

Engagement Report

Calls, meetings, and correspondence with issuers



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This report includes engagement actions undertaken by the Sustainability and Engagement Team during December 2024.

We engaged with the below issuers following internal research.

- 1. Vermilion Energy Inc. (ticker symbol VET):** VET engages in the acquisition, exploration, development, and production of petroleum and natural gas. We emailed VET following research and asked about the roadmap and costs to achieve net zero operational emissions by 2050. VET responded to our email. VET is pursuing some emission reduction technologies that are currently economic such as battery consolidations and the replacement of high-bleed pneumatics with low or no bleed versions. VET highlighted the potential electrification of a natural gas battery that is located within a low-emissions grid. VET is in the early stages of CCS, hydrogen production, and biogas production. Later stage capital requirements necessitate partnerships. VET's approach is to bring infrastructure, permitting, and licensing expertise, with partners generally providing capital investment. All projects proceed through a phase gate approach—each must have a business case to proceed, which includes economics. Electrification is being evaluated in 2025-2026.
- 2. Markel Group Inc. (MKL):** MKL engages in marketing and underwriting specialty insurance products. We emailed MKL following research and encouraged MKL to adopt an independent Chair and publish a sustainability report in accordance with GRI or SASB standards.
- 3. SiriusXM Holdings, Inc. (SIRI):** SIRI operates as an audio entertainment company. We emailed SIRI following research and SIRI set up a call to discuss. We noted our preference for an independent Chair. Liberty Media no longer owns a majority of the company. The Chair does works for the previous majority owner of the company but will no longer be the CEO of Liberty Media soon. We noted our preference for a formal sustainability report in accordance with GRI and SASB, recommended SIRI disclose data to back up the use of its professional development opportunities by employees, suggested SIRI disclose any energy consumption and renewable electricity purchased, and recommended SIRI disclose climate risks and opportunities. We asked if any suppliers are outside the U.S. and SIRI noted they do have suppliers they use to procure hardware.
- 4. Solventum Corporation (SOLV):** SOLV is a healthcare company engaging in the developing, manufacturing, and commercializing a portfolio of solutions to address critical customer and patient needs. We emailed SOLV following research and encouraged SOLV to publish a sustainability report in accordance with GRI and SASB standards.
- 5. Aalberts NV (AALB-NL):** AALB-NL engages in the development of industrial products and systems. We emailed AALB-NL following research and encouraged AALB-NL to describe employee development opportunities and report on the results of supplier audits.

6. **Fiserv, Inc. (FI):** FI provides payments and financial services technology services. We emailed FI following research and encouraged FI to adopt an independent Chair, to disclose whistleblower line data, and to report supplier audit data. We also noticed FI has a 2030 goal to obtain 100% renewable electricity products for all FI-owned sites. We noted renewable energy consumption was zero in 2022 and asked if this goal is still achievable and what the cause is of the decrease year over year.
7. **Tronox Holdings Plc (TROX):** TROX operates as a vertically integrated manufacturer of TiO₂ pigment. We emailed TROX following research and noticed 61% of TROX's proved and probable reserves are in or near Indigenous land. We asked if TROX has formal agreements in place with all reserves located in or near Indigenous land. We asked for those without formal agreements, how does TROX ensure there is no business activity on sacred land. We also asked about the expected cost for TROX to meet its carbon intensity reduction targets of 25% by 2025, 50% by 2030 and net zero by 2050 as well as its Scope 3 reduction targets.
8. **Oppenheimer Holdings, Inc. (OPY):** OPY operates as a middle-market investment bank and full-service broker-dealer. We emailed OPY following research and encouraged OPY to publish a sustainability report in accordance with GRI and SASB standards and to adopt an independent Chairman.
9. **Potbelly Corporation (PBPB):** PBPB through its subsidiaries, owns, operates, and franchises Potbelly sandwich shops in the U.S. We emailed PBPB following research and encouraged PBPB to publish a sustainability report in accordance with GRI and SASB standards.
10. **Diodes Incorporated (DIOD):** DIOD manufactures and supplies application-specific standard products in the broad discrete, logic, analog, and mixed-signal semiconductor markets. We emailed DIOD following research and encouraged them to adopt an independent Chair, set SBTi-approved targets, and report on the results of supplier audits.
11. **Indie Semiconductor, Inc. (INDI):** INDI provides automotive semiconductors and software solutions. We emailed INDI following research and encouraged them to eliminate the classified Board structure, align its sustainability report with GRI or SASB standards, report on the results of supplier assessment, and report Scope 3 emissions.
12. **Lithia Motors, Inc. (LAD):** LAD operates as an automotive retailer worldwide. We encouraged LAD to adopt an independent Chairman, asked if there is Board and management level oversight of ESG and if LAD has updated safety rates for 2023.
13. **Baldwin Insurance Group, Inc. (BWIN):** BWIN markets and sells insurance products and services. We emailed BWIN following research and encouraged BWIN to adopt an independent Chair, to remove the classified Board structure, to eliminate the supermajority voting provisions and adopt a majority vote standard, and to publish a sustainability report in accordance with GRI and SASB standards.
14. **Newmark Group, Inc. (NMRK):** NMRK provides commercial real estate services. We emailed NMRK following research and encouraged NMRK to adopt an independent Chair and asked when an updated sustainability report is expected to be released.
15. **GXO Logistics, Inc. (GXO):** GXO provides logistics services. We emailed GXO following research and encouraged them to adopt an independent Chair and to report on supplier due diligence assessments.
16. **Cadence Bank (CADE):** CADE provides commercial banking and financial services. We emailed CADE following research and encouraged them to adopt an independent Chair, to align its sustainability report with GRI and SASB standards and asked if there is Board level oversight of ESG.
17. **Holley, Inc. (HLLY):** HLLY operates as designer, manufacturer, and marketer of automotive aftermarket products. We emailed HLLY following research and encouraged HLLY to adopt an independent Chair, to eliminate the classified Board structure, and to publish a sustainability report in accordance with GRI or SASB standards.
18. **Amphastar Pharmaceuticals, Inc. (AMPH):** AMPH is a pharmaceutical company that develops, manufactures, and markets biopharmaceutical injectable, intranasal, and inhalation products. We emailed AMPH following research and encouraged them to adopt an independent Chair, to remove the classified Board structure, and to publish a sustainability report in accordance with GRI and SASB standards.

- 19. Localiza Rent A Car SA (RENT3-BR):** RENT3-BR engages in car and fleet rental business in Brazil and internationally. We emailed RENT3-BR following research and encouraged them to adopt an independent Chair and establish environmental targets aligned with the SBTi.
- 20. Maplebear, Inc. (CART):** CART engages in the provision of online grocery shopping services to households in North America. We emailed CART following research and encouraged them to adopt an independent Chair, to remove the classified Board structure, and to publish a sustainability report in accordance with GRI and SASB standards.
- 21. Brilliant Earth Group, Inc. (BRLT):** BRLT designs, procures, and sells diamonds, gemstones, and jewelry. We emailed BRLT following research and encouraged the company to declassify its Board, and to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken.
- 22. Freeport-McMoRan Inc. (FCX):** FCX engages in the mining of mineral properties. We emailed FCX following research and encouraged them to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken.
- 23. NICE Ltd. (NICE):** NICE provides cloud platforms for AI-driven digital business solutions worldwide. We emailed NICE following research and encouraged them to disclose whistleblower line statistics, to provide data to back up the use of its professional development programs and asked where the majority of NICE's suppliers are located.
- 24. AMETEK, Inc. (AME):** AME manufactures and sells electronic instruments and electromechanical devices. We emailed AME following research and encouraged them to eliminate the classified Board structure, to adopt an independent Chairman, and to disclose the complaints made on its whistleblower line.
- 25. ABM Industries Incorporated (ABM):** ABM engages in the provision of integrated facility, infrastructure, and mobility solutions. We emailed ABM following research and encouraged them to disclose the number of suppliers audited annually, the results of those audits and any corrective actions taken.
- 26. Hiscox Ltd. (HSX-GB):** HSX-GB provides insurance and reinsurance services. 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.
- 27. Assurant Inc. (AIZ):** AIZ provides business services that supports, protects, and connects consumer purchases. We emailed AIZ following research and asked to convene a call on AIZ's sustainability program. We encouraged AIZ to disclose complaints made on its whistleblower line. AIZ noted our suggestion and will consider disclosing these statistics in the future. The Audit Committee reviews all whistleblower line data quarterly. We also encouraged AIZ to provide shareholders the right to call special meetings based upon the request of at least 10% of shareholders and to provide shareholders the right to act by the written consent of the number of shareholders that could act at a meeting. AIZ is having discussions internally on both matters. We asked if AIZ remains focused on setting long-term GHG emissions goals. AIZ is focused on ensuring appropriate data practices and controls are in place and has been refining its CDP response and evaluating Scope 3 GHG emissions (including its portfolio). AIZ highlighted its 2030 GHG emission reduction goal and noted it is on track to reach this goal. AIZ has focused its reduction efforts through real estate consolidation and efficiencies. AIZ continues to assess whether it will set a long-term NetZero target. AIZ is proud of the impact it has been driving in the short term through its decarbonization efforts, including its solar installation in the U.K. AIZ is evaluating additional renewable usage in the future, including additional on-site solar. We asked what steps AIZ has taken to ensure no forced labor, specifically Uyghur forced labor, is involved in the sourcing and manufacturing of its solar panels. AIZ has a robust SCC. AIZ partners with industry leaders on its projects and highlighted its Sustainability Supplier Assessment program. We encouraged AIZ to disclose the results of these engagements, including the number of suppliers audited annually, the results of those audits, and any corrective actions taken.

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

- 1. The Mosaic Company (MOS):** MOS produces and markets concentrated phosphate and potash crop nutrients. MOS reached out to us as a part of their shareholder outreach program. MOS incorporates ESG metrics in the short-term incentive plan for executives. The ESG metrics primarily related to diversity and safety this year. MOS plans to incorporate more targets in the plan next year including an environmental index. MOS will also increase the weighting of the safety metric due to a few fatalities this year. MOS has a 2040 net zero target and a 2030 net zero target for their Florida operations. MOS is focusing on CCUS and nature-based solutions. MOS is in negotiations on the carbon capture front. CCUS requires several permits which have not yet been granted. MOS is taking advantage of their 350,000 acres of land which sequesters carbon on its own. MOS is undertaking a project to grow crops for the specific purpose of capturing carbon and making biochar. MOS will essentially be selling their CO₂ emissions. This will allow MOS to generate an economic return while significantly reducing their emissions. Biochar is much further along than carbon capture. MOS also utilizes waste heat capture and cogeneration to generate electricity and reduce their reliance on local utilities. These projects have yielded a moderate return over the past decade. We encouraged MOS to report the results of supplier ESG assessments. MOS achieved their 2025 goal of engaging with 80% of suppliers by spend on ESG issues. MOS is setting new targets and plans to get more specific on their expectations for suppliers and will report on the results of supplier assessments in the future.
- 2. Dell Technologies Inc. (DELL):** DELL designs, develops, manufactures, markets, sells, and supports various comprehensive and integrated solutions, products, and services. DELL reached out to us as a part of their shareholder outreach program. We reiterated our preferences for an independent Chair and equal voting rights for all shareholders. DELL noted that their corporate governance structure is unlikely to change. DELL released their first climate action plan in September 2024. The document includes a high-level discussion about DELL's approach to climate investments. DELL will continue to work towards calculating and disclosing the financial attributes of their sustainability programs and initiatives. DELL has interim targets to reduce Scope 3 category 1 and category 11 emissions by 2030. DELL is working closely with their suppliers to drive emissions reduction from purchased goods and services. DELL participates in the CDP supply chain program. DELL requests key suppliers representing about 90% of spend to report emissions through the CDP. DELL engages with their suppliers on the management of climate-related risks and opportunities, and opportunities to collaborate on emissions reduction projects. DELL is looking for opportunities to enhance product energy efficiency to reduce the emissions from the use of sold products. The emissions from the use of DELL's products are dependent on the customers' energy mix. DELL continues to engage with customers about the challenges and opportunities with purchasing renewable energy. DELL is a member of the RE100. DELL's AI-enabled products could increase their Scope 3 category 11 emissions in the short term. Energy efficiency will be built-in over time. DELL provides data and tools to support the operations of their AI-enabled products.
- 3. Kerry Group Plc (KRZ-IE):** KRZ-IE engages in the manufacture and distribution of food and beverages. 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 yrs 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 and 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.

- 4. Omnicom Group, Inc. (OMC):** OMC offers advertising, marketing, and corporate communications services. OMC reached out to us as a part of their shareholder outreach program. OMC noted they received an independent Chair proposal for the 5th year in a row from John Chevedden. We noted we would support the proposal and OMC noted they are comfortable with the combined CEO/Chair role and reiterated the strong independent Board oversight. We noted the determination of the annual cash incentive award is 20% corresponding to a qualitative metric which includes DE&I (performance against five KPIs), corporate responsibility (environmental sustainability, human capital management and employee training) and an assessment of the response to COVID. We asked if in 2023 the full 20% was given to each NEO. OMC noted yes, each NEO received the full 20% payout. We asked what the specific goals are attached to the 20%. OMC noted it is not a formulaic approach with a mathematical formula. It is more subjective. However, it is fairly typical for the full 20% to be achieved. We noted our stance for specific and measurable targets so shareholders can see clearly how the 20% was achieved. We suggested tying already disclosed DE&I targets and GHG emission reduction targets to compensation instead of broad qualitative metrics. We noted that in 2023, 34.8% of energy was from renewables, up from 29.4% in 2022. We noted we would like to see disclosed the cost of procuring renewables over traditional fossil fuel sources. OMC noted they formalized their overboarding policy for independent directors so they can't serve on more than 4 boards including OMC. Also, OMC dropped the mandatory retirement age for directors.
- 5. McKesson Corporation (MCK):** MCK provides healthcare services. MCK reached out to us as a part of their shareholder outreach program. We reiterated our preference for MCK to report whistleblower statistics. MCK's Compliance Committee monitors whistleblower claims on a quarterly basis. MCK's annual cash incentive plan includes a sustainability discretionary downward-only modifier. This was put in place two years ago in response to shareholder feedback. The Compensation Committee has not used the downward modifier yet. We encouraged MCK to use quantitative metrics as opposed to committee discretion. MCK argues that successful sustainability programs will drive improved financial performance. MCK has SBTi-approved environmental targets. The Board sets internal targets annually. The Board emphasizes the importance of environmental programs aligning with business success. Sustainability initiatives must have appropriate ROI. MCK's supplier oversight program focuses on imports from China. MCK noted that potential tariffs are top of mind. MCK is ensuring that they have a geopolitically diverse supply chain.
- 6. General Dynamics Corporation (GD):** GD operates as an aerospace and defense company. GD reached out to us as a part of their shareholder outreach program. We reiterated our preference for an independent Chair. At the next CEO transition, GD will do a bottom-up review of the best corporate leadership structure under the circumstances at that time. We asked about GD's progress on alternative propulsion systems for their products. GD explained that the progress varies by product and customer. GD's military customers are expressing interest in hybrid or electric vehicles due to the performance benefits they provide. GD noted that these new propulsion systems have not been prohibitively expensive. Additionally, the Gulfstream business has achieved a 33% reduction in fuel use due to the design of their new aircraft. We asked about the outlook on SAF. GD dispenses and consumes SAF. GD raised awareness of the feasibility of SAF by flying a transatlantic flight with exclusively SAF. There is still a limited availability of SAF, but there is a book-and-claim program. This program reduces the costs and emissions associated with transporting SAF. We asked how GD plans to achieve their 40% Scope 1 and 2 reduction target by 2034. GD noted the drivers of these reductions are a diverse set of energy initiatives including renewable energy.
- 7. Textron Inc. (TXT):** TXT operates in the aircraft, defense, industrial, and finance businesses. 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 to the following disclosures to their website: 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 complements TXT's existing PPA in Kansas. These agreements will bring TXT to about 50% renewable electricity. 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.

- 8. eBay Inc. (EBAY):** EBAY operates marketplace platforms that connect buyers and sellers. EBAY reached out to us for a shareholder engagement call. We noted for 2023, the executive team set team goals related to sustainability and DE&I and success against these goals is considered in the Board's subjective assessment of individual performance. We asked how much ESG contributed to the overall payout of the individual performance component and what goals were attached to the achievement of the payout. 25% of the annual bonus plan is based on individual performance with ESG goals included. EBAY is careful not to set a specific goal into the ESG component as many of these goals have multiyear long-term objectives. ESG is part of a scorecard and considered among several other factors. We noted we prefer to see specific, measurable goals tied to the ESG component and thoughtful disclosure in the proxy on the payout received. We noted in 2023, 91% of electricity came from renewable energy sources and asked what the cost is of procuring renewables compared to traditional fossil fuels. EBAY noted the electricity at certain data centers is matched with renewable energy which is a mix of RECs and VPPAs. VPPAs have been cost positive/saving whereas RECs have been cost neutral to negative. Overall, renewable purchases have not been exorbitant and are generally deminimis. We asked about supplier oversight and how EBAY ensures no forced labor. EBAY is looking to conduct due diligence when suppliers are onboarded and will ask the procurement team how they monitor forced labor. EBAY noted they are trying to set a more regular cadence in which they look at their stock plan. ISS compares EBAY to retailers and EBAY believes they should be compared to the tech industry as their equity is more used for tech facing employees. EBAY has done an incredible amount of stock repurchases which offsets any dilutive effect on the equity grants.
- 9. Avantor, Inc. (AVTR):** AVTR engages in the provision of mission-critical products and services to customers in the biopharma, healthcare, education and government, advanced technologies, and applied materials industries. AVTR reached out to us for a shareholder engagement call. AVTR submitted to the SBTi in 2023 and has been in correspondence with the SBTi throughout 2024 to address changes needed to receive validation. AVTR is hoping to receive validation in the first half of 2025. We asked if the on-site solar installations are projected to cover the renewable generation needed to reach AVTR's 2030 goal. We also encouraged AVTR to disclose the costs associated with these projects. AVTR noted it has about ten on-site renewable projects underway. In addition to the on-site projects, AVTR plans to utilize VPPAs. AVTR plans to publish an updated strategy for renewables in 2025. We asked whether AVTR anticipates having to terminate or refuse certain supplier partnerships to meet its goals of having 75% of suppliers by GHG emissions set an SBTi target and achieve above-industry-average EcoVadis scores by 2030. AVTR has identified suppliers in its supply chain who are lagging and is launching a Climate Accelerator tool to help them progress. We encouraged AVTR to disclose additional supplier audit data. AVTR aims to increase participation in its Responsible Supplier Program in 2024 and to update its KPIs now that the baseline has been established. We also encouraged AVTR to disclose whistleblower line statistics, including the number of reports, categories of reports, the number of reports substantiated, and the number of employees terminated or otherwise disciplined as a result. AVTR noted our suggestion.
- 10. Fidelity National Information Services, Inc. (FIS):** FIS engages in the provision of financial services technology solutions for financial institutions, businesses, and developers. FIS reached out to us 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 and will have more to share this upcoming year. We shifted to supplier oversight and managing a sustainable supply chain. We 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, we 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.
- 11. Weyerhaeuser Company (WY):** WY one of the world's largest private owners of timberlands. WY reached out to us for a shareholder engagement call. We noted WY's diversity disclosure is excellent with EEO-1 disclosure, but progress has been limited. We asked what WY is doing to target diversity improvement across all levels of the workforce. WY noted its DEI initiatives/programs are

integrated into its talent acquisition process. WY has expanded its technical training for critical business roles and launched a new mentoring application to help foster connections across the business. WY has focused its efforts on its talent pipeline by strengthening engagement with universities and colleges to reach diverse demographics. We noted safety rates have been rising over the last two years, including two employee fatalities in 2023. We asked how WY is addressing these rising safety rates and what it's doing to mitigate high-risk areas and achieve an injury-free workplace. WY worked with a third party in 2024 to strengthen its safety program. Suggestions received from this third party included a heightened focus on safety culture and leadership. WY has an improvement plan in place and has begun rolling out recommended changes. WY has reinforced its risk-based safety plan and identified the highest-risk areas. WY has increased solutions available to help drive improvement, including additional engineering solutions. WY has a safety council to oversee the execution of these initiatives. Lastly, WY noted every board meeting starts by discussing safety.

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

- 1. Jazz Pharmaceuticals Plc. (JAZZ):** JAZZ is a biopharmaceutical company. JAZZ set up a call following our proxy letter regarding votes against management. We noted our preference for an independent Chair and JAZZ noted its strong lead independent director. We noted our preference for a declassified Board. JAZZ noted the classified Board ensures stability and has proven to be helpful. We asked if the 75% vote standard for charter/bylaw amendment has made it difficult to remove the classified Board structure. JAZZ noted they are required to have the 75% vote standard to comply with Irish law. JAZZ noted while they recognized that some shareholders may see this structure as an entrenchment risk, JAZZ believes this risk is mitigated by the statutory right of shareholders of an Irish incorporated company to remove directors and replace any board vacancies created by such removal under Irish law. JAZZ will bring our feedback to the Board. We asked if JAZZ still has the goal for up to 25% - 30% people of color (in the U.S.) representation at the Executive Director levels and above by 2025. JAZZ noted they do and U.S. POC representation at the executive director level is at 21%. We asked if JAZZ has racial quotas. JAZZ noted all goals are aspirational and they are not going to force a goal to work. JAZZ is focused on what's attainable and appropriate for the business. We recommended JAZZ disclose Scope 1 and 2 emissions and climate change risks and opportunities and JAZZ noted they are working towards disclosing Scope 1 and 2 emissions data to be able to comply with CSRD in 2026. We asked the cost/benefit of purchasing renewables over traditional fossil fuels. JAZZ noted they would look to add this disclosure in the future. We asked if JAZZ has updated safety data. JAZZ noted they would send the updated safety rates after the call.

Proxy voting:

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

- 1. Legacy Housing Corporation (LEGH):** Voted against Item 1.3: Elect Director Jeffrey K. Stouder and Item 1.4: Elect Director Brian J. Ferguson because the nominee is an incumbent member of the nominating committee, and the Board does not have any underrepresented directors. A vote against Audit Committee member Jeffrey Stouder is warranted for failing to address the material weaknesses in internal controls in consecutive years. A vote against Brian Ferguson is warranted as Governance Committee Chair, given the Board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely effects shareholder rights.
- 2. Venus Medtech (Hangzhou), Inc. (2500-HK):** Voted against Item 2: Approve Other Amendments to the Articles of Association and Related Transactions (Special meeting) and Item 3: Approve Other Amendments to the Articles of Association and Related Transactions (Extraordinary Shareholders meeting) given the proposed other amendments to the Articles and related transactions would include the removal of the class meeting requirement which would reduce the safeguards available to shareholders and would limit the ability of a particular class of shareholders to reject proposals that could result to unfavorable outcomes for minority shareholders. Voted against Item 4: Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights (Extraordinary Shareholders meeting) because the stock that could be issued represents more than 10% of the current outstanding shares.

- 3. IBEX Limited (IBEX):** Voted against Item 2a: Elect Director Mohammed Khaishgi and Item 2b: Elect Director Shuja Keen because the nominees are non-independent and a member of a key committee. Additionally, they are Governance Committee members and IBEX maintains a problematic voting structure and given the Board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely effects shareholder rights.
- 4. Viatris, Inc. (VTRS):** Voted against Item 2: Advisory Vote to Ratify Named Executive Officers' Compensation because there is significant concern regarding the outsized magnitude and insufficient rationale pertaining to pay arrangements of former executive Chairman Robert Coury in his capacity as an advisor to the Board following his resignation from the executive Chairman role. VTRS has not disclosed a compelling rationale for maintaining Coury's compensation at a level commensurate with the CEO's pay despite his reduced capacity as a strategic advisor, which is particularly concerning on the heels of a sizable severance payout.
- 5. Nano Dimension Ltd. (NNDM):** Boston Partners did not vote the management proxy. Boston Partners voted the dissident proxy (gold proxy). Voted FOR Item 1: Reappoint Somekh Chaikin KPMG as Auditors and Authorize Board to Fix Their Remuneration. Voted against Item 2A: Reelect Yoav Stern as Director, against Item 2B: Reelect Michael X. Garrett as Director, FOR Item 2C: Elect Robert (Bob) Pons as Director and FOR Item 2D: Elect Ofir Baharav as Director as we believe Bob Pons and Ofir Baharav would provide independent oversight on the Board. Voted against Item 3: Approve Annual Cash Retainer and Equity-Based Compensation for All Non-Executive Directors and Approve Amendment of Compensation Policy accordingly because the resulting potential level of dilution (22.32%) exceeds recommended guidelines. Voted against Item 4: Approve Employment Terms of Yoav Stern, CEO and FOR Item 5: Amend Article 39 of the Company's Amended and Restated Articles of Association.
- 6. Microsoft Corporation (MSFT):** Voted FOR Item 6: Report on Risks of Operating in Countries with Significant Human Rights Concerns because shareholders would benefit from increased disclosure regarding how MSFT is managing human rights-related risks in high-risk countries.
- 7. Bowlero Corp. (BOWL):** Withheld votes from Item 1.1: Elect Director Michael J. Angelakis, Item 1.2: Elect Director Robert J. Bass, and Item 1.8: Elect Director John A. Young because the nominees are incumbent members of the nominating committee, and the Board does not have the required number of members that are not of the majority Board gender. Boston Partners requires at least two women on Boards with seven or more total members. Withhold votes are further warranted for governance committee members John Young, Michael (Mike) Angelakis, and Robert (Bob) Bass for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Withhold votes are warranted for governance committee Chair Michael (Mike) Angelakis given the Board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely affects shareholder rights. Withheld votes from Item 1.6: Elect Director Thomas F. Shannon as his ownership of the supervoting shares provide him with voting power control of the company.
- 8. OSI Systems, Inc. (OSIS):** Voted against Item 3: Advisory Vote to Ratify Named Executive Officers' Compensation because significant concerns are noted regarding the structure and disclosure of pay programs. Specifically, an NEO received an outsized bonus payment without compelling rationale and target goals and results tied to the bonus were not disclosed. Furthermore, the LTI program is designed such that all above-target vesting is based on one-year performance periods and there continues to be a lack of clear disclosure regarding prior equity grant payouts.
- 9. Sodexo SA (SW-FR):** Voted against Item 5: Reelect Francois-Xavier Bellon as Director since the family director, Francois-Xavier Bellon, also Chairman of the management Board of Bellon SA, controlling shareholder, benefits from the distortive voting structure.
- 10. AutoZone, Inc. (AZO):** Voted FOR Item 5: Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold because we support shareholder proposals requesting the right to call a special meeting as long as the proposed ownership threshold is at least 10 percent of shares outstanding.
- 11. Primis Financial Corp. (FRST):** Withheld votes from Item 1.1: Elect Director Robert Y. Clagett, Item 1.2: Elect Director Deborah B. Diaz, and Item 1.3: Elect Director Charles A. Kabbash because FRST maintains a classified Board structure and withhold votes from all directors is warranted. Withhold votes are further warranted from Charles Kabbash because the nominee is an incumbent member of the nominating committee, and the Board does not have the required number of members that are not of the majority Board gender. Boston Partners requires at least two women on Boards with seven or more total members.

12. Contemporary Amperex Technology Co., Ltd. (BHQPSY): Voted against Item 1.1: Elect Zeng Yuqun as Director, Item 1.2: Elect Li Ping as Director, Item 1.4: Elect Pan Jian as Director because the nominees are non-independent and a member of a key committee. Boston Partners voted against Item 1.1: Elect Zeng Yuqun as Director, Item 2.1: Elect Wu Yuhui as Director, and Item 2.2: Elect Lin Xiaoxiong as Director because the nominees are incumbent members of the nominating committee, and the Board does not have the required number of members that are not of the majority Board gender. Boston Partners requires at least two women on Boards with seven or more total members.

13. RingCentral, Inc. (RNG): Withheld votes from Governance Committee members Mignon Clyburn, Kenneth (Ken) Goldman, and Robert (Rob) Theis for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Withhold votes are further warranted for Compensation Committee Chair Robert (Rob) Theis and member Kenneth (Ken) Goldman due to insufficient responsiveness to last year's low say-on-pay vote. Voted against Item 3: Advisory Vote to Ratify Named Executive Officers' Compensation because the compensation committee failed to demonstrate sufficient responsiveness to last year's low say-on-pay vote for the second successive year. In addition, there is an unmitigated pay-for-performance misalignment for the year in review. While LTI awards introduced performance equity for FY23, the performance periods were merely one year, or less, in some cases. Additional concerns regarding the rigor and appropriateness of selected metrics were underscored by the above-target vesting of FY23 LTI awards during a period in which shareholder returns continued to decline. Finally, the proxy provided insufficient justification for the payment of an excessive cash severance to former CEO Robbiati upon a resignation that does not appear to have been involuntary.

Boston Partners voted the following number of proxies:

Number of meetings: 36

Number of issues: 274

Index of Acronyms:

AGM: Annual General Meeting

CDP: Carbon Disclosure Project

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.

GHG: Greenhouse Gas

GRI: Global Reporting Initiative

ISS: Institutional Shareholder Services Inc. is a proxy advisory firm.

ISSB: International Sustainability Standards Board

LTI: Long Term Incentive

NEO: Named Executive Officer

PPAs: Power Purchase Agreements

RECs: Renewable Energy Certificates

ROI: Return On Investment

SAF: Sustainable Aviation Fuel

SASB: Sustainability Accounting Standards Board

SBTi: Science Based Targets initiative

SCC: Supplier code of conduct

SLB: Sustainability-Linked Bond

VPPA: Virtual Power Purchase Agreement

Disclosure

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