023. We asked if RXL-FR has sent the questionnaires to its Asian suppliers yet. RXL-FR noted that their Chinese suppliers have signed the proper documentation and RXL-FR is monitoring forced labor concerns closely. Supplier oversight risks could be material.

47. **Rheinmetall AG (RHM-DE):** RHM-DE produces military and automotive products and security technology. In January 2024, RHM-DE reached out for a shareholder engagement call. RHM-DE noted the female ratio is growing but it is hard to find enough female candidates as women in the technology industry is low. RHM-DE noted the employee headcount is growing in 2024 and will be larger than prior years. ESG objectives make up 20% of the STI and LTI remuneration package. RHM-DE noted they reached almost all of their objectives under the ESG criteria. RHM-DE will disclose goals and target achievement in the proxy. We reinforced our position to make sure ESG objectives are measurable and rigorous. We asked about the cost to achieve carbon neutrality by 2035. RHM-DE noted as part of the CSRD reporting starting in 2025 all targets must be underpinned with measures and initiatives. RHM-DE will provide a coherent strategy to achieve the carbon neutrality target next year. RHM-DE is focused on special projects which include on-site solar projects, hydrogen gas usage, etc. We asked if RHM-DE looks at if a company produces controversial weapons prior to an acquisition. RHM-DE does not want to produce controversial weapons and if they did acquire a company with an affiliation, they would try to eliminate the affiliation. RHM-DE noted business partners are subject to audits both by the Compliance and CSR departments. No issues were reported over the last three years regarding forced labor with any suppliers that led to a cancelation of any supplier relations. The German Supply Chain Due Diligence Act will require further scrutiny and will be integrated into business partner due diligence.

    In September 2021, we emailed RHM-DE and encouraged RHM-DE to disclose complaints made on the whistleblower line and to disclose the number of suppliers audited annually. RHM-DE responded to us and provided whistleblower complaint statistics and supplier audit statistics.

    We also had a call with RHM-DE in February 2022. We noted RHM-DE has a goal to achieve carbon neutrality by 2035 which was brought forward from 2040, but Germany aims to become carbon-neutral by 2045. We asked how RHM-DE plans to meet the goal given it is in advance of the Germany goal. RHM-DE aims to achieve a carbon emissions reduction of 4.2% every year which has led to investment in building solar farms and other renewable energy projects. We asked if RHM-DE has done a cost benefit analysis of its sustainability initiatives. RHM-DE noted sustainability as a chance for new business and the outcome must be positive either financially or to increase business. We asked if RHM-DE had given any thought to becoming an electric propulsion company. RHM-DE noted that the demand for electric mobility components is growing but they are not an electric mobility company right now but are investing in hydrogen. We asked if hydrogen would provide a competitive advantage for defense vehicles by increasing travel distance and reducing refueling compared to diesel. RHM-DE noted that the demand from the army needs to grow for it to make sense to increase hydrogen technology investment. In May 2023, we reached out to RHM-DE to confirm that RHM-DE is not producing ammunition containing depleted uranium. RHM-DE confirmed that they do not produce this type of penetrating ammunition. Depleted uranium ammunition is a controversial topic due to its potentially harmful radioactive attributes.

48. **Jacobs Solutions Inc (J):** J provides consulting, technical, engineering, scientific, and project delivery services for the government and private sectors. In January 2024, we sent a letter regarding Boston Partners' votes against management at the 2024 annual meeting. Boston Partners voted to eliminate the supermajority vote requirement which would enhance shareholder rights. Following the annual meeting, J claimed that this shareholder proposal was not properly presented. Nonetheless, J's Board and the Nominating and Governance Committee will undertake a comprehensive review of J's current supermajority voting provisions. We will continue to monitor whether or not the supermajority vote requirement is eliminated.

49. **Fifth Third Bancorp (FITB):** FITB is a diversified financial services company that operates banking centers. In December 2023, FITB reached out to us for a shareholder engagement call. We noted that in 2022 FITB participated in 3 sustainability-linked loans totaling nearly $27 billion. We asked if FITB fails to achieve certain sustainability performance targets, will the interest rate increase and if so, what the total expected financial effect is in a worst-case scenario. FITB noted it would be around +3/+1 or -3/-1 on the basis points of those loans but will circle back on the dollar amount of the penalties and discounts. We noted that FITB used 100% renewable power purchased in 2021 and 2022. We asked what the cost is of using renewables over conventional fossil fuels. FITB signed its virtual PPA in 2018 and it is still a viable power option. FITB signed for an extended 10-year term to bring that project online and it opened in 2019 and since then FITB has been sourcing renewable power from an 80-megawatt solar project in North Carolina. FITB pays a fixed amount for that power every year. The excess power is then sold back to the local electricity grid. FITB has not talked publicly about the specific number, but they can confirm the project has performed well given if they were to do this project today it would not fare as well. FITB is also conducting onsite solar projects on its facilities and is trying to buy the panels from U.S. manufacturers. We asked if FITB has verified it has no connection to Uighur forced labor with the newer onsite solar panel installments. FITB will look into it. This is not material.

    We sent an email to FITB in July 2021 and encouraged FITB to elect an independent Chairman and to report the number of supplier audits conducted each year. In the September 2021 call, FITB described plans to expand supplier audit transparency in future reports and plans to improve their audit process by using third-party risk monitors. We asked about climate change risk management. FITB noted that they are working with third parties to collect data on which sectors pose the greatest climate risks and should expand reporting with their updated TCFD report next year. FTIB also noted its participation in PCAF.

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

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

50. **Schlumberger N.V. (SLB):** SLB supplies technology for reservoir characterization, drilling, production, and processing to the oil and gas industry worldwide. In December 2023, SLB reached out to us as a part of their shareholder outreach program. SLB highlighted their emissions reduction targets: reduce Scope 1 and 2 emissions by 30% by 2025, reduce Scope 1 and 2 emissions by 50% by 2030, reduce Scope 3 emissions by 30% by 2030, and achieve net zero emissions by 2050. Since 2019, SLB has achieved a 23% reduction of Scope 1 and 2 emissions and a 21% reduction of Scope 3 emissions. SLB has achieved 70% automation for Scope 1 and 2 emissions measurement workflows. The main focuses for Scope 1 reductions are fuel efficiency and fuel management. These actions have a negligible cost. The main focus for Scope 2 reductions is renewable energy. In 2022, 33% of SLB's facilities

were run completely on renewable energy. Renewable energy requires some investment. The main focus for Scope 3 reductions is the development of transition technologies. These investments require a cost/benefit analysis. SLB is targeting $1B in revenue from transition technologies in 2023. In 2022, SLB's transition technologies saved more than 700,000 mtCO2e for their customers' operations. In 2022, SLB launched their Sustainability Impact Awards to allocate capital to local teams around the globe, to design, select and deliver high-impact, innovative, scalable, and replicable sustainability projects. SLB funded 55 high impact projects in 2022. SLB has matured their human rights program. Going forward, SLB is focusing on mapping and baselining their water use and biodiversity effects. SLB's 2023 sustainability report will include additional sustainability-related financial disclosures.

We had a call with SLB on 3/22/2021 and recommended disclosing whistleblower complaints and the percentage of revenue related to sustainable products and services. This has not been disclosed yet, but it is possible it could be in the future. The revenue from sustainable products and services could be material.

51. **Barratt Developments Plc (BDEV-GB):** BDEV-GB engages in the development of residential and non-residential properties mainly in the UK. In November 2023, we emailed BDEV-GB following research and noted that in January 2023, BDEV-GB converted the £700m revolving credit facility to a sustainability-linked loan. We asked if BDEV-GB fails to achieve certain sustainability performance targets, will the interest rate for the sustainability-linked loan increase and if so, what is the total expected financial effect in a worst-case scenario. BDEV-GB responded and noted they have not disclosed the margin on the RCF SLL as it is commercially sensitive but can disclose that the adjustments against the margin are relatively modest with a maximum of 5 bps against the margin up and down depending on how many of the three targets they meet. BDEV-GB has not drawn on the RCF as they are holding gross and net cash but in a worst-case scenario, based on simply the fees around non-utilization as they stand, would be £140k in additional non-utilization fees. If they meet all three targets, they save 5 bps, if they meet 2 targets they save 2.5 bps, if they meet just one target they lose 2.5 bps; and if they meet none of the targets they lose 5 bps. Due to the terms of the sustainability-linked loan, execution of sustainability targets could be material.

52. **Zimmer Biomet Holdings, Inc. (ZBH):** ZBH designs, manufactures, and markets musculoskeletal healthcare products and solutions. In November 2023, ZBH reached out to us as a part of their shareholder outreach program. ZBH highlighted that they underwent a CEO transition in August. ZBH has appointed their former lead independent director as the independent Chair. ZBH reported EEO-1 diversity data for the first time in their 2022 report. ZBH is preparing to include TCFD disclosures in their next report. ZBH just formalized their 5-year ESG plan. ZBH noted that all sustainability-related investments must coincide with the regular function of the business. ZBH has incorporated ESG metrics in the annual incentive plan for all team members as a 5% modifier, which could be material.

    We've engaged with ZBH annually since 2019 addressing the request for an independent Chair and executive compensation issues. On the November 2021 engagement call, ZBH noted that the CEO and Chair positions were recently combined and will consider our preference. In 2023, ZBH appointed an independent Chair once again, but noted that the change may not be permanent. ZBH noted that its new SBTi certified goals will be included in its next sustainability report. We asked if ZBH has a thought-out plan to reach its targets. ZBH noted the rigorous approval process of setting science-based targets and the plans to discuss progress towards targets in future sustainability reports. We asked if ZBH considers sustainability to be material to the valuation of its stock. ZBH noted that sustainability is having an increasing importance and that by having a better sustainability profile, ZBH has the opportunity to engage with more investors. ZBH asked if we have identified areas to improve disclosure. We noted that sustainability structure and alignment with various standards and frameworks generally improves issuers sustainability profiles.

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

53. **Cisco Systems, Inc. (CSCO):** CSCO designs, manufactures, and sells internet protocol based networking and other products related to the communications and information technology industry. In October 2023, CSCO reached out to us prior to their annual meeting to discuss executive compensation. CSCO mentioned the significant transformation of their business strategy. CSCO aims to increase subscriptions as a percent of revenue. CSCO is granting a one-time transformational PRSU award using a three-year performance period, with three annually set goals, and a new performance metric, product ARR, which is designed to drive future growth and profitability by incentivizing product ARR growth over the performance period. The estimated annualized value of the PRSUs is $5 million. Boston Partners ended up voting for say-on-pay. The business transformation and the one-time awards could be material.

    We indicated our support for an independent Chair in the 2018 and 2019 engagement calls. There is still a combined CEO and Chairman which is unlikely to be separated although it could be material. In the 2019 engagement call, we noted CSCO's diversity ratio for the workforce seemed low. CSCO noted they are working to improve diversity. On the 12/8/2021 engagement call, we expressed our preference for removing the 20-shareholder aggregate limit because it strengthens the shareholders proxy access right. CSCO thinks their proxy access right lines up with other companies. CSCO also informed us that they already have a procedure in place for any shareholder to suggest director nominees to the Nominating Committee. However, this procedure differs from the proxy access right because it gives the Nominating Committee discretion. The proposal did not pass, and the 20-shareholder aggregate limit remains. This could be material because it currently limits shareholder rights. In the engagement call on 11/9/2022, we discussed the annual meeting proposals and supported management on all proposals. CSCO noted they added an ESG component to executive compensation.

54. **Nomad Foods Limited (NOMD):** NOMD manufactures, markets, and distributes a range of frozen food products. In September 2023, we emailed NOMD following research and encouraged NOMD to adopt an independent Chair, to disclose data to back up the use of its professional development programs by employees, asked if the Board or a specific committee of the Board has oversight of ESG, and asked if NOMD implemented any corrective actions on its suppliers after reviewing supplier audits. We also asked if NOMD can verify no connection to Uighur forced labor in its supply chain. It is unclear if our suggestions will be implemented as we did not receive a response from NOMD.

    In February 2019, we sent an email to NOMD encouraging participation in the CDP, to incorporate GRI standards, allow shareholders the right to act by written consent and the right to call a special meeting at 10%, provide a more detailed animal policy, and share their recycling approach. NOMD responded that all animals will be raised, slaughtered, and butchered according to EU standards, and restrictive antibiotic use is practiced. Regarding the circular economy, NOMD is part of the UK WRAP Plastic Pact. 30% of shareholders have the right to call special meetings and shareholders can act by written consent. In June 2020, we sent a letter to NOMD informing them that we voted against 3 directors due to the lack of gender diversity on the Board. This issue is now resolved. In June 2021, we sent an email to NOMD encouraging them to disclose EEO-1 data, report in accordance with GRI standards, identify specific climate-related risks, and increase Board independence. NOMD responded that as a UK based country they do not report EEO-1 data. NOMD does not participate in the CDP but discloses using GRI standards. All other recommendations were noted. On 6/11/2022, we sent a letter to NOMD informing them that we would vote against a director for overboarding concerns. In July 2023, we sent a proxy letter regarding our votes against management. Boston Partners voted against a director nominee because she sits on more than four public company boards, which presents overboarding concerns. This is not material.

55. **Siemens AG (SIE-DE):** SIE-DE is a technology company focused on industry, infrastructure, transport, and healthcare. We sent a proxy letter to SIE-DE on 1/25/2021 noting we voted for an article amendment that would allow shareholders to ask questions during virtual shareholder meetings. This would help facilitate the exchange of information between shareholders and SIE-DE and serves as an important accountability mechanism. The proposal did not pass. This is not material.

56. **Shell Plc (SHEL-GB):** SHEL-GB is an integrated oil and gas company. We have not engaged with SHEL-GB to date.

57. **Renesas Electronics Corporation (6723-JP):** 6723-JP engages in the design, research, development, manufacture, sale and servicing of semiconductor products. In 2022 and 2023, we emailed 6723-JP following research and suggested 6723-JP elect an independent Chairman and provide shareholders the right to act by written consent. There has been no improvement to date. The

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

58. **United Overseas Bank Ltd. (U11-SG):** U11-SG provides a range of financial solutions. We engaged with U11-SG on 9/15/2021 to elect another independent Board member to the Nominating Committee, to disclose complaints made on its whistleblower line, and to disclose the number of suppliers audited annually. The Nominating Committee of the Board is now 60% independent. We reiterated our suggestion to disclose whistleblower data and supplier audit information in our last engagement on 1/24/2023 which is still not disclosed. It is possible U11-SG could disclose this information in the future given their well-developed sustainability disclosure. We sent a proxy letter on 5/26/2020 and 4/19/2021 regarding our votes against incumbent members of the nominating committee because of the lack of sufficient gender diversity on the Board. There are now two women on the Board which satisfies our policy.

59. **Deutsche Telekom AG (DTE-DE):** DTE-DE is a telecommunications company. We sent a proxy letter prior to the April 2021 meeting and voted against a remuneration policy because it contained significant scope for discretion via extraordinary bonuses, which fell short of market best practice standards. The policy did not disclose any potential framework for these awards, such as, award levels or example scenarios, nor was it explained why these awards were necessary beyond the variable compensation components, which were intended to reward improved performance. We also voted for an amended article which gave shareholders the right to participate during the virtual meeting because it restored one of the rights that shareholders are afforded during physical meetings. This would help facilitate the exchange of information between shareholders and DTE-DE and serve as an important accountability mechanism. The results of the 2021 annual meeting are unable to be found on the website although these items are likely not material.

60. **Airbus SE (AIR-FR):** AIR-FR is a European aerospace corporation. In May 2021, we noted that the settlement with the U.S. in February 2020 regarding bribery allegations mentioned 7 unnamed executives as being involved with the activities at issue. The Team asked if AIR-FR could confirm that all 7 executives are no longer employed by AIR-FR. AIR-FR's response noted for legal reasons, they cannot comment on the agreed statements of facts published by the investigating authorities. A number of employees have left as part of the remediation efforts required by the authorities. This includes the departure of the 7 executives. In April 2021, we sent a proxy letter to AIR-FR regarding our votes against an incumbent non-executive director nominee due to overboarding concerns because she sits on more than 4 public company boards. This is not material.

61. **Tesco Plc (TSCO-GB):** TSCO-GB is a groceries and general merchandise retailer. We had a call with TSCO-GB on 7/30/2019 and discussed in depth TSCO-GB's supplier oversight programs. TSCO-GB's ethical audit program, which is focused on high-risk supplier sites, audited 45% of total tier 1 suppliers. Many of the high-risk suppliers are non-food and operate in Asia, Africa, and Central America. Supplier oversight remains excellent. We had voted against reelecting Byron Grote as Director because he sat on more than 3 public company boards and against the authorization to issue equity because of excessive dilution of 66.66% at the 2019 annual meeting. TSCO-GB replied to our proxy letter and noted the Committee considered his oversight, challenge, leadership, and contribution to the Board, independence and time commitment to ensure that he could devote sufficient time to his responsibilities and had no concern with his level of commitment. Grote remains on the Board but with no overboarding concerns. TSCO-GB also noted there are no current plans to allot shares except in connection with the employee share scheme or any possible future scrip dividend program. We sent a proxy letter regarding our votes against the remuneration report in 2020 and against the authorization to issue equity due to dilution concerns in both 2020 and 2021. We did not have any concerns with these issues in 2022 and 2023 and these concerns are not material.

62. **Koninklijke Ahold Delhaize NV (AD-NL):** AD-NL is a Dutch multinational retail and wholesale holding company. In 2021, we voted against a proposal to authorize the Board to exclude preemptive rights from share issuances because pre-emptive rights protect existing shareholders from involuntary dilution of ownership interests. We sent a proxy letter in April 2023 regarding this issue as we voted the same way as 2021 for the same reasons. This could be material.

63. **IMI Plc (IMI-GB):** IMI-GB designs, manufactures and services engineered products that control movement of fluids. We have not previously engaged with IMI-GB.

64. **NatWest Group Plc (NWG-GB):** NWG-GB is a British banking and insurance holding company. We have not previously engaged with NWG-GB.

65. **Capgemini SE (CAP-FR):** CAP-FR is a multinational information technology services and consulting company. We sent an engagement email to CAP-FR on 9/15/2021 encouraging CAP-FR to elect an independent Chairman, to remove the classified Board, to disclose complaints made on the whistleblower line, and to disclose the number of suppliers audited annually. CAP-FR responded and noted they fully comply with the recommendations set out in the Corporate Governance Code for listed companies issued jointly by AFEP and MEDEF (French private business associations) in December 2008 and most recently revised in January 2020 and its application guidelines. CAP-FR created the role of Lead Independent Director in May 2014, with specific prerogatives and duties to contribute to balanced governance. While it is clearly the Board's intention to ensure a staggered renewal of the terms of office of its members, in line with Article 14.2 of the AFEP-MEDEF Code, CAP-FR believes it does not legally qualify the Board as having a classified structure (i.e. maintaining contractually various categories of directors with different duration of service and prerogatives). The adoption of an independent Chairman and the removal of the classified Board are unlikely to be implemented. CAP-FR took note of our suggestion to expand whistleblower disclosure and to expand disclosure on supplier audits in future reports. Whistleblower disclosure is now disclosed but no improvement on supplier audit disclosure. It is possible CAP-FR will disclose supplier audit data in the future given their robust sustainability disclosure.

66. **SSE Plc (SSE-GB):** SSE-GB is a multinational energy company. We have not previously engaged with SSE-GB given their robust sustainability disclosure.

67. **Nordea Bank ABP (NDA.SE-SE):** NDA.SE-SE is a financial services group. We sent a proxy letter to NDA.SE-SE in March 2021 regarding our votes against the reelection of all directors because it is a bundled director proposal, and the Chair of the Audit Committee was non-independent. We voted against the bundled director proposal again in 2022 because the director nominees presented overboarding concerns. Our most recent engagement was a proxy letter sent 3/7/2023 regarding our votes against Item 25: Amend articles re: general meeting participation because the new articles provided the possibility for virtual-only shareholder meetings, against Item 26: Approve issuance of convertible instruments without preemptive rights because the stock that could be issued represents more than 10% of the current outstanding shares, and against Item 30: Approve issuance of up to 30 million shares without preemptive rights for the same reason. Item 26 and Item 30 could be material.

68. **Compagnie de Saint-Gobain SA (SGO-FR):** SGO-FR designs, manufacturers, and distributes materials and solutions for the construction, mobility, healthcare and other industrial application markets. We sent a proxy letter on 6/10/2021 regarding our votes against Approve Compensation of Pierre-Andre de Chalendar, Chairman and CEO. This is likely not material as we did not have any issues with his compensation in 2022 and 2023.

69. **Bankinter SA (BKT-ES):** BKT-ES provides banking services. We have not previously engaged with BKT-ES.

70. **Eiffage SA (FGR-FR):** FGR-FR is a civil engineering construction company. In June 2023, we emailed FGR-FR following research and suggested FGR-FR separate the CEO and Chair positions and provide whistleblower statistics. It is possible this could be disclosed in the future given the robust sustainability disclosure FGR-FR provides. In April 2023, we sent FGR-FR a proxy letter regarding our votes against management. Boston Partners voted against reelecting Benoit de Ruffray as director because the function of Chair and CEO are combined. We also sent a proxy letter in 2020 regarding our votes against compensation for the Chairman and CEO, against authorizing up to 1 million shares for use in stock option plans, and against Textual References Regarding Change of Codification. The lack of an independent Chair could be material.

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

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

72. **Hikma Pharmaceuticals Plc (HIK-GB):** HIK-GB engages in developing, manufacturing, and marketing branded and non-branded generic pharmaceutical products. We emailed HIK-GB following research in July 2023 and encouraged HIK-GB to adopt an independent Chair and to disclose whistleblower claims/code of ethics violations and their resolution annually. We asked if there is a reason for the increase since 2020 in the number of injuries that resulted in lost time and the LTIR. We also asked if HIK-GB has ascertained with certainty that the solar panels installed on site and used by the provider of power purchased through RECs were not made or used products made by Uighur slave labor. These topics could be material.

73. **AIB Group Plc (A5G-IE):** A5G-IE is one of the big four commercial banks in the Republic of Ireland. We have not engaged with A5G-IE to date.

74. **Beazley Plc (BEZ-GB):** BEZ-GB acts as an insurer which transacts primarily in commercial lines of business through its subsidiaries and through Lloyd's syndicates. In August 2023, we emailed BEZ-GB following research and asked if BEZ-GB has screened its solar PV suppliers for Uighur forced labor. We also asked if BEZ-GB has determined the cost to meet its environmental goals. Finally, we asked where the majority of suppliers are located and encouraged BEZ-GB to disclose more information about supplier oversight. We did not receive a response from BEZ-GB.

75. **KB Financial Group, Inc. (105560-KR):** 105560-KR engages in providing financial services through its subsidiaries. In October 2022, we emailed 105560-KR following research and encouraged 105560-KR to declassify the Board, to provide shareholders the right to call special meetings, and to provide shareholders right to act by the written consent.

76. **Marks & Spencer Group Plc (MKS-GB):** MKS-GB engages in the retail of clothes, food, and home products. We have not engaged with MKS-GB.

77. **Alten SA (ATE-FR):** ATE-FR is an engineering and technology consultancy company. In August 2023, we emailed ATE-FR following research and encouraged ATE-FR to appoint an independent Chair, to report supplier audit data, and to improve diversity at the executive level. We did not hear back from ATE-FR.

78. **Sony Group Corp. (6758-JP):** 6758-JP designs, develops, produces, and sells electronic equipment, instruments, and devices for the consumer, professional, and industrial markets. We have not engaged with 6758-JP.

79. **SPIE SA (SPIE-FR):** SPIE-FR engages in the provision of business support services. We emailed SPIE-FR following research and encouraged SPIE-FR to adopt an independent Chair, asked if SPIE-FR fails to achieve certain sustainability performance targets, will the interest rate for the sustainability-linked loan increase and if so, what is the total expected financial effect in a worst-case scenario. We asked how SPIE-FR plans to meet its target to reduce the number of severe accidents by 50% by 2025 compared to 2019 and if this goal is still feasible given the increase in severe accidents and how SPIE-FR plans to ensure a decrease in fatalities in the coming years. We asked if the Scope 3 emissions reduction goal is attainable given the increase in Scope 3 emissions year-over-year and asked how SPIE-FR plans to meet this goal. We did not hear back from SPIE-FR.

80. **CIE Generale des Etablissements Michelin SA (ML-FR):** ML-FR engages in the manufacture, distribution and sale of tires. We have not engaged with ML-FR.

81. **Sugi Holdings Co., Ltd. (7649-JP):** 7649-JP operates drugstores in Japan. We have not engaged with 7649-JP.

82. **Weir Group Plc (WEIR-GB):** WEIR-GB produces and sells highly engineered original equipment worldwide. We have not engaged with WEIR-GB.

83. **Mitsubishi UFJ Financial Group, Inc. (8306-JP):** 8306-JP is a holding company established through the merger of Mitsubishi Tokyo Financial Group and UFJ Holdings. In June 2024, we sent a proxy letter regarding our votes against management. Boston Partners voted against a director nominee, Hirofumi Nomoto, because he is an outside director who lacks independence, and the Board will not be majority independent. Boston Partners also voted against two director nominees because top management is responsible for capital misallocation. These items could be material.

84. **BNP Paribas S.A. (BNP):** BNP-FR provides various banking and financial products and services. In July 2024, we emailed BNP-FR following research and asked for BNP-FR to provide its CDP climate change response. We did not receive a response from BNP-FR.

85. **Akzo Nobel NV (AKZA-NL):** AKZA-NL engages in the manufacture and sale of coating and paint products. We have not engaged with AKZA-NL.

86. **Banco Bilbao Vizcaya Argentaria SA (BBVA-ES):** BBVA-ES provides retail banking, wholesale banking, and asset management services. In June 2024, BBVA-ES reached out to us ahead of their extraordinary shareholders' meeting to discuss the capital increase for the acquisition of Banco Sabadell shares through a voluntary tender offer. BBVA-ES explained that they had previously agreed to a deal with Banco Sabadell in 2020 but the deal fell through due to the pandemic. The environment has changed since then, and Banco Sabadell's fundamentals have significantly improved. BBVA-ES offered a deal to Banco Sabadell's Board, but the offer was rejected. BBVA-ES decided to take the offer straight to the Banco Sabadell shareholders. BBVA-ES forecasts €850 million in synergies. The deal would increase BBVA-ES's market share in Spain from 14% to 22%. The incremental return on capital investment is about 20%. If the shareholders approve the deal, it still needs to get regulatory approval. BBVA-ES explained that the precedent is there for the deal to pass. If BBVA-ES acquires more than 50% of Banco Sabadell, then they plan to have a merger to realize the synergies faster. BBVA-ES noted that many of their shareholders are supportive of the deal. This deal would be material.

    In March 2024, Boston Partners informed BBVA-ES of our votes against a director nominee because he was non-independent and a member of a key committee.

87. **The Gap, Inc. (GAP):** GAP operates as an apparel retail company. We have not engaged with GAP.

88. **Sysco Corporation (SYY):** SYY engages in the marketing and distribution of various food and related products. In September 2024, we emailed SYY following research and encouraged SYY to disclose complaints made on its whistleblower line and to disclose data to back up the use of professional development programs. We also asked SYY to share its CDP Climate Change 2023 submission.

89. **Samsung Fire & Marine Insurance Co., Ltd. (000810-KR):** 000810-KR engages in the provision of non-life insurance products and services. We have not engaged with 000810-KR.

90. **ItalGas SpA (IG-IT):** IG-IT engages in the distribution of natural gas in Italy. We have not engaged with IG-IT.

91. **Travis Perkins Plc (TPK-GB):** TPK-GB distributes building materials to the building, construction, and home improvement markets. In June 2021, we emailed TPK-GB following research and encouraged TPK-GB to disclose the number and results of supplier audits and the percentage of energy use that is supplied by renewables. We also encouraged TPK-GB to consider disclosing data related to reports made to the ethics hotline, such as the number of reports substantiated.

92. **AstraZeneca PLC (AZN-GB):** AZN-GB engages in the research, development, and manufacture of pharmaceutical products. We sent a proxy letter in April 2020 regarding our votes against the authorization to issue equity due to excessive dilution. Each of the past four years, we've sent a proxy letter to AZN-GB regarding votes against a director nominee for overboarding concerns. In 2021, we also voted against the remuneration policy and the performance share plan because the proposed significant increases to variable pay for the second consecutive year without a compelling rationale. We sent an engagement email to AZN-GB in March 2022 and encouraged AZN-GB to disclose employee training opportunities, including the number of training hours per employee. Sufficient training program information and data to back up the use of these programs is now disclosed. We inquired about the cost-benefit of AZN-GB's solar PV investment strategy that will only cover 2% of electricity demand. Finally, we mentioned that polysilicon, an essential material component in the manufacturing of solar PVs, has been linked to Uighur forced labor in China, and questioned whether AZN-GB had screened its solar PV suppliers to ensure the original source of its polysilicon is not engaged in any problematic labor practices. AZN-GB responded and provided additional context regarding its solar PV investment. AZN-GB conducted a cost-benefit analysis as part of its assessment. AZN-GB expects the return on investment to be around 7-8 years. Additionally, AZN-GB cited its supplier handbook stating that its suppliers must never use any type of forced labor and the expectation that its suppliers will hold their own suppliers to equally high standards. AZN-GB is currently evaluating its due diligence procedures and opportunities for stronger controls with suppliers who source higher risk raw materials from a human rights perspective. In May 2024, AZN-GB responded to our proxy letter regarding Boston Partners' votes against the remuneration policy. AZN-GB recognizes that the proposal brings the remuneration opportunity beyond other UK companies. Given AZN-GB's greater size, scale and global reach, they consider it necessary to take unprecedented steps and move away from the norms of

UK FTSE remuneration in order to pay competitively within the global Pharma industry. Any additional pay would be delivered via performance-based incentives, which are subject to stretching targets aligned to the creation of shareholder value.

93. **Melrose Industries Plc (MRO-GB):** MRO-GB engages in aerospace manufacturing and industrial businesses. In August 2024, we emailed MRO-GB following research and encouraged MRO-GB to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken. In June 2023, we sent a proxy letter regarding Boston Partners' votes against approving the remuneration policy because of concerns about the long-term incentive arrangements due to the potential for high payouts and the complexity of the plan's operation. In January 2021, MRO-GB set up a call to discuss the special meeting regarding the employee share plan renewal. Boston Partners decided to support the proposal after discussing with MRO-GB.

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

1. **Teck Resources Limited (TECK):** TECK engages in exploring for, acquiring, developing, and producing natural resources in Asia, Europe, and North America. In May 2024, we emailed TECK following research and asked how TECK plans on improving safety rates and preventing future fatalities. Employee safety is a material issue.

   We sent a proxy letter regarding Boston Partners' votes against management at the 2023 annual meeting. Boston Partners voted against approving a spin-off agreement, against a stock option plan, and against ratifying a poison pill. This could be material. **Sold out on 12/18/2024**.

2. **Centene Corporation (CNC):** CNC is a managed care company. In April 2023, CNC reached out to us to discuss the proxy statement. We ended up voting in line with management on all proposals. We encouraged CNC to disclose statistics relating to reports made on its whistleblower hotline. CNC noted regular updates on complaints called into the hotline are discussed and CNC will look into providing a summary of the information requested. We sent examples following the call and encouraged CNC to disclose the amount of electricity purchased from renewables. We also suggested CNC disclose the cost/benefit of buying renewables over conventional fossil fuels including if it is more of an expense or a savings opportunity. CNC will pass the message on to sustainability personnel. We noted in 2022 CNC further integrated sustainability criteria into risk and performance assessments of suppliers. We encouraged CNC to disclose the total number of suppliers assessed, the results of the assessments and any corrective actions taken annually as well as a discussion on where the majority of suppliers are located including if any are in high-risk areas for forced labor such as Northwest China. CNC acknowledged our suggestion and will consider disclosing it. These suggestions are likely not material.

   In past engagements, we've communicated our preference for a declassified Board and elimination of the supermajority voting requirement which were successfully completed. We communicated our preference for an independent Chairman and there is now an independent Chairman. We asked if the Board is considering giving shareholders the right to act by written consent and/or the right to call special meetings. Shareholders have the right to call a special meeting at 10% and can act by written consent. These changes have improved corporate governance, which could be material. **Sold out on 12/06/2024.**

3. **Evonik Industries AG (EVK-DE):** EVK-DE manufactures specialty chemical products. In June 2024, we sent a proxy letter regarding Boston Partners' votes against the remuneration report because the ex-post disclosures provided to explain non-financial performance achievements under the STI remain limited. Moreover, the disclosure of performance results under the LTI is also somewhat unclear. As announced last year, the performance threshold for outstanding LTI tranches was removed. For the 2020-2023 performance cycle, this enabled increased vesting despite significant underperformance. The report does not directly address continued and significant shareholder dissent on prior votes. **Sold out on 12/10/2024.**

4. **Victoria's Secret & Company (VSCO):** VSCO operates as a specialty retailer of women's intimate, and other apparel and beauty products. We have not engaged with VSCO. **Sold out on 12/06/2024.**

Index of Acronyms:

AGM: Annual General Meeting
ARR: Annual Recurring Revenue
CDP: Carbon Disclosure Project
CSR: Corporate Social Responsibility
CSRD: The Corporate Sustainability Reporting Directive
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.
EHS: Environment, Health and Safety
EV/HEV: Electric Vehicles/Hybrid Electric Vehicles
GHG: Greenhouse Gas
GRI: Global Reporting Initiative
ICE: Internal Combustion Engine
ISS: Institutional Shareholder Services Inc. is a proxy advisory firm.
LEED: Leadership in Energy and Environmental Design
LNG: Liquefied Natural Gas
LTI: Long Term Incentive
LTIFR: Lost Time Injury Frequency Rate
LTIP: Long Term Incentive Plan
LTIR: Lost Time Incident Rate
OEMs: Original Equipment Manufacturers
PCAF: Partnership for Carbon Accounting Financials
PPAs: Power Purchase Agreements
PRSU: Performance Restricted Stock Units
PSU: Performance Share Units
PV: Photovoltaics
RCF: Revolving Credit Facility
RECs: Renewable Energy Certificates
ROI: Return On Investment
SASB: Sustainability Accounting Standards Board
SBTi: Science Based Targets initiative
SDGs: Sustainable Development Goals
SLB: Sustainability-Linked Bond
SLL: Sustainability-Linked Loan
STI: Short Term Incentive
TCFD: Task Force on Climate-Related Financial Disclosures
TRIR: Total Recordable Injury Rate
VPPA: Virtual Power Purchase Agreement

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