



VAN LANSCHOT
KEMPEN

2026 Proxy Voting Guidelines

Table of contents

1.	Proxy voting approach	3
1.1	Achieving positive change through engagement & voting	3
1.2	Scope of voting activities	3
1.3	Our commitments	3
1.4	Oversight of voting activities Oversight of voting activities	3
1.5	Our expectations & Company dialogues	3
1.6	Service providers & transparency of voting activities	4
1.7	Share blocking	4
1.8	Securities lending	4
1.9	Conflicts of interest	4
2.	Voting Guidelines	5
2.1	Accountability and transparency	5
2.2	Board structure, diversity, tenure and independence	5
2.3	Staying up to date & demonstrating excellence	6
2.4	Remuneration	7
2.5	Capital structure	10
2.6	Organizational restructuring, mergers and acquisitions	10
2.7	Shareholder rights	10
2.8	Votes on shareholder resolutions	11
2.9	Workplace diversity, equity and inclusion and other social matters	11
2.10	Operations in zones of conflict	12
2.11	Payments to governments & political contributions	12
2.12	Environment	12

1. Proxy voting approach

1.1 Achieving positive change through engagement & voting

Being a long-term active investor, we at Van Lanschot Kempen Investment Management believe that our proactive investment approach and our engagement with investee companies contributes to positive change. Hence, Portfolio Managers of our own funds and the ESG Advisory team collectively engage on a wide array of strategic, financial, environmental, social and governance (or sustainability) topics to mitigate sustainability related risks and unlock opportunities. We aim for an integrated approach of working closely across investment teams and strategies. Exercising voting rights is an important instrument of engagement and stewardship and is central to a well-functioning governance system.

This policy is reviewed annually. It provides noncomprehensive guidelines for voting, which we complement with our own in-depth assessment of the meetings' agenda items.

Proposals on issues not covered in this policy are assessed on a case by-case basis.

1.2 Scope of voting activities

We vote at annual and extraordinary meetings at investee companies globally for our own investment funds and discretionary mandates (if instructed by the client to vote), unless voting is not feasible or not in the best interest of our clients. Owing a fiduciary duty to our clients, we ensure that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant investment fund or – where applicable – in accordance with the requirements pursuant to the respective discretionary client mandates.

1.3 Our commitments

We are a signatory to the [Dutch Stewardship Code](#) (2018) and the [UK Stewardship Code](#) (2020) and adheres to the [Dutch Corporate Governance Code](#) (2016), and the [UK Corporate Governance Code](#) (2018). We are a signatory to the [Principles for Responsible Investment](#) (PRI) and adhere to the principles, including Principle 2, which states that “we will be active owners and incorporate environmental, social and governance issues in our ownership policies and practices”. We fulfil our fiduciary role under the OECD Corporate Governance Principle III. We actively encourage all investee companies to adhere to the principles of the [United Nations Global Compact](#) (UNGCC), the [OECD Principles of Corporate Governance](#), the [OECD Guidelines for Multinational Enterprises](#), the [International Corporate Governance Network](#) (ICGN) Governance Principles, and the [United Nations Guiding Principles on Business and Human Rights](#) (UNGPR). In addition to this Proxy Voting Policy, we have a periodically reviewed Exclusion and Stewardship Policies in place. We are furthermore committed to the Paris agreement and support the Sustainable Development Goals (SDGs) and the Finance for Biodiversity Pledge.

1.4 Oversight of voting activities Oversight of voting activities

The Sustainable Investment Council has ultimate responsibility for the drafting and implementation of the sustainable investment policies, and is Van Lanschot Kempen Investment Management's most senior advisory body on these matters, together with the Sustainability Board. A member of the Management Board chairs the Sustainability Board, with another Management Board member sitting on the Sustainability Board as a voting member. More information on our sustainability governance structure can be found in [How we organise sustainability within Van Lanschot Kempen](#).

The Sustainable Investment Council (SIC) and the ESG Advisory team ensure that sustainable investment-related policies are implemented in a consistent manner across all business units, investment strategies and client mandates. Sustainability Advisors work closely with Portfolio Managers on the development and implementation of the voting policy. Should views differ on a particular significant vote internally, the case is brought to the Sustainable Investment Council, which has the ultimate vote.

1.5 Our expectations & Company dialogues

We entrust the responsibility for the management of the companies we invest in to the companies' boards and senior executives and expect these to be fully accountable for their behaviour and take decisions to benefit all stakeholders. As continued best practice of our actively managed funds, we aim to start a dialogue with companies at whose meeting we decide to vote against management. Such dialogues start with notifications about our voting intentions via email or phone and a request for clarification on the respective agenda items. If the clarification does not lead to a change of decision, we vote

against management, which could become the first step in a longer-term engagement. We engage with companies to influence their governance and to trigger change from within to the benefit of shareholders and stakeholders alike. In order to increase the likelihood of success for our engagement, we also escalate the dialogue to the senior management or company board. Our [Stewardship & Engagement Policy](#) provides more detail on this.

In line with the Dutch Stewardship Code, we consult with management before exercising our right to submit a request for convening an extraordinary general meeting or tabling a shareholder resolution. Furthermore, if we propose a resolution that is put on the agenda of a general meeting of a Dutch listed investee company, we will be present or represented at that meeting in order to explain this resolution and, if necessary, answer questions about it.

1.6 Service providers & transparency of voting activities

We use the electronic voting platform of Institutional Shareholder Services, Inc. (ISS), who provides custom research and voting recommendations according to our voting policy. We thoroughly review company meetings individually and assess each agenda item. All our voting records are available on the [Voting Dashboard](#), which is up to date and provides a detailed overview of how we voted on each agenda item at each meeting.

1.7 Share blocking

Our voting guidelines are applied with a level of flexibility regarding market and firm specific situations, as there is no one size-fits-all solution. Trading in shares is hindered due to share blocking in certain markets (for instance in Norway) and may potentially impact our investment process. We work together with our custodian banks and the provider of the proxy voting platform to ensure we vote at as many meetings as possible. Unless there is a clear plan to trade in shares due to compliance or performance reasons, we accept that shares will be blocked. We may opt to refrain from voting if we deem that the benefits do not outweigh the constraints, e.g. when share blocking interferes with liquidity needs.

1.8 Securities lending

Securities lending programs can reduce the level of voting activity as the exercise of voting rights may be hampered when securities are on loan at the time of a shareholders meeting. We do not engage in securities lending.

1.9 Conflicts of interest

Voting can potentially lead to conflicts of interest. We have policies and procedures in place to manage potential conflicts in a way that safeguards the interests of all clients. Where potential conflicts are identified, we are committed to ensuring that they are effectively and fairly managed to prevent these conflicts from damaging the interests of our clients. For additional information please refer to our [Conflict of interest policy](#).

2. Voting Guidelines

Voting decisions are made with our client's best interest in mind. We support the resolutions that contribute to long-term value creation for all stakeholder through our investee companies worldwide. The following voting principles serve as guidelines for informed and consistent voting at the meetings of Van Lanschot Kempen's investee companies across all investment teams. We encourage corporate governance structures that facilitate accountability, stewardship & transparency. Our guiding principle is corporate governance excellence, which is sometimes contextual and cannot be always fully captured in a rule-based voting policy.

2.1 Accountability and transparency

We expect transparency and the adequate and timely disclosure of material information by our portfolio companies, to allow informed decision-making. We believe that the Board should have high standards of ethics and integrity and consider the interests of all key stakeholders in their decisions. The Board should be accountable for the implementation of ambitious policies and procedures to mitigate all material risks, including those of climate change and other relevant sustainability issues, bribery, corruption and other misconduct, while upholding confidential mechanisms where stakeholders can raise issues of concern. All relevant disclosure should be structured around the governance of the risks and opportunities associated with the issues of concern (i.e. climate), the strategy, risk management and metrics and targets. There should be timely and transparent disclosure on all these items according to legal requirements, complemented by using internationally accepted standards and frameworks.

When voting on climate transition plans, we expect investee companies to disclose their plan, provide a routine vote on the implementation of the plan and identify the directors responsible for the transition plan.

We promote effectiveness of shareholder participation and we encourage our investee companies to have an open dialogue with their investors. We encourage an integrated approach to reporting that allows investors to put historical performance into context, understand future risks and opportunities and the company's strategic objectives. For investors to obtain a picture of the whole company, information around risks and opportunities associated with environmental social and governance matters should be appropriately integrated and the oversight role of the Board should be explained. We expect investee companies' management to be responsive to shareholders' requests for information and clarification and have public disclosure on these issues in place, including targets and KPIs.

While the Board must ensure the integrity of the company's accounting and overall reporting system, auditors have an important public role to fulfil, namely to ensure that companies communicate with their stakeholders in a transparent manner about their activities. We believe that auditors must be independent and that payments should not compromise auditor's objectivity.

We consider voting **AGAINST** the **approval of financial statements, director reports** and audit reports if:

- Statements have not been approved by the auditor
- There are concerns about data presented or audit procedures applied

We consider voting **AGAINST** the **ratification of the auditor** if:

- Companies do not re-tender their audit contract in line with market best practice or after 10 year
- The auditors are being changed without explanation
- The auditors have previously served the company in an executive capacity or are otherwise affiliated with the company
- The lead audit partner(s) has been linked with a significant auditing controversy
- There is reason to believe that the auditor has rendered an opinion which is neither accurate nor indicative of the company's financial position.

2.2 Board structure, diversity, tenure and independence

We believe that board decision-making should be guided by a culture that promotes long-term value creation. Every company should be overseen by an effective board which is collectively responsible for the long-term success of the company. As a guiding principle, we support independence of directors to ensure objectivity and countervailing powers.

The Board should be comprised of at least 50% directors which are considered independent¹ according to the ICGN definition of director independence (ICGN Principle 2.6). The 50% threshold holds for both 1-tier and 2-tier Board structures. A director serving on a Board for more than 12 years is not considered independent. Ideally, directors' Board memberships should not exceed 12 years without a clear and compelling justification. We are more likely to make an exception for a director with excessive tenure or multiple Board memberships when they are contributing to the overall diversity of the Board.

Generally, we do not support excessive agglomeration of power with the CEO and are not in favour of a combined CEO/Chairman position, unless we are provided with an adequate explanation thereof or the lead director is in position to counterbalance to the CEO/Chairman position. The division of responsibilities between the Chairman and Chief Executive should be clearly established, set out in writing and agreed by the Board. A strong CEO should be counterbalanced by a strong independent Chair^{2,2} or majority independent Board³. We generally do not favour a retiring CEO to stay on the Board as a director, especially not if the retiring CEO should take a role in a committee or even be considered as a Chair⁴, certainly not without a cool-off period of at least one year.

Van Lanschot Kempen Investment Management encourages diversity in the Board room in terms of directors' gender, race, competencies, expertise, experience, background, age and ethnicity. The Board should draw up a diversity policy for its composition, targets related to diversity and other diversity aspects relevant to the company in question^{5,6}. Companies should report on current diversity in the Board, at senior management levels, and throughout the workforce. The report should also cover measurable targets and progress made in achieving those targets (including reference to how diversity is achieved through appropriate succession planning in the Executive Board levels)⁷. Gender and ethnic⁸ diversity is taken into account in non-quota markets. We encourage companies to embrace diversity, equity and inclusion and go beyond the minimum requirements set by regulations. Directors standing for (re)election who are 75 years or older will be assessed on a case-by-case basis.

We vote for the discharge of the Board unless there are clear concerns about the performance of the Board and the management in the period under review. We also take into consideration concerns about Board members acting in favour of personal or management's interests.

We expect active involvement and attendance of directors at Board meetings and we do not support overboarding of directors. We encourage the boards of our investee companies to have both a succession⁹ and retirement plan¹⁰.

Furthermore, we support the introduction (and strategic alignment of) committee structures ('audit', 'nomination', 'remuneration') as we believe that they increase Board efficacy and accountability^{11,12}. The Chair of a committee must be considered independent and we are increasingly holding committee Chairs responsible for shortcomings in their respective issue areas (lack of Board independence, negligence of climate risks, or recurring concerns over executive pay). Overall, we recommend that 100% of committee members are independent¹³. There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his or her own remuneration¹⁴.

2.3 Staying up to date & demonstrating excellence

We expect the Board to regularly carry out evaluations to appraise their performance and assess whether they possess the right mix of background and competences, as well as transparency regarding the evaluation outcomes. It is imperative that Board members keep their knowledge and skills up to date and to spend sufficient time on their duties and responsibilities.

¹ ICGN Global Governance Principles, provision 2.5, Provision 2.1.8 of the Dutch Corporate Governance Code ² ICGN Global Governance Principles, provision 2.1

² Provision 2.1.9 of the Dutch Corporate Governance Code

³ We recognize that this may not be achievable or standards market practice in some regions (e.g. emerging markets, South Korea or Japan) yet. In that case, we look for a minimum of a one-third independent directors.

⁴ ICGN Global Governance Principles, provision 2.3

⁵ Provision 2.1.5 of the Dutch Corporate Governance Code

⁶ ICGN Global Governance Principles, provision 3.1

⁷ ICGN Global Governance Principles, provision 3.1

⁸ Our votes are only influenced by these factors in jurisdictions where corresponding disclosure exists

⁹ ICGN Global Governance Principles, provision 1.1.f

¹⁰ Provision 2.2.4 of the Dutch Corporate Governance Code

¹¹ Provision 2.3.2 and 2.3.3 of the Dutch Corporate Governance Code

¹² ICGN Global Governance Principles, provision 1.6

¹³ Provision 2.3.4 of the Dutch Corporate Governance Code

¹⁴ Section D:Remuneration of the UK Governance Code

We expect the Board to be responsive towards its stakeholders, environmental issues, labour interests, human rights, or supplier code of conduct and ensure that the management applies at a minimum a 'do no harm' principle in company policies. Accountability mechanisms may require individual directors to stand for election on an annual basis, which we recognize as best practice. Furthermore, we advocate boards to focus on international best-practices if their domestic governing legal and governance systems are lagging.

We generally vote **FOR nominated individual directors**, unless:

- There are general concerns about the composition of the Board
- In the case of widely held companies, the nominated director is non-independent and joining a Board which, after election, is less than 50% independent¹⁵
- The nominated director is non-independent and is joining the Audit Committee, Nomination Committee or the Remuneration Committee¹⁷
- The Chairperson is on the Board longer than 9 years (only in the UK)¹⁸
- There are concerns about the expertise of the director
- There are concerns about the individuals' history including criminal wrongdoing, related party transactions, breach of fiduciary duty, also including social and environmental concerns, or disregard of governance-related market-best practices
- There have been questionable transactions with conflict of interest
- Level of attendance of individual director at re-election is below 75%, unless a valid explanation is provided
- The individual director is overboarded (when already holding 4 non-executive directorships, less, if executive responsibilities are held, or if the individual in question is the Chair of the audit Committee, the Chair of the Board or the CEO)¹⁶

We are more like to make an exception if the Board member is enhancing the overall diversity of the Board.

If the company is at risk of material sustainability failures and there is no adequate ESG risk mitigation policy in place or the policy is not implemented effectively and there is lack of credible disclosure on the risks, impacts and their mitigation.

We will consider voting against the election of the Chair of the nomination/ governance committee if there are no women on the Board and at the same time, the committee has not recommended female candidates over a prolonged period of time (depending on the market) or if there are other concerns related to the diversity of the Board. If there is no Nomination / Governance.

2.4 Remuneration

The design and implementation of remuneration policies should adequately attract, retain and motivate management, align the interests of the managers with the interests of stakeholder, while ensuring shareholder return. The Supervisory Board (Non-Executive Board) is responsible for the drafting of the remuneration policy for the Management Board (Executive Board) which is adopted by the general meeting of shareholders. Schemes in form of shares or rights to shares should be submitted to the Annual General Meeting (AGM) separately. We generally strive for an annual advisory vote on remuneration reports¹⁷ and an annual binding vote on executive remuneration policies.

The Remuneration Committee should be composed of independent (non-executive) directors only and is responsible for ensuring that remuneration is reasonable in both structure and quantum. The structures of compensation packages should be simple to understand and should be transparent to shareholders. We encourage boards to provide clear justifications of their executive's levels of pay¹⁸ and to support initiatives to disclose internal pay ratios¹⁹. The Remuneration Committee should have some discretionary power to adjust the level and/or outcome of the variable remuneration components to be granted in order to achieve a reasonable remuneration. This authority looks primarily at the ability of the Supervisory Board to make downward adjustments to the size of the variable and unvested remuneration elements²⁰.

¹⁵ We may deviate if local best practices call for lower independence thresholds and take into account size and ownership factors ¹⁷ We may deviate if local best practices call for lower independence thresholds and take into account size and ownership factors ¹⁸ UK Governance Code, provision 3.18

¹⁶ ICGN Global Governance Principles, provision 1.4

¹⁷ ICGN Governance Principles provision 6.7

¹⁸ Provision 3.2.2 of the Dutch Corporate Governance Code

¹⁹ Provision 3.1.2ii of the Dutch Corporate Governance Code

²⁰ Eumedion principles for a sound remuneration policy for members of the Management Board of Dutch listed companies, Principle 9

Unforeseen circumstances, like the Covid-19, which had a significant impact on many companies' workforce, business operations, and supply chains may call for voluntarily reducing total realized executive compensation, especially in cases where governmental support was provided to the company. Such a downward adjustment can be implemented through the adjustments of the variable / shares based part of the remuneration and should be put to vote at the next AGM²¹. Schemes should include provisions that would enable the company to recover sums paid (clawback) or withhold the payment of any sum (malus), and specify the circumstances in which it would be appropriate to do so.

We believe in the need for a strong intrinsic motivation of executives that is not directly dependent on the quantum or structure of compensation. We support performance related compensation that focuses on long-term value creation for all stakeholders to prevent earnings management and value fluctuations; and seek the adequate translation of the company's long-term strategy into sensible KPIs (financial and sustainability related ones)²². We recommend the inclusion of material ESG / sustainability metrics as a performance targets for LTIPs. Such an inclusion is relevant if it determines at least 10% of the incentive and the metric has been tracked for some time prior to its inclusion in the Long-Term Incentive Plans (LTIP). The target should be ambitious and directly linked to the performance of the awardee²³. We recommend the inclusion of material sustainability metrics as a performance targets for LTIPs. Such an inclusion is relevant if it determines at least 10% of the incentive and the metric has been tracked for some time prior to its inclusion in the LTIP. The target should be ambitious and directly linked to the performance of the awardee.

The ratio between variable and fixed remuneration components should be sensible²⁴. Performance-related elements should be transparent, ambitious, set up front²⁵, and rigorously applied²⁹. All goals should be clear, clearly quantifiable and measurable, stretching, time-bound and, have a direct relation with the company's strategy and the operational performance. Any short- or long-term compensation component must include an absolute award limit. Ideally, performance measures should not only be stock-market related, such as Total Shareholder Return²⁶. In our view, a company should have a target for its invested capital base over time. Simultaneously, incrementally added capital should not generate a lower return compared to what the company is generating today. Therefore, the target return on invested capital should at least be stable over the same 3- 5 year time frame on an ideally higher capital base.

We strongly encourage disclosure around the composition of the peer group. Long-term incentives, which are tied to peer group performance, should not be vested below median performance. If shares or share options are awarded, the vesting period of shares should be at least 5 years (UK, Netherlands), while the options should only be exercised after a period of 3 years (UK, Netherlands)²⁷.

Directors are encouraged to buy a meaningful number of shares and hold them after their departure from the company to incentivize long-term strategic decision making (assessed for the UK only). We believe that executive shareholding requirements for a duration of 5 years or more are effective in aligning management interest with the company's long term success. Also, LTIPs should vest pro rata for departing directors, based on the time elapsed since the inception of the LTIP and the tenure of the director.

In case a remuneration advisor has been consulted, the name of the external remuneration advisor should be disclosed in the company's annual report and remuneration report respectively.

Furthermore, we encourage our investee companies to explain the mechanisms that deal with remuneration packages in case of large organizational changes, such as mergers and acquisitions, as we want to understand the motivations of parties involved. The assessment of any public or private bid, a legal merger or demerger or a major acquisition or divestment is part of the regular activities of a Management Board member. These events are therefore not eligible for the grant of an additional variable compensation²⁸. In the event of a takeover bid, merger or demerger any conditionally granted shares and / or rights

²¹ [old link]

²² Provision 3.1.2i of the Dutch Corporate Governance Code

²³ Provision 3.1.2i of the Dutch Corporate Governance Code

²⁴ Provision 3.1.2v of the Dutch Corporate Governance Code

²⁵ Eumedion principles for a sound remuneration policy for members of the Management Board of Dutch listed companies, Principle 6 ²⁹ Provision D of the UK Corporate Governance Code

²⁶ Red Line provision G22 (linked to UK Corporate Governance Code section D)

²⁷ Provision 3.1.2vii of the Dutch Corporate Governance Code. We recognize that in the US a staged vesting (a third every 12 months) is the common market practice

²⁸ Eumedion principles for a sound remuneration policy for members of the Management Board of Dutch listed companies, Principle 6

to shares should be settled in proportion to the elapsed performance period ('pro rata')²⁹. If change of control provisions are not in line with market best practices we may vote against golden handshakes/ parachutes in an acquisition, merger, consolidation or proposed sale.

We generally vote FOR the election of the **Chairman of the Remuneration Committee**, unless:

- The proposed Chairman of the Remuneration Committee is not considered independent³⁴
- After election, the Remuneration Committee will not consist of a majority of independent directors³⁰
- After election, the Remuneration Committee consists of less than three, or in the case of smaller companies less than two, independent non-executive directors³¹
- The company Chairman is proposed to be appointed as the Chairman of the Remuneration Committee³²

We generally vote FOR **remuneration policy proposals** and/or **remuneration reports**, unless the proposal is not in line with market best practices or reflects (a combination of) below listed criteria:

- There is a lack of clarity,
- There is a lack of transparency,
- The pay ratio between the highest paid individual and the median pay of employees (where appropriate, differentiated among geographical regions) is unreasonable (assessed where sufficient disclosure exists, such as the US)³³ and where concerns about granting of living wage to all employees are present (UK, NL);
- The remuneration policy fails to align pay with performance and is not formulated with corporate strategy implementation and sustainable long-term value creation in mind³⁴
- The policy contains stimuli that may be detrimental to the long-term interests of the company
- The remuneration policy is not reviewed periodically in line with market best practice
- The level and composition of executive remuneration is not consistent with the company's general remuneration policy/structure
- There is over-reliance on matching schemes, bonus banking schemes or other similar measures
- The variable remuneration component is not adequately linked to a set of measurable performance criteria, which is set in advance, is quantifiable, and predominantly long-term focused³⁵
- The remuneration report does not describe the performance targets and how these have been met expost in markets where it is established best practice
- The variable remuneration component does not take into account the economic circumstances in which the company operates and the development of market prices of shares³⁶
- If long-term incentives are tied to a peer group, the remuneration policy does not disclose the composition of the peer group and rationale for the selection of companies
- CEO compensation is unreasonable compared to peers and company performance
- If long-term incentives are overly focusing on metrics such as Total Shareholder Return (TSR) or Earnings Per Share (EPS) instead metrics such as long-term revenue growth, EBITDA, sustainable value creation, resource allocation, (return on) invested capital / (return on) capital employed measures, or productivity metrics relating to the company's business activity
- The term for granting unconditional long-term variable remuneration is shorter than 5 years
- If shares are awarded, the minimum holding period is less than five years, or there are concerns about the terms and conditions governing this
- The variable component exceeds 100% of base salary for financial issuers³⁷
- There are payments of transaction bonuses (at completion of a given transaction)
- Change of control provisions are not in line with market best practices

²⁹ Eumedion principles for a sound remuneration policy for members of the Management Board of Dutch listed companies, Principle 9³⁴
Provision D.2.1. of the UK Corporate Governance Code

³⁰ Red Line provision G16 (linked to UK Corporate Governance Code section D.2.1)

³¹ Provision D.2.1. of the UK Corporate Governance Code

³² Red Line provision G16 (linked to UK Corporate Governance Code section D.2.1)

³³ The transparency of the calculation methodology and the changes in value over time will be taken into account.

³⁴ Provision 3.1.2i of the Dutch Corporate Governance Code, OECD Principle VI.D.4

³⁵ Provision 3.1.2v of the Dutch Corporate Governance Code

³⁶ Provision 3.1.2iv of the Dutch Corporate Governance Code

³⁷ CRD IV Directive

- There are no provisions that enable the company to withhold the payment of any sum ('malus'), or recover any sum paid ('clawback')³⁸
- There are no provisions for withholding benefits on cessation of employment³⁹
- Severance payments are not in line with market best practices, or exceed one year salary
- Pension arrangements show significant disparity with pension provisions for the general workforce (UK)

We generally vote FOR **remuneration policy proposals** for the Supervisory Board members and non-executive directors in one-tier boards, unless:

- There is concern related to the time and responsibility provisions linked to remuneration^{40,46}
- The amounts are excessive by country or industry standards
- Members of the Supervisory Board are awarded shares options or any other form of variable / performance based pay as part of their remuneration⁴¹, unless it is a widespread practice in the local market
- Proposals introduce additional benefits, such as retirement benefits for non-executive directors

A significant voting opposition (i.e > 20%) to remunerations proposals should not be ignored and the management should publish a written explanation of what the Board is doing to address concerns.

2.5 Capital structure

We expect our investee companies to adequately measure and monitor financial risks. Furthermore, we expect an appropriate capital structure to be in place. We encourage companies to formally review their capital allocation decisions in their annual reports. For financing activities that potentially have a large impact on the value of the company, the ultimate say should be with shareholders. In case of a proposed issuance of shares we investigate the merit of the proposal (e.g. company rationale, possible financial distress, alternatives to a share issuance, need for finance, alternative means of finance, foreseeable market reactions, level of shareholder support).

We vote FOR **issuance authorities** with pre-emptive rights up to 20 percent of currently issued capital, and for the issuance authorities without pre-emptive rights to a maximum of 10 percent (or a lower limit if local market best practice recommendations provide) of currently issued capital. The authorization should not exceed 18 months. We vote FOR nonspecific proposals to increase **authorized capital** up to 20% over the current authorization. We expect the proposal to contain a justification for divergence if the above conditions are not met.

We vote FOR **repurchase and re-issuance plans** proposals, unless the terms are unfavourable to shareholders, or there are other concerns around these measures.

2.6 Organizational restructuring, mergers and acquisitions

We vote on a case-by-case basis, taking into account the long-term impact of reorganizations and restructuring. For mergers and acquisitions we review the strategic rationale, potential impact of a transaction on shareholder value and long-term value creation, the offer premium, and potential market reactions. We expect the Board to carefully weigh stakeholder interests concerned, while avoiding conflict of interest for Board members⁴². In case of a proposed Merger & Acquisition (M&A) or restructuring proposal we investigate the merit of the proposal (e.g. company rationale, good governance, possible financial distress, alternatives to the proposal, need for finance, alternative means of finance, foreseeable market reactions, level of shareholder support, and impact on shareholder rights, i.e. voting rights, earnings distribution, etc).

2.7 Shareholder rights

We believe that shareholders should have the right to vote on major decisions, including appointment and removal of directors, amendments to governing documents, such as articles of association and by-laws, buybacks, issuance of shares,

³⁸ ICGN Governance Principles provision 6.3, Provision D1.1 & D.1.2 of the UK Corporate Governance Code, we only vote in markets where disclosure is common practice.

³⁹ UK Corporate Governance Code section D.1.4, Red Line provision G17

⁴⁰ Provision 3.3.1 of the Dutch Corporate Governance Code ⁴⁶

Provision D1.3. of the UK Corporate Governance Code

⁴¹ Provision 3.3.2 of the Dutch Corporate Governance Code, Eumedion principles for a sound remuneration policy for members of the Management Board of Dutch listed companies, Principle 12

⁴² Provision 2.8 of the Dutch Corporate Governance Code

shareholder rights plans (poison pills), proposals that change the voting rights, or material transactions⁴³. We welcome the new management-sponsored 'Say on Climate' agenda items. We review proposals around such major decisions on a case-by-case basis. We generally support amendments that provide an increase in shareholder rights, as well as those improving sustainability standards. We only support antitakeover proposals if they are structured in a way that they give shareholders the ultimate say on any offer. We do not support management proposals for which information has not been disclosed.

We expect the Board to disclose processes for approving, reviewing and monitoring related party transactions⁴⁴ and to ensure the protection of minority shareholder interests⁴⁵. We believe that investee companies should allow for proxy access and support the right of shareholders to make their own director nominations⁴⁶. Furthermore, shareholders should have the right to call a shareholder meeting and place items on the agenda of general meetings, subject to reasonable thresholds⁴⁷, and should generally be enabled to work in collaboration⁴⁸. Ordinary or common shares should feature one vote for each share and dual class shares are discouraged⁴⁹. We vote AGAINST increase of thresholds for shareholders to submit shareholder resolutions. The Board must give notice of a general meeting in a timely manner (subject to listing rules and market best practices) and publish vote levels for each resolution promptly after the meeting, while also confirming to shareholders whether votes have been validly recorded^{50,51}. We will vote AGAINST proposals that reduce the 21-day notice period in line with the EU Shareholder Rights Directive, but will assess this on a case-by-case basis for UK based issuers⁵⁷. We caution against making shareholder meetings hybrid or virtual-only where questions cannot be asked in real time and the possibility of a dialogue between the management and shareholders is significantly hindered.

2.8 Votes on shareholder resolutions

As a long-term active and engaged shareholder, we consider a shareholder resolution as a contribution to the long-term value creation of our investee companies. We expect our investee companies to be able to identify, monitor and manage environmental (including climate and biodiversity) and social risks and opportunities, including the safeguarding of labour and human rights, including diversity & inclusion (D&I). We promote active stakeholder engagement, as well as the inclusion of stakeholders in the assessments of risks, with the aim to create long-term value. We believe that companies should strive to at least 'do no harm' and be transparent about environmental (including climate and biodiversity) and social risks and opportunities, as well as related policies and their implementation / mitigation / remediation measures. We call for companies to report on their relevant sustainability metrics using internationally recognized frameworks and standards such as the TCFD Recommendations, the GRI Standards or SASB in jurisdictions where regulation does not apply, yet. Companies should set measurable and ambitious sustainability targets and measure progress on these.

While we vote on shareholder proposals on a case-by-case basis, we use external data, combined with own analysis to review the impact of shareholder proposals.

2.9 Workplace diversity, equity and inclusion and other social matters

We vote FOR proposals that ask companies to report on the quality of their workplace practices and on their efforts to improve the quality of their workplaces. We are in favour of ensuring that boards act on the social responsibility of companies and have a meaningful human and labour rights (incl. D&I) risk oversight mechanism in place. Companies are expected to pay

⁴³ ICGN Governance Principles provision 8.2, OECD Principle II.B.1, 2, 3, OECD Principle II.A.5

⁴⁴ ICGN Governance Principles provision 8.4, OECD Principle II.A.3, 4, V.A.5

⁴⁵ OECD Principle III.A.2

⁴⁶ ICGN Governance Principles provision 3.4

⁴⁷ ICGN Governance Principles provision 8.9, OECD Principle II.C.2

⁴⁸ ICGN Governance Principles provision 8.7, OECD Principle II.G

⁴⁹ ICGN Governance Principles provision 8.1

⁵⁰ ICGN Governance Principles provision 8.13, 8.16, 8.17

⁵¹ EU Shareholder Rights Directive Art. 5, 'Member States may provide that, where the company offers the facility for shareholders to vote by electronic means accessible to all shareholders, the general meeting of shareholders may decide that it shall issue the convocation of a general meeting which is not an annual general meeting in one of the manners specified in paragraph 2 of this Article not later than on the 14th day before the day of the meeting. This decision is to be taken by a majority of not less than two thirds of the votes attaching to the shares or the subscribed capital represented and for a duration not later than the next annual general meeting'. In the UK and Ireland we vote on this item on a case by case basis.

living wages, and have zero tolerance for forced labour and modern slavery in their operations and supply chains. Companies need to have a whistle-blower protection policy in place.

We vote FOR shareholder proposals that:

- Require companies to prohibit discrimination in employment, including proposals to expand or clarify anti-discrimination policies.
- Require companies to report on diversity in their workforce, except when those reports already exist and are readily available to shareholders.
- Require companies to improve diversity and equality in the workplace, as long as those plans do not set arbitrary or unreasonable goals. We will assess these proposals on an individual basis.
- Ask for the publication and implementation of whistle-blower policies.
- Call for the disclosure of (gender) pay ratios.

We vote AGAINST proposals that would exclude any group of people from policies against employment discrimination.

2.10 Operations in zones of conflict

We vote FOR shareholder proposals that:

- Require companies operating in conflict zones to establish policies to protect the rights of local communities and to avoid exacerbating conflicts.
- Require companies to monitor compliance with those policies, and to provide shareholders with independently verified reports on their adherence to those policies, including how grievances are monitored and remediated.

2.11 Payments to governments & political contributions

We expect our investee companies to have a policy on political engagement, covering lobbying and donations to political causes and candidates where allowed under respective national law. The benefits and risks should be monitored and evaluated in a transparent manner and should be regularly reviewed by the Board⁵². Companies' lobbying activities mustn't contradict its public sustainability commitments and targets (on carbon emission reduction, supply chain responsibilities and other issues). We vote FOR proposals to disclose the amounts and recipients of any contributions companies make to political parties.

We typically support proposals that call for tax transparency and disclosure of payments to governments on a country-by-country basis.

2.12 Environment

We will vote on environmental incl. climate and biodiversity related agenda items, the latter in line with our climate change policy, which stipulates our net zero emission plans. As of 2024, we apply the ISS Climate specialty policy on our voting for shareholder proposals, as this aligns with our net zero ambitions best.

We consider voting FOR shareholder proposals that:

- Address environmental incl. climate and biodiversity related risks and their mitigation (i.e. GHG reduction targets), except when the company already has a satisfactory mechanism in place for this.
- Ask companies to come with a feasible strategy/ plan to transition to a climate neutral economy, in line with the goals of the Paris Agreement and the Kunming-Montreal Global Biodiversity Framework, preferably incl. short, medium and long term objectives and commitments.
- Require companies to create an environmental/ climate Committee of the Board where environmental including climate and biodiversity risks are significant or to assign environmental responsibilities to an existing Board committee in sectors where such risks are less significant.
- Require companies to provide reports on their environmental incl. climate and biodiversity performance, including reports on environmental incl. climate and biodiversity effects of specific aspects of their operations or specific products using international frameworks such as the Taskforce for Climate Related Financial Disclosures (TCFD),

⁵² ICGN Governance Principles provision 4.3

the Taskforce on Nature-related Financial Disclosures (TNFD), the UN Guiding Principles on Business and Human Rights (UNGP) or relevant standards such as the GRI Sustainability Reporting Standards.

- Require companies to report on their climate and biodiversity footprint, their financial exposure for damages associated with climate change and biodiversity loss, and the evaluation of various options to reduce their liabilities related to greenhouse gas emissions and/or climate change.
- Require companies to report to shareholders on the steps taken to manage risks related to potentially hazardous processes and products, including independent verification of audits and environmental impact statements
- Call for tying remuneration / long-term incentive plans to relevant environmental or social targets.

Proposals calling on companies to implement measures to reduce their greenhouse gas emissions will be evaluated on a case by-case basis, taking into account companies' current levels of emissions and the effectiveness of any programs they have in place to reduce those emissions. The directors should confirm in the annual report that they have carried out a robust assessment of the principal risks facing the company.

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Other information

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