
GEORGESON'S 2023

INVESTOR VOTING REPORT

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EXECUTIVE SUMMARY AND ACKNOWLEDGEMENT

Following the September 2023 release of our [proxy season review report](#), our investor voting report offers an expanded analysis of investor voting decisions on select key shareholder proposals, as well as management say-on-pay proposals and director elections.

We consider the 2023 proxy season to include company meetings occurring July 1, 2022 through June 30, 2023.

In partnership with Diligent, data was collected from public filings.

Shareholder Proposals: Investor voting decision data was collected from public filings, including N-PX filings released in August 2023 for companies in the Russell 3000. For certain proposals, we've reported on individual investor vote decisions using a color-coded system. In other instances, we detail historical institutional investor vote support by the large investors by assets under management (AUM). Each shareholder proposal chart includes a unique mixture of institutional investors researched for that specific topic.

Split votes: Across the color-coded tables, we have indicated where the investor split their vote. A split can occur when an investor has multiple funds, and at a minimum one individual fund voted differently on a particular proposal.

Anti-ESG proposals: Anti-ESG proposals were filed on a myriad of specific topics in 2023 and have been grouped together within one category, as they differ significantly from the other ESG proposals. Given the substantive difference in the requests of anti-ESG proposals, we have grouped them together in their own separate category for the purposes of this section of our report.

Say-on-Pay: Investor voting decision data was collected from public filings, including N-PX released in August 2023, for companies in the S&P500 and Russell 3000 for the "Big 3" (BlackRock, Inc., Vanguard Group, State Street Global Advisors). The "FOR" (%) is based on the percentage of times an investor voted "FOR" the say-on-pay proposal.

Director Elections: Investor voting decision data was collected from public filings, including N-PX released in August 2023, for companies in the S&P500 and Russell 3000 for the "Big 3" (BlackRock, Inc., Vanguard Group, State Street Global Advisors). The "FOR" (%) is based on the percentage of times an investor voted "FOR" a director.

ABOUT GEORGESON

Established in 1935, Georgeson is the world's leading provider of strategic shareholder services to corporations and shareholder groups working to influence corporate strategy. We offer unsurpassed advice and representation for annual meetings, mergers and acquisitions, proxy contests and other extraordinary transactions. Our core proxy expertise is enhanced with and complemented by our strategic advisory services, including solicitation and engagement strategy, shareholder identification, corporate governance advice, vote projections and insight into investor ownership and voting profiles. Our local presence and global footprint allow us to provide a holistic perspective on shareholder matters, as well as to analyze and mitigate operational risk associated with various corporate actions worldwide. For more information, visit www.georgeson.com.

INTRODUCTION

An examination of 2023 proxy season investor voting outcomes yields a number of notable observations.

This year we observed

a total of **947**

shareholder proposal submissions, exceeding the recording breaking number of submissions in 2022 season (941).



Support for shareholder proposals was down year-over-year

- **Environmental** – 38% support in 2022, 23% support in 2023 (including anti-ESG proposals)
- **Social** – 26% support in 2022, 19% in 2023 (including anti-ESG proposals)
- BlackRock, Vanguard, State Street and Fidelity supported a significantly lower percentage of environmental proposals overall this year, compared to 2022

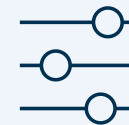
Say-on-pay proposals at Russell 3000 companies received an average support of approximately 90%, consistent with 2022. **BlackRock, Vanguard and State Street (“The Big 3”) supported more say-on-pay proposals in 2023:** these 3 investors supported 92.9% and 94.7% of such proposals in 2023 at Russell 3000 and S&P 500 companies, respectively.

Director election support continued to be strong, averaging 94.4% for the proxy year 2023. However, on average, **support for director elections and re-elections from the Big 3 declined to 91.7% for Russell 3000 directors in 2023 compared to 92.9% in 2022.**

The number of anti-ESG proposals submitted increased significantly from 57 in 2022, to 94 in 2023, representing almost 10% of proposals submitted this season. Of the 68 related proposals that went to a vote, none received majority support and most investors voted against. **Notably Northern Trust voted in favor of 16 of the 68 anti-ESG proposals, the most supportive investor amongst those examined in this report.**

DIRECTOR ELECTIONS

The average support for directors at **Russell 3000 and S&P 500** companies in 2023 largely remained unchanged compared to 2022. However, there were some small changes when it came to support from the big three investors:



BlackRock, Vanguard Group and State Street

On average, their support declined slightly to 94.1% for the (re)election of the Russell 3000 directors in 2023 compared to 94.4% in 2022. However, at the S&P 500 companies, their average support increased to 96.5% in 2023 from 95.9% in 2022. This was largely due to the change in support levels by State Street, likely as a result of State Street's policy requiring 30% board gender diversity which went into effect in 2023. Boards of S&P 500 companies have higher representation of women compared to boards of Russell 3000 companies, reflected in 1.0 percentage point higher support at S&P500 companies in 2023 as compared to 2022. Conversely, Russell 3000 companies, with less representation of women on boards, received a 0.8 percentage point decrease in favorable votes from State Street in 2023 compared to 2022. Boards of S&P 500 companies that have higher representation of women compared to those of Russell 3000 companies would have fared relatively better with smaller percentage of their directors receiving against votes.

The support for S&P 500 boards increased from last year likely due to the companies' improved response in 2023 to State Street's policies that became effective in 2022 including, among others, the policy requiring disclosure in accordance with Task Force on Climate-related Financial Disclosures (TCFD) framework (and perhaps due to State Street becoming less demanding in its disclosure requirements as reflected in its 2023 policy update on the issue).¹ Both BlackRock and Vanguard showed the same trend as State Street, although not to the same degree, supporting a slightly lower percentage of directors at Russell 3000 but a slightly higher percentage at S&P 500 companies compared to last year.

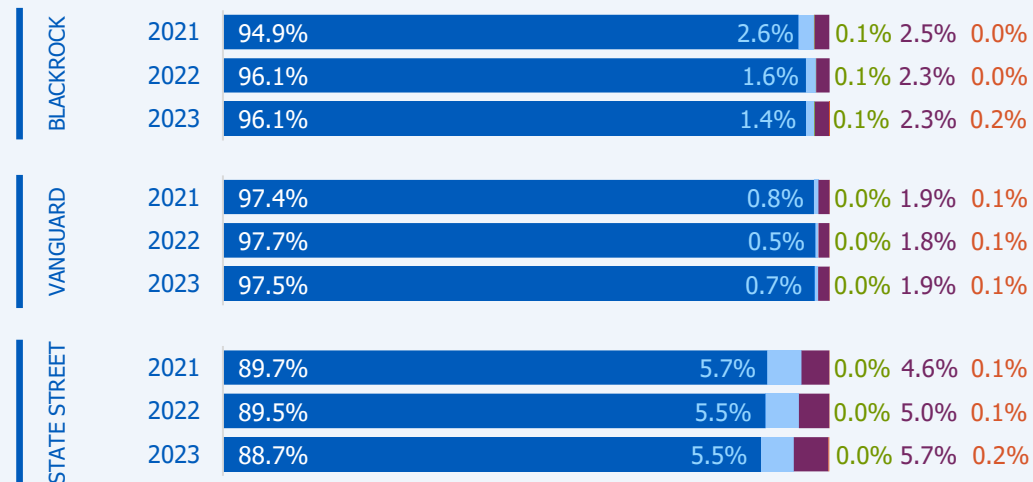
DIRECTOR ELECTIONS



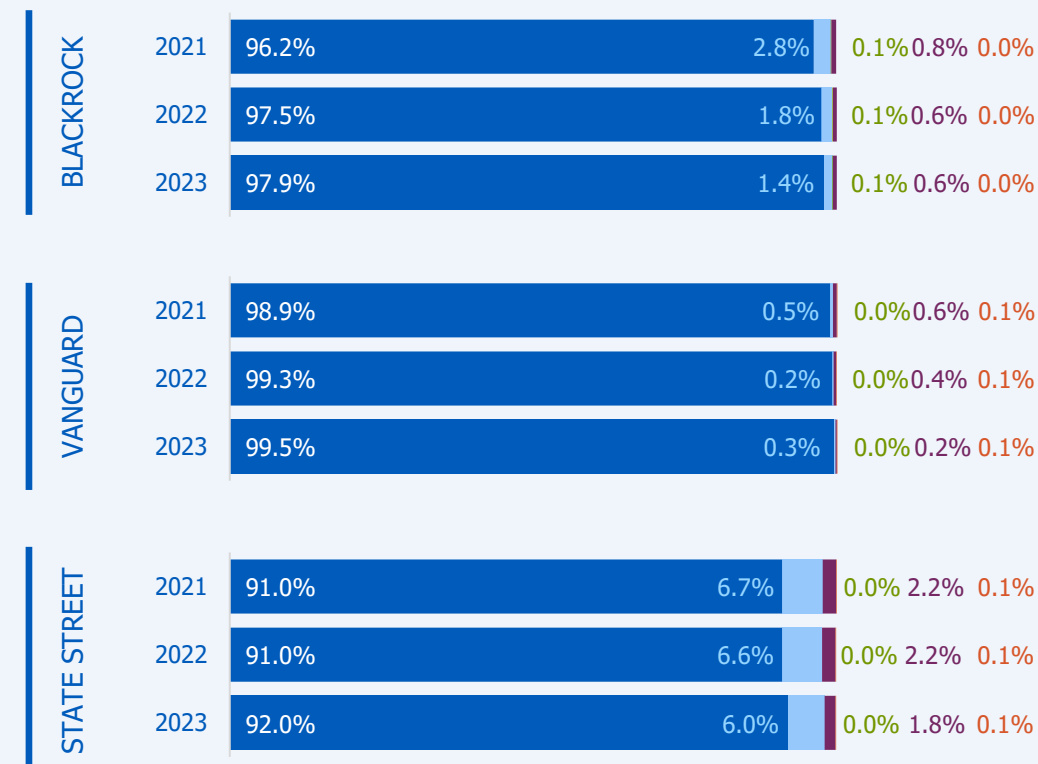
State Street continued to oppose the greatest percentage of directors, **voting against or withhold at approximately 11% and 8% of the directors at Russell 3000 and S&P 500 companies, respectively.**

State Street’s director election guidelines focus on a company’s governance profile to identify if a company demonstrates appropriate governance practices that considers, among other factors, shareholder rights, board independence and board structure. If a company demonstrates negative governance practices, State Street applies stricter classification standards to determine director independence taking into consideration related party transactions and a director’s relationship to the company. Vanguard, similar to previous years, voted against the least number of directors opposing less than 3% of the nominees at Russell 3000 companies, and 0.5% at S&P 500 companies.

Russell 3000 - BLACKROCK, VANGUARD, STATE STREET DIRECTOR ELECTION VOTING, 2021- 2023



S&P 500 - BLACKROCK, VANGUARD, STATE STREET DIRECTOR ELECTION VOTING, 2021- 2023



SAY-ON-PAY

The average support for the say-on-pay proposals at **Russell 3000** remained unchanged from 2022 (90%), while it increased from 87% to 89% for **S&P 500** companies in 2023, compared to 2022.



When considering the Big Three investors (BlackRock, Vanguard Group and State Street), their average support for companies in both indices increased from last year. On average, these three investors supported 93.8% and 94.7% of such proposals in 2023 at Russell 3000 and S&P 500 companies, respectively (approximately 0.9 and 1.1 percentage points higher, respectively, compared to 2022).

This increase in Big Three's support can be attributed to increased support from both Vanguard and State Street for the say-on-pay proposals. At Russell 3000 companies, these two firms voted in support of 95.0% and 90.9% of the proposals, respectively in 2023, compared to 94.0% and 90.2% in 2022. At S&P 500 companies, Vanguard and State Street supported 96.1% and 91.7% proposals, respectively, this year, compared to 95.0% and 90.5% in 2022. While Vanguard continues to be the most supportive of say-on-pay proposals, State Street, despite its increased support, continues to be the least supportive among the Big Three.

State Street did not vote against all the unsupported proposals, issuing an "ABSTAIN" vote at 0.3% and 0.4% of the proposals at Russell 3000 and S&P 500 companies, respectively. State Street "ABSTAIN" votes were markedly lower compared to last year when it issued such votes at 2.2% and 2.7% of the proposals at Russell 3000 and S&P 500 companies, respectively.

SAY-ON-PAY

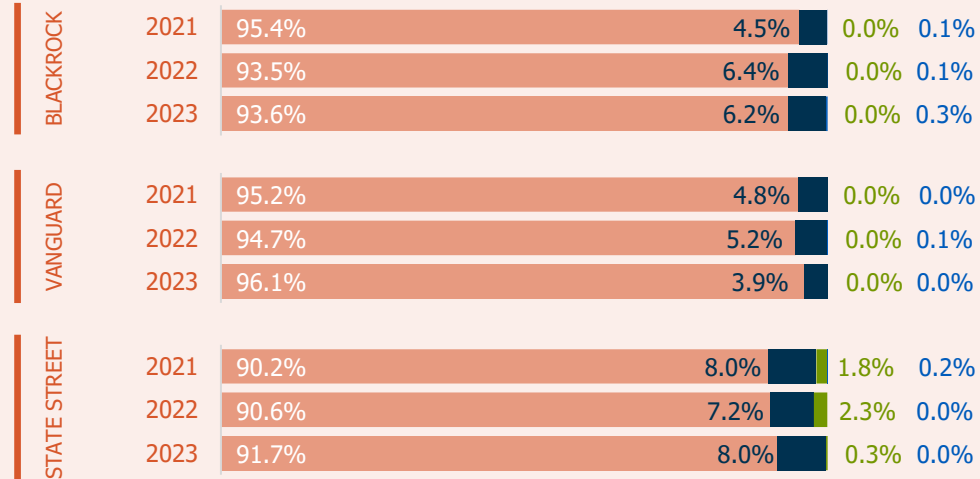


It appears that there was some **net shift** of these "ABSTAIN" votes to "FOR" votes as reflected in the higher support by State Street for the say-on-pay proposals in 2023.

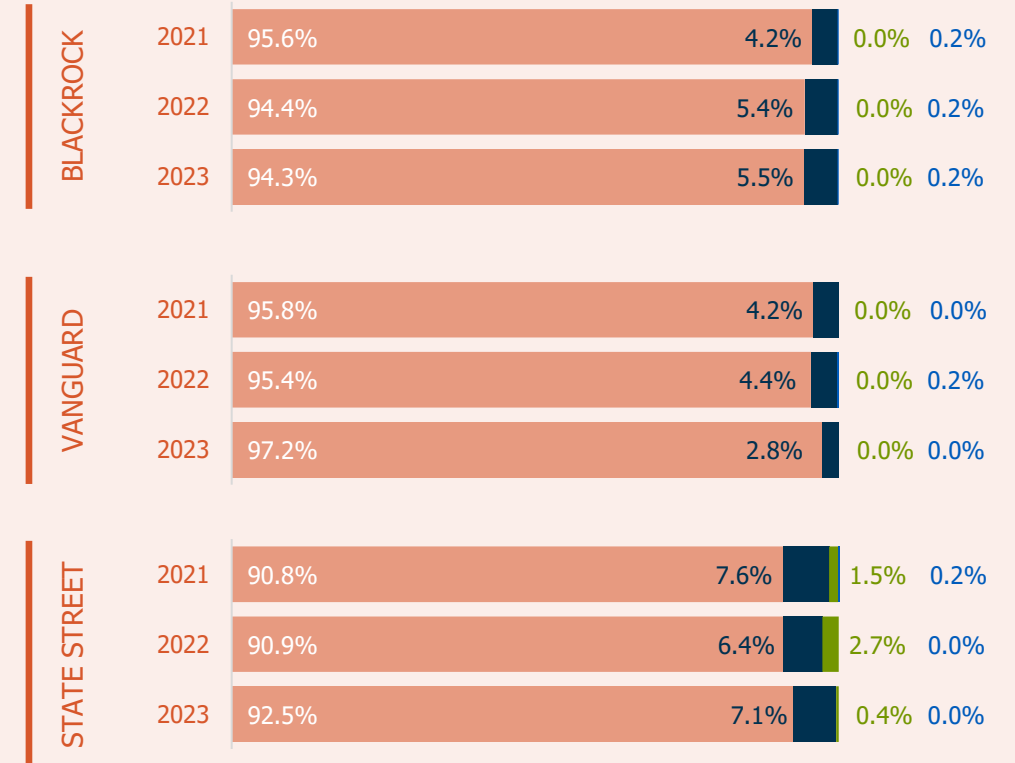


State Street "ABSTAIN" vote reflects situations where it couldn't provide unqualified support or where companies had responded to some, but not all, of State Street's concerns on pay.

Russell 3000 - BLACKROCK, VANGUARD, STATE STREET SAY-ON-PAY VOTING, 2021- 2023



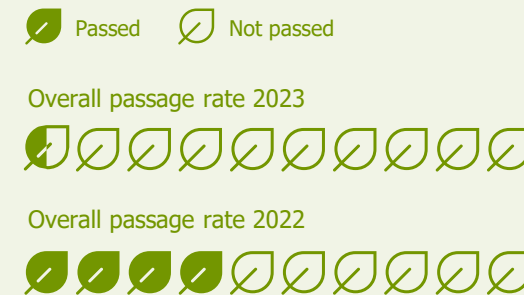
S&P 500 - BLACKROCK, VANGUARD, STATE STREET SAY-ON-PAY VOTING, 2021- 2023



SHAREHOLDER PROPOSALS ENVIRONMENTAL

In 2023, only 4 environmentally-focused shareholder proposals received majority support at companies in the Russell 3000. Of the proposals that passed, BlackRock, Vanguard and State Street voted for 3 out of 4 and Fidelity voted for 2 out of 4. Vanguard, BlackRock and Fidelity all voted against the same proposal.

The overall passage rate of 5% (4 out of 86 environmental proposals) is significantly lower than the 25% passage rate in 2022 when 15 out of 59 environmental proposals passed.¹



Of the 20 environmentally focused proposals that both Glass Lewis and ISS recommended "FOR", only three received majority support. Of the four proposals that passed in 2023, ISS recommended "FOR" all four, while Glass Lewis recommended "FOR" three of them and "AGAINST" one of them.

Of the largest institutional investors examined in this report, Northern Trust continued to be most likely to support environmental proposals. Investors showing the highest levels of support for environmental proposals included Northern Trust, Norges, and State Street, supporting 63, 41 and 32 proposals respectively. Of the largest institutional investors, Northern Trust voted for the highest percentage of environmentally focused proposals, voting for over 70% of proposals voted in the 2023 season. There were 14 proposals supported by Northern Trust where they were the only investor assessed that supported that proposal.

¹. There were an additional 4 anti-ESG environmental proposals in 2023, and additional 1 anti-ESG environmental proposal in 2022, none of which passed. We have detailed anti-ESG outcomes in a separate section of this report.

SHAREHOLDER PROPOSALS

ENVIRONMENTAL

Several investors displayed a notable shift in support for environmental proposals, with significantly lower support in 2023 as compared to 2022. One such shift occurred at Wellington, which moved from supporting or splitting their vote for 88% (51 out of 58) of proposals in 2022 to supporting just 32% (25 out of 79) and splitting their vote for an additional 5% (4 out of 79) in 2023. State Street support also dropped from around 50% of proposals voted in 2022 to just 37% (32 out of 86) supported in 2023, abstaining from 8% (7 out of 86) of proposals. BlackRock support dropped from voting for 37% (22 out of 59) of environmental proposals in 2022 to 15% (13 out of 86 proposals) in 2023.

Vanguard, Capital Group and Dimensional supported less than 10% of environmental proposals voted in the 2023 season, with the lowest support of all investors assessed for this report. Dimensional supported only 4% of the environmental proposals voted in the 2023 season, with the lowest support of any of the 14 investors analyzed. Dimensional supported only 5% (4 out of 86) of the environmental proposals voted in the 2023 season, and split the vote on an additional 12% (10 out of 86), with the lowest outright support of any of the 14 investors analyzed.

On average, the largest institutional investors voted against 2/3 of environmental proposals voted in the 2023 season.

Environmental proposals most likely (highest % voted out of proposals submitted) to go to a vote in 2023 included Emissions Financing proposals, Plastic and Sustainable Packaging, and Climate Change Lobbying proposals.

GHG REDUCTION PROPOSALS

In 2023, over 50% (44 out of 86 submissions) of the environmental proposals voted addressed greenhouse gas reductions, including Scope 3 emissions and emissions financing proposals. The number of voted proposals on this topic doubled from 2022 (moving from 22 voted in 2022 to 45 voted in 2023), but none of these proposals passed, compared to 10 passing in 2022.

Support levels for GHG reduction proposals dropped significantly, including amongst the largest institutional investors. Several of the investors that showed strong support in 2022 voted against a much higher percentage of GHG reduction proposals in 2023. This drop in support has been attributed to the higher volume of proposals voted in this category due to changes in SEC exclusion requirements, as well as more prescriptive proposals.

For example, BlackRock's post-season global voting spotlight specified that they saw an uptick in the number of proposals which were "overly prescriptive or unduly constraining on management decision making", "overlooked competing company priorities", or "did not have economic merit".

Vanguard echoed this sentiment in its 2023 post-season overview, stating that many votes against environmental proposals were due to proposals determined as "overly prescriptive" and overreaching. While in 2022, Wellington voted in favor or split its vote on every GHG reduction proposal, in 2023 Wellington voted against 24 GHG reduction proposals, split its vote on 4 and voted for only 10 of these proposals. This may have been a result of Wellington's focus on Scope 1 and 2 GHG disclosure, as well as a change in Wellington's voting guidelines specifying that support will now focus on "companies facing material climate risks" and a shift in strategy to votes against directors due to climate issues.

SHAREHOLDER PROPOSALS

ENVIRONMENTAL

Northern Trust, despite still showing a high level of support for environmental proposals overall, voted against 20 GHG reduction proposals and supported only 55% (24 out of 44), compared to 2022 support levels of 95% (21 out of 22) GHG reduction proposals.

In 2023, BlackRock voted against 40 of the 44 greenhouse gas reduction proposals, voting for only 9% (4 out of 44). This is a notable shift from 2022 when BlackRock voted in favor of half of all GHG reduction proposals that went to a vote.

State Street supported one third of GHG reduction proposals, voting for 15 of the 44 voted and abstaining from votes on 3 proposals. Fidelity voted for 6 of the 44 GHG reduction proposals, while Vanguard voted against all 44.

SHAREHOLDER PROPOSALS

ENVIRONMENTAL

CLIMATE LOBBYING PROPOSALS

Many institutional investors that tend to vote for a low percentage of environmental proposals have higher support for climate lobbying proposals than they do for environmental proposals in general. The highest support for Climate Lobbying proposals came from Northern Trust which supported 100% of proposals, AllianceBernstein supported 10 out of 11 proposals, State Street supported 7 out of 11, and Norges supported 6 out of 11. Given AllianceBernstein only voted for 20% of all environmental proposals, this topic emerges as a clear priority with over 90% of proposals supported specifically for this one topic. Geode also supported 45% of climate lobbying proposals, while only supporting 18% of environmental proposals overall. BlackRock supported 3 of 11 proposals, while Fidelity supported 2, and split the vote on 1. The lowest support for these proposals was at Capital Group (voting against 9), and Dimensional and Vanguard which each voted for 1, which was the one that passed. ISS recommended "FOR" all 11 climate lobbying proposals, while Glass Lewis only recommended "FOR" 5 out of 11.

NATURAL RESOURCE STEWARDSHIP

12 of the environmental proposals that went to a vote were related to company stewardship of natural resources including water, deforestation and plastics. 2 out of the 12 voted on passed, both of which had to do with plastics. One of the passing proposals had unanimous support amongst the largest institutions, although Neuberger Berman and Capital Group did not disclose votes, while the other had support from only half of the largest institutions, with BlackRock, Fidelity and Vanguard all voting against. State Street supported half of these proposals (6 out of 12), BlackRock supported 3 out of 12, and Fidelity supported 2 and was split on 2, voting against the other 8 of 12. Vanguard supported only 1 of these proposals. Investors most supportive of proposals related to natural resources included Northern Trust (supported 10 out of 12) Invesco (supported 8 out of 12, with votes split for 1), Wellington (supported 7 out of 12) Norges and State Street (each supported 6 out of 12).

FORWARD LOOKING



In 2023, we have noted that investors have begun to increase attention on the topics of biodiversity and natural capital. This coincides with the publication of the TNFD framework, as well as the establishment of the Nature Action 100. Of the largest institutional investors reviewed in this report, we note that BlackRock, Norges, and Wellington explicitly reference natural capital and/or biodiversity in their stewardship guidelines. T. Rowe Price focuses on circular economy, which includes topics related to natural capital such as regenerative agriculture and regenerating nature. Several other asset managers outside of the group of investors assessed in this report have also included biodiversity and natural capital in their stewardship guidelines, which will be a topic to watch for in the 2024 season.

SHAREHOLDER PROPOSALS

ENVIROMENTAL

Institutional Investor Voting Decisions, Environmental Proposals, 2023*

Company	Outcome		1 For 2 Against 3 Abstain 4 Split 5 Did not vote													
			AllianceBernstein LP	BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Invesco Advisers, Inc.	Neuberger Berman Group	Norges Bank Investment Management	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.	Capital Group
Alphabet Inc	Failed	Report on Paris-aligned public policy influence efforts	1	2	4	4	1	4	4	2	1	1	4	2	2	2
Amazon.com Inc.	Failed	Report on framework to address climate lobbying misalignment/Report on lobbying alignment with net-zero GHG goals	2	2	4	2	2	4	2	2	1	2	4	2	2	2
Amazon.com Inc.	Failed	Report on retirement plan option alignment with climate policy	2	2	2	2	2	2	2	2	2	2	4	2	4	2
Amazon.com Inc.	Failed	Adopt a policy on single use plastics	2	2	4	4	2	1	2	2	2	1	2	2	2	2
Ameren Corporation	Failed	Report on Climate Change / Report on Paris-compliant plan to cut carbon footprint	2	2	2	2	2	2	2	5	1	2	2	5	2	5
Bank of America Corporation	Failed	Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets	2	2	4	2	2	4	2	1	1	1	4	2	2	2
Bank of America Corporation	Failed	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	2	2	2	2	2	2	2	2	2	2	4	2	2	2
Bank of America Corporation	Failed	Disclose 2030 Absolute GHG Reduction Targets Associated with Lending and Underwriting	2	2	2	2	2	2	1	2	1	2	4	4	2	2
Berkshire Hathaway Inc.	Failed	Report on Physical and Transitional Climate-Related Risks and Opportunities	1	1	1	1	1	1	1	1	1	1	2	1	1	2
Berkshire Hathaway Inc.	Failed	Annual Disclosure of Audit Committee's Oversight on Climate Risks and Disclosures	1	2	1	2	1	1	2	1	1	1	2	1	1	1
Berkshire Hathaway Inc.	Failed	Report on Efforts to Measure, Disclose and Reduce GHG Emissions Associated with Underwriting, Insuring, and Investment Activities	1	1	2	1	1	1	2	1	1	1	2	1	2	2
BlackRock Inc.	Failed	Report on climate-related stewardship and financial returns / Report on Ability to Engineer Decarbonization in the Real Economy	2	2	2	2	2	2	2	2	1	2	2	2	2	2
Bloomin' Brands Inc.	Failed	Adopt Near and Long-Term Science-Based GHG Emissions Reduction Targets	2	2	4	2	1	1	5	1	1	1	2	5	2	5
Boeing Company (The)	Failed	Report on Climate Lobbying	1	2	2	2	1	1	1	5	1	3	2	1	2	2
Builders FirstSource Inc.	Failed	Adopt net-zero GHG reduction targets	5	2	2	1	2	2	2	1	2	2	2	2	2	2
California Water Service Group Holding	Failed	Climate Transition Plan and GHG Reduction Goals/Adopt Paris-compliant strategy to cut GHG emissions	2	2	2	5	2	1	5	1	2	1	2	5	2	5
Campbell Soup Company	Failed	Assess and Report on the Company's Retirement Funds' Management of Systemic Climate Risk	2	2	2	2	2	2	5	2	1	3	2	2	4	5
Caterpillar Inc.	Failed	Report on Climate Lobbying	1	2	2	2	2	4	2	1	1	2	2	2	2	2
CenterPoint Energy Inc.	Failed	Disclose Scope 3 Emissions and Setting Scope 3 Emission Targets	2	2	2	2	2	2	2	1	1	2	2	2	2	2
Chevron Corporation	Failed	Report on transferred assets and GHG emissions/Recalculate GHG Emissions Baseline to Exclude Emissions from Material Divestitures	2	2	2	2	2	2	2	1	1	2	2	2	2	2
Chevron Corporation	Failed	Adopt GHG reduction targets	2	2	2	2	2	2	2	1	2	2	2	2	2	2
Chubb Ltd	Failed	Adopt underwriting policy in line with IEA Net Zero Scenario/Measure, Disclose & Reduce GHG Emissions Associated with Underwriting	2	2	4	2	5	2	2	1	1	2	4	2	2	2

SHAREHOLDER PROPOSALS

ENVIRONMENTAL

Institutional Investor Voting Decisions, Environmental Proposals, 2023*

Company	Outcome		1 For 2 Against 3 Abstain 4 Split 5 Did not vote													
			AllianceBernstein LP	BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Invesco Advisers, Inc.	Neuberger Berman Group	Norges Bank Investment Management	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.	Capital Group
Citigroup Inc.	Failed	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	2	2	2	2	2	2	2	2	2	2	2	2	2	2
CNX Resources Corp	Failed	Report on corporate climate lobbying in line with Paris Agreement	1	2	2	2	2	1	2	5	1	2	1	5	2	5
Comcast Corporation	Failed	Report on retirement plan option alignment with climate policy	2	2	2	2	2	2	2	2	1	2	2	2	4	2
Comcast Corporation	Failed	Report on GHG targets and transition plan	2	2	2	2	2	2	2	2	1	1	2	4	2	2
CoStar Group Inc.	Failed	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	2	2	2	2	2	2	1	1	2	2	2	1	2	2
Coterra Energy Inc.	Failed	Report on Climate Lobbying	1	2	2	2	2	2	1	5	1	1	4	2	2	2
Coterra Energy Inc.	Passed	Report on Reliability of Methane Emission Disclosures	1	1	2	2	2	2	1	5	1	3	4	1	1	1
Dow Inc.	Failed	Report on plastic pollution/Report on Environmental Policies	2	2	2	2	2	1	5	2	2	2	2	1	2	2
Exxon Mobil Corporation	Failed	Report Impact of Asset Transfers on Disclosed Greenhouse Gas Emissions / Recalculate GHG Emissions Baseline to Exclude Emissions from Material Divestitures	2	2	2	2	2	2	2	1	1	3	2	2	2	2
Exxon Mobil Corporation	Failed	Issue audited report on AROs and net-zero assumptions / Report on Asset Retirement Obligations Under IEA NZE Scenario	2	2	2	2	2	2	2	2	1	2	2	1	2	2
Exxon Mobil Corporation	Failed	Report on Potential Costs of Environmental Litigation	2	2	2	2	2	2	2	2	1	2	2	2	2	2
Exxon Mobil Corporation	Failed	Adopt GHG reduction targets/Reduce Scope 3 GHG emissions	2	2	2	2	2	2	2	1	2	2	2	2	2	2
Exxon Mobil Corporation	Failed	Report on methane measurement	1	2	2	2	2	4	1	2	1	1	2	1	2	4
Exxon Mobil Corporation	Failed	Report on plastic pollution	2	2	2	4	3	4	2	1	1	2	2	2	2	2
Exxon Mobil Corporation	Failed	Community- Environmental Impact / Report on offshore oil well risks and impacts / Issue a Report on Worst-Case Impacts of Oil Spills from Operations Offshore of Guyana	2	2	2	2	2	2	1	2	1	2	2	2	2	2
General Electric Company	Failed	Issue Audited Report on Impact of IEA Net-Zero Emissions by 2050 Scenario	2	2	2	2	2	2	2	2	1	2	4	2	2	2
General Mills Inc.	Passed	Report on Absolute Plastic Packaging Use Reduction	1	2	2	2	2	1	2	1	1	1	2	1	2	1
General Motors Company	Failed	Report on Setting Sustainable Sourcing Targets	2	2	2	2	2	2	2	2	1	2	2	2	2	2
Goldman Sachs Group Inc. (The)	Failed	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	2	2	2	2	2	2	2	2	2	2	4	2	2	2
Goldman Sachs Group Inc. (The)	Failed	Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets	2	2	2	2	2	4	2	1	1	1	4	2	2	2
Goldman Sachs Group Inc. (The)	Failed	Disclose 2030 Absolute GHG Reduction Targets Associated with Lending and Underwriting	2	2	2	2	2	2	2	2	1	2	4	4	2	2

SHAREHOLDER PROPOSALS

ENVIROMENTAL

Institutional Investor Voting Decisions, Environmental Proposals, 2023*

Company	Outcome		1 For													2 Against	3 Abstain	4 Split	5 Did not vote
			AllianceBernstein LP	BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Invesco Advisers, Inc.	Neuberger Berman Group	Norges Bank Investment Management	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.	Capital Group			
Hartford Financial Services Group Inc. (The)	Failed	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	2	2	2	2	2	2	5	2	2	2	2	2	2	2	5		
JP Morgan Chase & Co	Failed	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	2	2	2	2	2	2	2	2	2	2	2	4	2	2	2		
JP Morgan Chase & Co	Failed	Disclose 2030 Absolute GHG Reduction Targets Associated with Lending and Underwriting	2	2	2	2	2	2	2	2	2	2	2	4	4	2	2		
JP Morgan Chase & Co	Failed	Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets	2	2	4	2	2	4	2	2	1	1	4	2	2	2	2		
KLA Corporation	Failed	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	2	2	2	2	2	1	2	2	1	2	2	2	2	2	2		
Kraft Heinz Co	Failed	Report on supply chain water risks	2	2	2	1	2	2	5	2	1	2	2	2	2	2	2		
Kroger Company (The)	Failed	Sustainable Packaging Policies for Plastics	2	2	2	2	2	1	2	2	1	2	2	1	2	2	2		
Lockheed Martin Corporation	Failed	Report on Efforts to Reduce Full Value Chain GHG Emissions in Alignment with Paris Agreement Goal	2	2	2	2	2	1	1	5	1	3	2	1	2	2	2		
Marathon Petroleum Corporation	Failed	Report on Asset Retirement Obligation (ARO)	2	2	2	2	2	2	5	2	1	2	2	2	2	2	5		
Martin Marietta Materials Inc.	Failed	Adopt Paris-compliant strategy to cut GHG emissions	2	2	2	2	2	1	2	1	2	3	2	1	2	2	5		
Meta Platforms, Inc.	Failed	Report on lobbying alignment with net-zero GHG goals	1	2	2	2	2	4	2	1	1	1	2	2	2	2	2		
Microsoft Corporation	Failed	Assess and Report on the Company's Retirement Funds' Management of Systemic Climate Risk	2	2	2	2	2	2	2	2	1	2	2	2	4	2	2		
Morgan Stanley	Failed	Limit high carbon financing/Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	2	2	2	2	2	2	2	2	2	2	4	2	2	2	2		
Mosaic Company (The)	Failed	Report on GHG targets and transition plan	2	2	4	2	2	1	2	1	1	2	2	2	2	2	2		
Netflix Inc.	Failed	Report on retirement plan option alignment with climate policy	2	2	2	2	2	2	2	2	1	2	4	2	4	2	2		
New York Community Bancorp Inc.	Passed	Report on Climate Lobbying	1	1	1	1	1	5	5	1	1	1	1	1	1	1	5		
NewMarket Corporation	Failed	Publication of GHG Emissions and Setting Short-, Medium- and Long-Term Emission Reduction Targets to Align Business Activities with Net Zero Emissions by 2050 in Line with the Paris Climate Agreement	2	1	2	1	1	1	5	1	1	1	1	5	2	2	5		
OraSure Technologies Inc.	Failed	Adopt Paris-compliant strategy to cut GHG emissions	2	2	2	5	2	5	2	5	2	2	2	5	2	2	5		
PACCAR Inc.	Failed	Report on Corporate Climate Lobbying Aligned with Paris Agreement	1	1	2	1	1	1	5	1	1	1	2	2	2	2	2		
Phillips 66	Failed	Report on plastic pollution / Publish Audited Report on Impacts of a Significant Reduction in Virgin Plastic Demand	2	2	2	2	2	2	2	2	1	2	2	2	2	2	5		
Pilgrim's Pride Corporation	Failed	Adopt supply chain deforestation policy	2	2	2	2	2	1	5	1	1	1	1	1	2	2	5		
Public Storage	Failed	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	2	2	2	1	2	2	2	1	1	1	2	2	2	2	1		

SHAREHOLDER PROPOSALS

ENVIROMENTAL

Institutional Investor Voting Decisions, Environmental Proposals, 2023*

Company	Outcome		1 For 2 Against 3 Abstain 4 Split 5 Did not vote													
			AllianceBernstein LP	BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Invesco Advisers, Inc.	Neuberger Berman Group	Norges Bank Investment Management	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.	Capital Group
Quest Diagnostics Incorporated	Failed	Report on GHG targets and transition plan	2	2	4	2	2	4	5	1	2	1	2	2	2	5
RTX Corporation	Failed	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	2	2	2	2	2	2	1	1	1	2	2	1	2	2
Skechers U.S.A. Inc.	Failed	Report on GHG targets and transition plan	2	2	2	2	1	5	5	1	1	1	1	5	2	1
Southern Company (The)	Failed	Net Zero Target Setting - Scope 3	2	2	2	2	2	1	5	1	2	2	2	1	2	2
Starbucks Corporation	Failed	Report on Plant-Based Milk Pricing	2	2	2	2	2	2	2	2	1	2	2	2	2	2
Sysco Corporation	Passed	Report on Efforts to Reduce Plastic Use	1	1	1	1	1	1	5	1	1	1	1	1	1	5
Targa Resources Corp	Failed	Report on Efforts to Reduce Methane Emission Venting and Flaring in Supply Chain	2	1	4	2	2	2	2	1	1	1	2	2	2	5
Tesla Inc	Failed	Report on Corporate Climate Lobbying in line with Paris Agreement	1	1	2	2	1	1	1	1	1	1	4	1	2	2
Tesla Inc	Failed	Report on Water Risk Exposure	1	1	2	2	1	1	1	1	1	1	4	2	2	2
Texas Roadhouse Inc.	Failed	Report on Efforts to Reduce GHG Emissions in Alignment with the Paris Agreement Goal	2	2	2	2	2	1	2	1	1	1	2	1	2	5
Travelers Companies Inc/The	Failed	Report on GHG emissions financing / Reduce GHG Emissions Associated with Underwriting	2	2	2	2	2	2	5	2	2	2	2	2	2	2
Travelers Companies Inc/The	Failed	Adopt Time-Bound Policy to Phase Out Underwriting for New Fossil Fuel Exploration and Development	2	2	2	2	2	2	5	2	2	2	2	2	2	2
U-Haul Holding Company	Failed	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	2	1	2	1	1	1	5	1	1	1	1	1	2	5
United Parcel Service Inc.	Failed	Adopt Independently Verified Science-Based Greenhouse Gas Emissions Reduction Targets in Line with the Paris Climate Agreement	2	2	2	1	1	4	5	2	2	3	2	2	2	2
Valero Energy Corporation	Failed	Report on Climate Transition Plan and GHG Emissions Reduction Targets	2	2	2	2	2	4	5	1	1	2	1	1	2	1
Wells Fargo & Company	Failed	Report on Climate Lobbying	1	2	2	2	2	2	2	1	1	1	4	2	2	2
Wells Fargo & Company	Failed	Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets	2	2	2	2	2	2	2	1	1	1	4	2	2	2
Wells Fargo & Company	Failed	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	2	2	2	2	2	2	2	2	2	2	4	2	2	2
Westlake Corporation	Failed	Strengthen 2030 GHG Reduction Targets and Adopt Long-Term Targets Aligned with Net Zero	2	1	2	2	1	5	2	1	1	1	1	1	2	5
Westlake Corporation	Failed	Report on Reducing Plastic Pollution of the Oceans	2	1	2	2	2	5	2	1	1	2	1	1	2	5
Yum! Brands Inc.	Failed	Adopt a policy on single use plastics/Report on Efforts to Reduce Plastic Use	2	2	4	2	2	1	5	2	1	1	2	1	2	2

SHAREHOLDER PROPOSALS

SOCIAL SPOTLIGHT: HUMAN CAPITAL MANAGEMENT & DEI

HUMAN CAPITAL MANAGEMENT

As in previous years, human capital management (HCM) and diversity related proposals have been a focus of proponents, accounting for at least

140 proposals filed in 2023.



About half of such proposals were withdrawn. Of the remaining proposals voted on, Northern Trust, Wellington and State Street had the highest support levels. Northern Trust supported 78% (52 for, 14 against, 2 abstention), Wellington supported 31% of proposals (21 for, 46 against, 1 split) and State Street supported 23% of proposals (16 for, 40 against, 12 abstention, 2 split). Investors with a support rate below 10% (excluding split votes) included Dimensional with 3% support (2 for, 58 against, 8 split), Vanguard with 6% support (4 for, 66 against), T.Rowe Price with 7% support (5 for, 59 against, 5 split), and Goldman Sachs with 9% support (6 for, 61 against, 3 abstain). BlackRock (10 for, 59 against, 1 split), Geode (15 for, 55 against), and Fidelity (15 for, 49 against, 6 split) supported between 14% and 21% of proposals voted. **Split voting was fairly uncommon**, representing less than 4% of all votes cast, with split votes at Dimensional (12% of votes cast), Fidelity (9% of votes cast), and T.Rowe Price (7% of votes cast).



Social proposals include a range of possible impacts. Of particular note the past few years has been the increased focus on HCM and DEI. Given the volume of proposals, we have focused only on the evolution of investor focus on these proposals

SOCIAL SPOTLIGHT: HUMAN CAPITAL MANAGEMENT & DEI

Compared to 2022, there was an overall decrease in support for HCM and diversity-related proposals that went to a vote in 2023. Only four passed, compared to 17 in 2022.

The decrease in support for these proposals correlates with a **decrease in support from the largest institutional investors** for similar proposals year-over-year.



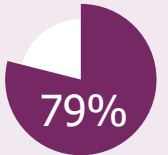
For example, BlackRock, State Street, and Vanguard voted for fewer proposals that related to diversity, equity and inclusion (DEI) reporting in 2023 compared to 2022, although there was a slight increase in split votes; BlackRock supported 14% in 2023 (1 for, 5 against, 1 split) compared to 44% in 2022 (4 for, 5 against), State Street supported 29% in 2023 (2 for, 4 against, 1 split) compared to 50% in 2022 (4 for, 4 against), and Vanguard supported 0% in 2023 (0 for, 7 against) compared to 56% in 2022 (5 for, 4 against).

Support for similar Racial Equity and Civil Rights Audit proposals also declined significantly overall. BlackRock supported just 7% (1 out of 15) of such proposals in 2023, compared to 54% support (13 out of 24) in 2022. State Street supported 20% (3 out of 15) in 2023, compared to 54% (13 out of 24) in 2022.

DIVERSITY, EQUITY AND INCLUSION (DEI)

DEI- related proposals voted on in 2023 included racial equity audit, civil rights audit, pay gap, inclusive hiring, racial justice, environmental justice, DEI reporting, and board diversity. Only 1 DEI-related proposal passed in 2023.

Consistent with the previous year, Northern Trust had the highest rate of support for DEI-related proposals and was the only large institutional investor that supported a majority of DEI-related proposals, **with 79% support** (38 for, 10 against, 1 abstention).



Other institutional investors with relatively higher support levels for DEI-related proposals included State Street with 30% support (13 for, 29 against, 5 abstentions, 2 split), Wellington with 23% support (11 for, 36 against, 1 split), and Fidelity with 22% support (11 for, 36 against, 3 split). Notably, Dimensional did not support any such proposals outright but did split its vote on 6 proposals.

Institutional Investor Voting Decisions, Diversity Proposals, 2023

Company	Outcome		1 For 2 Against 3 Abstain 4 Split 5 Did not vote										
			BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.	
A. O. SMITH CORPORATION	Failed	Report on Whether Company Policies Reinforce Racism in Company Culture	2	2	2	2	2	2	1	1	2	2	2
ADOBE INC.	Failed	Report on Hiring of Persons with Arrest or Incarceration Records/Eliminating Discrimination through Inclusive Hiring	2	4	2	2	4	1	4	2	2	2	2
Altria Group, Inc.	Failed	Civil Rights Equity Audit	2	2	2	2	2	1	2	2	1	2	2
AMAZON.COM, INC.	Failed	Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	2	4	4	2	2	2	2	2	2	2	2
AMAZON.COM, INC.	Failed	Report on gender/racial pay disparity	2	4	2	2	2	1	1	2	1	2	2
AMERICAN WATER WORKS COMPANY, INC.	Failed	Report on racial justice impacts/plan / Racial Equity Audit	2	2	2	2	2	1	2	2	2	2	2
APPLE INC.	Failed	Report on Median Gender/Racial Pay Gap	2	2	1	2	2	2	2	2	2	2	2
AT&T INC.	Failed	Racial Equity Audit	2	2	2	2	2	1	2	2	2	2	2
BADGER METER, INC.	Failed	Report on Hiring of Persons with Arrest or Incarceration Records	2	2	2	2	2	1	2	2	2	2	2
BANK OF AMERICA CORPORATION	Failed	Commission Third Party Racial Equity Audit	2	2	2	2	2	1	2	2	2	2	2
BERKSHIRE HATHAWAY INC.,	Failed	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	2	2	1	1	2	1	1	2	2	2	2
BLOCK, INC.	Failed	Shareholder Proposal Regarding Diversity and Inclusion Report	4	4	1	2	2	1	4	2	2	2	2
BORGWARNER INC.	Failed	Report on climate transition plan social impact	2	2	2	2	2	1	2	2	1	2	2
CHEVRON CORPORATION	Failed	Report on Social Impact From Plant Closure or Energy Transition	2	2	2	2	2	1	3	2	2	2	2
CHEVRON CORPORATION	Failed	Oversee and Report a Racial Equity Audit	2	2	2	2	2	1	2	2	2	2	2
COMCAST CORPORATION	Failed	Racial Equity Audit	2	2	2	2	2	1	2	2	4	2	2
CORVEL CORPORATION	Failed	Report on Steps to Improve Racial and Gender Board Diversity	1	2	1	1	1	2	1	1	1	1	1
DANAHER CORPORATION	Failed	Shareholder Proposal Regarding Diversity and Inclusion Report	2	2	2	2	2	1	2	4	2	2	2
DEXCOM, INC.	Failed	Gender and Racial Pay Gap	2	4	2	2	2	2	3	2	2	2	2
DIGITAL REALTY TRUST, INC.	Failed	Report on Policies and Racism in Company Culture	2	2	2	2	2	1	2	2	2	2	2
ELI LILLY AND COMPANY	Failed	Shareholder Proposal Regarding Diversity and Inclusion Report	2	2	1	2	2	1	2	4	2	2	2
EQUIFAX INC.	Failed	Oversee and Report a Racial Equity Audit	2	2	1	2	2	1	2	2	1	2	2
EXPEDITORS INTERNATIONAL OF WASHINGTON, INC	Passed	Shareholder Proposal Regarding Diversity and Inclusion Report	1	2	1	2	2	1	1	2	2	2	2
EXXON MOBIL CORPORATION	Failed	Plant Closure and a Just Transition / Report on climate transition plan social impact	2	2	2	2	2	1	3	2	2	2	2
FEDEX CORPORATION	Failed	Report on Racism in Corporate Culture	2	2	2	2	2	1	2	2	2	2	2

Institutional Investor Voting Decisions, Diversity Proposals, 2023

Company	Outcome											
			BlackRock, Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.
HONEYWELL INTERNATIONAL INC.	Failed	Report on stakeholder consultation and risk remediation/Environmental Justice Report	2	2	2	2	2	1	2	2	2	2
IDEX CORPORATION	Failed	Report on Hiring of Persons with Arrest or Incarceration Records/Report on hiring practices impact on diversity/Eliminating Discrimination through Inclusive Hiring	2	2	2	2	2	1	2	2	2	2
INTUITIVE SURGICAL, INC.	Failed	Report on Gender/Racial Pay Gap	2	2	2	2	2	2	2	4	2	2
KELLANOVA	Failed	Report on Median Gender/Racial Pay Gap	2	2	2	2	2	2	2	2	2	2
MARATHON PETROLEUM CORPORATION	Failed	Report on Just Transition	2	2	2	2	2	1	2	2	2	2
MARRIOTT INTERNATIONAL, INC.	Failed	Gender and Racial Pay Gap	2	2	2	2	2	2	3	2	2	2
MICROSOFT CORPORATION	Failed	Report on Hiring of Persons with Arrest or Incarceration Records	2	2	2	2	2	1	2	2	2	2
MOHAWK INDUSTRIES, INC.	Failed	Oversee Racial Equity Audit	2	2	2	2	2	1	3	2	2	2
PINTEREST, INC.	Failed	Shareholder Proposal Regarding Report on Harassment and Discrimination	2	2	2	2	2	1	2	2	2	2
RED ROCK RESORTS, INC.	Failed	Report on Board Diversity	1	2	1	1	1	1	1	1	5	1
TESLA, INC.	Failed	Report on Racial and Gender Board Diversity	2	2	2	2	2	1	2	4	2	2
THE BOEING COMPANY	Failed	Report on Median Gender/Racial Pay Gap	2	2	2	1	2	2	1	2	1	2
THE CHARLES SCHWAB CORPORATION	Failed	Gender and Racial Pay Gap	2	4	2	2	2	2	2	2	2	2
THE COCA-COLA COMPANY	Failed	Report on Third-Party Civil Rights Audit/Racial Equity Audit	2	2	2	2	2	1	1	2	2	2
THE GEO GROUP, INC.	Failed	Report on Third-Party Civil Rights Audit/Racial Equity Audit	1	5	2	2	2	1	1	1	5	2
THE GOLDMAN SACHS GROUP, INC.	Failed	Report on Median Gender/Racial Pay Gap	2	2	2	2	4	2	3	2	2	2
THE GOLDMAN SACHS GROUP, INC.	Failed	Oversee and Report a Racial Equity Audit	2	2	2	2	4	1	2	2	2	2
THE KROGER CO.	Passed	Report on gender/racial pay disparity	1	2	4	2	2	2	1	2	1	2
The Travelers Companies, Inc.	Failed	Racial Equity Audit	2	2	2	2	2	1	2	2	1	2
UNITED PARCEL SERVICE, INC.	Failed	Shareholder Proposal Regarding Diversity and Inclusion Report	2	2	1	1	2	1	2	2	2	2
UNITED PARCEL SERVICE, INC.	Failed	Report on Just Transition	2	2	1	1	2	1	1	2	2	2
UNITEDHEALTH GROUP INCORPORATED	Failed	Racial Equity Audit	2	2	2	2	2	3	2	2	1	2
VALERO ENERGY CORPORATION	Failed	Oversee and Report a Racial Equity Audit	2	2	2	2	2	1	2	2	2	2
WALMART INC.	Failed	Racial Equity Audit	2	2	4	1	2	1	1	2	1	2
WEIS MARKETS, INC.	Failed	Report on Board Diversity	1	2	1	1	1	1	1	1	1	1

SOCIAL SPOTLIGHT: HUMAN CAPITAL MANAGEMENT & DEI

Of the 15 Racial Equity or Civil Rights Audit proposals that went to a vote, only three received support from three or more investors. Aside from one abstention, Northern Trust voted for all other proposals that went to a vote. Investor support for Pay Gap proposals, which typically ask for reporting on the pay gap between minority and non-minority populations was inconsistent. Three out of the 10 that went to a vote received support from three or more investors, but the voting by specific investors varied on a proposal by proposal basis. Proposals requesting DEI reporting had limited support from the largest institutional investors compared to 2022, with the notable exceptions of Fidelity, which supported 78% (5 for, 2 against), and Northern Trust, which supported all such proposals. Proposals that requested greater Board Diversity saw robust support with 3 of the 4 receiving support from a majority of institutional investors.

HUMAN CAPITAL MANAGEMENT (HCM)

Human capital management proposals, not explicitly related to DEI, included Freedom of Association (FOA), Mandatory Employee Arbitration, Pay Practices, and Workforce Harassment. The only two investors that supported a majority of HCM proposals were Northern Trust with 78% support (14 for, 4 against, 1 abstention) and Wellington with 50% support (10 for, 10 against). Geode (7 for, 13 against), State Street (3 for, 11 against, 6 abstentions), Fidelity (4 for, 13 against, 3 split), and BlackRock (4 for, 16 against) had a mixed record on HCM proposals, including a significant number of split votes and abstentions. Investors with the lowest levels of support for HCM proposals included Goldman Sachs with 15% support (3 for, 17 against), Dimensional with 10% support (2 for, 16 against, 2 split), Vanguard with 5% support (1 for, 19 against), and T. Rowe Price with 5% support (1 for, 19 against).

Notably, the three proposals (Workplace Harassment, Mandatory Employee Arbitration, and Freedom of Association) that received majority support from the largest institutional investors were all filed with the same company, Tesla. Despite a majority of support from the largest institutional investors, none of these proposals passed, due to the share structure and composition of the company's ownership. Of the 10 FOA proposals voted, 3 proposals received support from 4 or more investors, with Northern Trust and Geode supporting the majority of proposals voted. Fidelity supported or split on 4 out of 10 voted, slightly above their average support for HCM proposals overall. Notably, State Street abstained from voting on 6 of the 10 FOA proposals, which was the only such time that they abstained from voting on HCM proposals.

The top institutional investors showed little support for Pay Practice related proposals, with only Northern Trust supporting 2 out of the 5 that went to a vote.

FORWARD THINKING



Heading into 2024, we would expect human capital management and DEI to continue to be a major theme. Investor support for diversity proposals is likely to remain low for proposals that are more specific or detailed. As labor unrest continues, it's likely that proponents will expand their focus on Freedom of Association and other worker rights related issues. As such, investors may support such proposals if labor disruptions pose a material risk to a company's performance or risk disrupting the company's operations.

SHAREHOLDER PROPOSALS

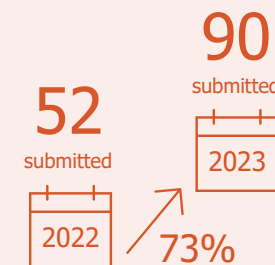
Institutional Investor Voting Decisions, Human Capital Management Proposals, 2023

Company	Outcome		1 For 2 Against 3 Abstain 4 Split 5 Did not vote									
			BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.
ACTIVISION BLIZZARD, INC.	Failed	Adopt Policy on Freedom of Association and Collective Bargaining	2	4	2	2	2	2	3	2	1	2
AMAZON.COM, INC.	Failed	Assess/report on adherence to ILO-UN trade union standards / Respect for Freedom of Association and Collective Bargaining	2	2	2	2	2	2	2	2	2	2
CHIPOTLE MEXICAN GRILL, INC.	Failed	Respect for Freedom of Association and Collective Bargaining	2	4	4	1	2	1	2	2	1	2
CVS HEALTH CORPORATION	Failed	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	2	2	2	2	2	1	2	2	2	2
CVS HEALTH CORPORATION	Failed	Adopt paid sick leave policy	2	2	1	2	2	1	2	2	2	2
DELTA AIR LINES, INC.	Failed	Respect for Freedom of Association and Collective Bargaining	2	2	4	1	2	2	2	2	1	2
DENNY'S CORPORATION	Failed	Paid Sick Leave Policy	2	2	2	2	2	3	2	2	2	2
ETSY, INC.	Failed	Review/Report Effectiveness of Company's Anti-Harassment Efforts	2	2	2	2	2	1	2	2	2	2
INTERNATIONAL BUSINESS MACHINES CORPORATION	Failed	Report on Efforts to Prevent Harassment and Discrimination in the Workplace	2	2	2	2	2	1	2	2	2	2
NETFLIX, INC.	Failed	Adopt ILO trade union standards and report	2	2	4	1	2	1	3	2	1	2
RIVIAN AUTOMOTIVE, INC.	Failed	Respect for Freedom of Association and Collective Bargaining	1	1	2	1	2	5	3	2	1	2
STARBUCKS CORPORATION	Passed	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	2	2	1	2	2	1	1	2	1	2
TESLA, INC.	Failed	Adopt a Policy on Respecting Rights to Freedom of Association and Collective Bargaining	1	2	2	1	1	1	3	4	1	2
TESLA, INC.	Failed	Report on the Impacts of Using Mandatory Arbitration	1	2	1	1	1	1	1	4	1	2
TESLA, INC.	Failed	Report on Efforts to Prevent Harassment and Discrimination in the Workplace	1	1	1	1	1	1	1	1	1	2
THE TJX COMPANIES, INC.	Failed	Adopt paid sick leave policy	2	2	2	2	2	1	2	2	2	2
UNION PACIFIC CORPORATION	Failed	Paid Sick Leave Policy	2	2	2	2	2	2	2	2	2	2
WELLS FARGO & COMPANY	Failed	Adopt Policy on Freedom of Association and Collective Bargaining	2	2	2	2	2	1	3	2	2	2
WELLS FARGO & COMPANY	Passed	Report on Prevention of Workplace Harassment and Discrimination	2	2	2	2	2	1	3	2	2	1
YUM! BRANDS, INC.	Failed	Report on Paid Sick Leave	2	2	2	2	2	1	2	2	1	2

SHAREHOLDER PROPOSALS

INDEPENDENT CHAIR

The number of shareholder proposals submitted relating to the separation of the roles of board chair and CEO increased in 2023 —**52 proposals submitted in the 2022 proxy year, compared to 90 submitted in the 2023 season (including anti-ESG proposals)** representing an approximate 73 percent increase.



The number of independent chair proposals that went to a vote in 2023, significantly increased in comparison to 2022 (75 vs. 35)*. Further, support levels specific to independent chair proposals remained relatively steady, averaging approximately 31% in 2023 (excludes 9 anti-ESG proposals), compared to the overall decline in support across all other shareholder proposals that went to a vote this season.

Historically, independent chair shareholder proposals receive significant investor support. In 2023 over 61% of proposals received at least 30% (46 of 75); however, these proposals almost always fail to obtain a majority vote, and none passed in 2023 (only one passed in 2022). Of the largest institutional investors examined in this report, we note BlackRock, Vanguard, State Street, Wellington, Fidelity, Dimensional, Goldman Sachs, T. Rowe Price, and Northern Trust each implement a case-by-case approach in determining support of such shareholder proposals. Many cited support was warranted based on mitigating factors related to independent oversight.

*The numbers listed here exclude proposals filed by anti-ESG proponents, which we cover in more depth in the anti-ESG section of this report. In 2023 there were 9 anti-ESG independent chair proposals voted compared to 6 in 2022

INDEPENDENT CHAIR

Some large investors, such as BlackRock, Vanguard, Fidelity, and Dimensional, will typically defer to a company's board to decide the most appropriate leadership structure, which may warrant support of a combined CEO/Chair role absent other significant concerns regarding independence or effectiveness of the board. Other investors, such as State Street, Wellington, Goldman Sachs, T. Rowe Price, and Northern Trust, will often refer to specific considerations within their respective policies as a determining factor to consider support of independent chair proposals. These factors may include company performance, a transitional CEO period, and portfolio manager feedback.

Momentum for independent chair shareholder proposals is likely to continue based on historical year-over-year submission activity from many of the same proponents, including John Chevedden, who participated in the filing of more than half of the 84 proposals which went to a vote (43). Submission volume for such proposals may also be driven by the evolving trend of increased scrutiny of board leadership roles to incorporate a sufficient level of independent oversight and management of material risk; approximately 25% of S&P 500 companies with a non-independent director serving as chair continued to receive independent chair proposals year-over-year.



Based on our assessment of voting trends of the investors examined in this report, alongside revisions to their proxy voting and investment stewardship policies for 2023, there is reason to believe shareholders have an **enhanced expectation** for companies to ensure there is a **sufficient level of independent oversight** established to effectively assess and manage a company's material risks, opportunities, and disclosures.

We anticipate investor policies will continue to evolve, which may result in additional investors further assessing the effectiveness of board oversight relating to factors such as company performance, management of ESG-related risks, and governance concerns.

SHAREHOLDER PROPOSALS

Institutional Investor Voting Decisions, Independent Chair Proposals, 2023*

Company	Outcome	Institutional Investor Voting Decisions									
		BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.
Abbott Laboratories	Failed	2	2	2	2	2	2	2	1	2	
Advance Auto Parts Inc	Failed	2	2	2	2	2	2	2	5	2	
Allegiant Travel Company	Failed	2	2	2	2	1	2	1	5	2	
American International Group Inc.	Failed	2	2	2	2	2	2	2	1	2	
Archer-Daniels-Midland Company	Failed	2	2	2	1	2	2	2	1	2	
AT&T Inc.	Failed	2	2	2	2	2	2	2	1	2	
Bath & Body Works Inc.	Failed	2	2	2	2	2	2	2	1	2	
Bristol-Myers Squibb Company	Failed	2	2	2	2	2	2	4	1	2	
Carrier Global Corp	Failed	2	2	2	2	2	2	4	5	2	
CF Industries Holdings Inc.	Failed	2	2	2	2	2	2	4	2	2	
Chevron Corporation	Failed	2	2	2	2	2	2	4	2	2	
Church & Dwight Company Inc.	Failed	2	2	2	2	2	2	1	1	2	
Citigroup Inc.	Failed	2	2	2	2	2	2	2	5	2	
Colgate-Palmolive Company	Failed	2	2	2	2	2	2	2	1	2	
Conagra Brands Inc.	Failed	2	2	2	2	2	2	2	1	2	
ConocoPhillips	Failed	2	2	2	2	2	2	2	2	2	
Cummins Inc.	Failed	2	2	2	4	2	2	4	1	2	
Dana Inc.	Failed	2	2	5	2	2	2	1	1	2	
Danaher Corporation	Failed	2	2	2	2	2	2	4	2	2	
Dominion Energy Inc	Failed	2	2	2	2	2	2	2	1	2	
Dow Inc.	Failed	2	2	2	2	2	2	2	1	2	

Company	Outcome	Institutional Investor Voting Decisions										Independent Chair Proposals				
		BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.	1 For	2 Against	3 Abstain	4 Split	5 Did not vote
DuPont de Nemours, Inc.	Failed	2	2	2	2	2	2	2	2	5	2					
Eastman Chemical Company	Failed	2	2	2	2	2	2	2	2	5	2					
Ecolab Inc.	Failed	2	2	2	2	2	2	4	1	1	2					
Edwards Lifesciences Corporation	Failed	2	2	2	2	2	2	2	2	2	2					
EMCOR Group Inc.	Failed	2	2	2	2	2	2	2	2	5	2					
FedEx Corporation	Failed	2	2	2	2	2	2	2	1	1	2					
Fiserv, Inc.	Failed	2	2	2	2	2	2	2	4	5	2					
General Dynamics Corporation	Failed	2	2	2	2	2	2	2	4	1	2					
General Electric Company	Failed	2	2	2	2	2	2	2	2	5	2					
General Mills Inc.	Failed	2	2	2	2	2	2	2	2	1	2					
Honeywell International Inc.	Failed	2	2	2	2	2	2	2	2	1	2					
Illinois Tool Works Inc.	Failed	2	2	2	2	2	2	2	2	1	2					
International Business Machines Corporation (IBM)	Failed	2	2	2	2	2	2	2	2	1	2					
International Paper Company	Failed	2	2	2	2	2	2	2	2	1	2					
Interpublic Group of Companies Inc. (The)	Failed	2	2	2	2	2	2	4	2	5	2					
IQVIA Holdings Inc	Failed	2	2	2	2	2	2	2	4	1	2					
JP Morgan Chase & Co	Failed	2	2	2	2	2	2	2	2	2	2					
KeyCorp	Failed	2	2	2	2	2	2	2	2	1	2					
Knight-Swift Transportation Holdings Inc	Failed	2	2	2	2	1	2	2	1	2	2					
Laboratory Corporation of America Holdings	Failed	2	2	2	2	2	2	2	1	1	2					
Leidos Holdings, Inc.	Failed	2	2	2	2	2	2	2	1	2	2					

SHAREHOLDER PROPOSALS

Institutional Investor Voting Decisions, Independent Chair Proposals, 2023*

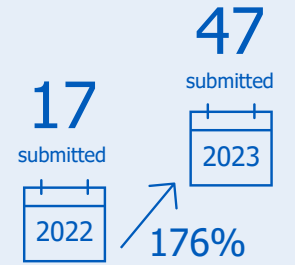
Company	Outcome	BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.
Lincoln National Corporation	Failed	2	2	2	2	2	2	2	2	5	2
Lockheed Martin Corporation	Failed	2	2	2	2	2	2	2	2	1	2
Lowe's Companies Inc.	Failed	2	2	2	2	2	2	2	2	1	2
Mattel Inc.	Failed	2	2	2	2	2	2	2	4	5	2
Merck & Company Inc.	Failed	2	2	2	2	2	2	2	4	1	2
Nasdaq Inc	Failed	2	2	2	2	2	2	2	2	5	2
Nexstar Media Group, Inc.	Failed	2	1	2	1	1	2	1	2	5	2
NiSource, Inc	Failed	2	2	2	2	2	2	2	2	2	2
Northrop Grumman Corporation	Failed	2	2	2	2	2	2	2	4	1	2
Occidental Petroleum Corporation	Failed	2	2	2	2	2	2	2	2	2	2
Omnicom Group Inc.	Failed	2	2	2	2	2	2	2	4	1	2
O'Reilly Automotive Inc.	Failed	2	2	2	2	2	2	2	4	5	2
Otis Worldwide Corp	Failed	2	2	2	2	2	2	2	4	1	2
Paramount Global	Failed	1	2	5	2	2	2	1	2	5	2
Pfizer Inc.	Failed	2	2	2	2	2	2	2	4	1	2
Pinnacle West Capital Corporation	Failed	2	2	2	2	2	2	2	2	5	2
PPG Industries Inc.	Failed	2	2	2	2	2	2	2	4	1	2
PPL Corporation	Failed	2	2	2	2	2	2	2	2	2	2
Prudential Financial Inc.	Failed	2	2	2	2	2	2	2	2	2	2
Reliance Steel & Aluminum Co.	Failed	2	2	2	2	2	2	2	2	2	2

Company	Outcome	1 For 2 Against 3 Abstain 4 Split 5 Did not vote									
		BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.
RTX Corporation	Failed	2	2	2	2	2	2	2	2	4	2
Ryder System Inc.	Failed	2	2	2	2	2	2	2	1	1	2
Sempra	Failed	2	2	2	2	2	2	2	4	2	2
Target Corporation	Failed	2	2	2	2	2	2	2	1	1	2
Triumph Group Inc.	Failed	2	2	2	2	2	2	2	2	1	2
Truist Financial Corporation	Failed	2	2	2	2	2	2	2	1	1	2
Union Pacific Corporation	Failed	2	2	2	2	2	2	2	4	2	2
Verisign Inc.	Failed	2	2	2	2	2	2	2	4	1	2
Verizon Communications Inc.	Failed	2	2	2	2	2	2	2	2	1	2
Viatis Inc	Failed	2	2	2	2	2	2	2	1	5	2
Walgreens Boots Alliance Inc	Failed	2	2	2	2	2	2	2	2	5	2
Wendy's Company (The)	Failed	2	2	2	2	2	2	2	2	5	2
Xylem Inc.	Failed	2	2	2	2	4	2	4	1	2	2

SHAREHOLDER PROPOSALS

SEVERANCE PAY

The number of shareholder proposals submitted relating to executive severance pay increased in 2023 —only **17 such proposals were submitted in 2022, compared to 47 submitted in the 2023 season**, representing an approximate 176% increase.



Shareholder proposals pertaining to executive severance pay, inclusive of proposals to ratify terms of a severance agreement or to submit future severance agreements to a shareholder vote, received significant support in 2023. Severance pay related proposals received average support of 28%, which is higher in comparison to other pay-related governance proposals, such as ESG themed performance proposals, which received 16%. Four executive severance proposals received majority support in 2023, and an additional 13 proposals received strong support within the range of 30% to just below 50%. Upon our assessment of institutional investors for this report, we noted each investor varied in their voting approach for these proposals. Investors such as Wellington and Northern Trust state within their voting policies an intention to typically support such shareholder proposals calling for shareholder ratification of severance arrangements.

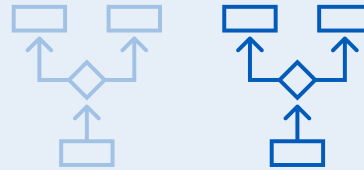
However, Northern Trust was more likely to support an executive say-on-severance proposal regardless of mitigating circumstances, supporting 38 of 42 proposals voted, while Wellington supported only 2 of 32 proposals voted.

SEVERANCE PAY

We noted other investors examined in this report do not have an explicit policy on this matter, including Dimensional - supporting 21 of 42 proposals voted and Geode - supporting 15 of 42 proposals voted. BlackRock, Vanguard, and State Street each voted 42 proposals with Vanguard supporting 6, State Street supporting 1, and BlackRock supporting none of the proposals, while Fidelity voted 39 proposals and also supported none. These larger institutional investors continue to evaluate proposals relating to severance on a case-by-case basis, assessing the reasonableness of the terms presented under each proposal, alongside consideration of any potential red flags. In addition, this group of investors will also assess existing company policies to the extent they may sufficiently address executive severance, enabling shareholders the ability to review and approve pay that may be considered excessive.

A growing number of executive severance proposals

alongside pending updates in pay-related disclosure regulations may impact shareholder sentiment to express an opinion on executive pay.



We believe recent voting trends alongside the ongoing practice of case-by-case analysis being conducted by many institutions examined in this report may influence investors to continue to refine their policies going forward.

SHAREHOLDER PROPOSALS

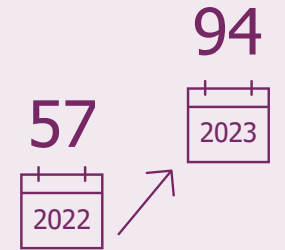
Institutional Investor Voting Decisions, Severance Pay Proposals, 2023*

Company	Outcome	BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.
Activision Blizzard, Inc	Failed	2	1	4	1	2	1	2	2	2	2
AES Corporation (The)	Failed	2	2	2	1	2	1	2	2	2	2
Alcoa Corporation	Failed	2	1	2	2	2	1	2	2	5	2
American Express Company	Failed	2	1	2	2	2	1	2	2	5	2
AutoNation Inc.	Failed	2	2	5	2	2	1	2	2	2	2
Bank of America Corporation	Failed	2	2	2	2	2	2	2	2	2	2
Bank of New York Mellon Corporation	Failed	2	2	2	2	2	1	2	2	2	2
Baxter International Inc.	Failed	2	2	2	2	2	1	2	2	2	2
Becton, Dickinson and Company	Passed	2	1	2	1	2	1	2	2	2	1
Booking Holdings Inc.	Failed	2	2	2	2	2	1	2	2	2	2
Bunge Limited	Failed	2	1	2	2	2	1	2	2	2	2
Cencora Inc. (Formally, AmeriSource Bergen)	Failed	2	2	2	1	2	1	2	2	5	2
Centene Corporation	Failed	2	2	2	2	2	1	2	2	2	2
Chemed Corp.	Failed	2	1	2	1	2	1	2	2	5	2
Citigroup Inc.	Failed	2	1	2	2	2	2	2	2	5	2
Cognizant Technology Solutions Corporation	Failed	2	2	2	2	2	1	2	2	2	2
Crown Holdings Inc.	Failed	2	1	2	1	2	1	2	2	2	2
CTS Corporation	Failed	2	1	5	1	2	1	2	2	4	1
Deere & Company	Failed	2	1	2	1	2	1	2	2	2	2
Delta Air Lines Inc.	Passed	2	1	2	2	2	1	2	2	2	1
Dover Corporation	Failed	2	2	2	2	2	1	2	2	5	2

Company	Outcome	BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.	1 For	2 Against	3 Abstain	4 Split	5 Did not vote
Electronic Arts Inc.	Failed	2	1	2	1	2	1	2	2	2	2					
Equinix Inc.	Failed	2	2	2	2	2	1	2	2	2	2					
Expeditors International of Washington Inc.	Passed	2	1	2	2	2	1	2	2	1	1					
FirstEnergy Corporation	Failed	2	2	2	2	2	1	2	2	2	2					
Fortive Corp	Failed	2	2	2	2	2	1	2	2	2	2					
Gen Digital Inc.	Failed	2	1	2	1	2	1	2	2	2	2					
Global Payments Inc.	Failed	2	1	2	1	2	1	2	2	2	2					
Goodyear Tire & Rubber Co	Failed	2	2	2	2	2	1	2	2	5	2					
Huntsman Corporation	Failed	2	2	2	2	2	1	4	2	3	2					
Kaman Corporation	Failed	2	1	5	1	2	1	2	1	5	2					
Lincoln National Corporation	Failed	2	2	2	2	2	1	2	2	5	2					
PACCAR Inc.	Failed	2	1	2	1	2	1	2	2	1	1					
Pfizer Inc.	Failed	2	2	2	2	2	1	2	2	2	2					
Resideo Technologies Inc	Passed	2	1	2	2	2	1	2	2	5	1					
Southwest Airlines Company	Failed	2	2	2	2	2	1	2	2	2	2					
Southwestern Energy Company	Failed	2	2	2	2	2	1	2	2	2	2					
Stanley Black & Decker Inc.	Failed	2	2	2	1	2	1	2	2	2	2					
Stericycle Inc.	Failed	2	1	2	1	2	2	1	1	5	2					
UnitedHealth Group Incorporated	Failed	2	1	2	2	2	2	2	2	2	2					
Verizon Communications Inc.	Failed	2	2	2	2	2	1	2	2	2	2					
Xerox Holdings Corporation	Failed	2	1	2	2	2	1	2	2	5	2					

SHAREHOLDER PROPOSALS ANTI-ESG

Year-over-year the number of anti-ESG proposals submitted increased from **57 in 2022**, to **94 in 2023**, almost **10% of proposals submitted this season**. As has been the case in prior years, the majority are focused on social issues, although there has also been an increase in the number of governance and environmental proposals from anti-ESG proponents in 2023.



A total of 68 anti-ESG proposals were voted on this season: 4 environmental, 46 social, and 18 governance. None of these 68 proposals passed or received majority support. In general, these proposals receive significantly lower support than proposals from all other proponents (average support was 5%). These voting results provide no indication that investor perspective on ESG as a material risk has shifted as a result of these anti-ESG proposals. We expect anti-ESG proposal activity to remain consistent or grow in 2024.

In the tables captured on the next three pages, we've captured voting decisions across these 68 proposals. The table is sorted by E,S, and G categories. Across the investors we examined, an overwhelming majority voted against these anti-ESG proposals. Below we've highlighted interesting observation related to notable support.

Of the 4 environmental-related anti-ESG proposals that went to a vote this year, the majority of these proposals focused on reporting on the relevance of decarbonization and were overwhelmingly rejected by shareholders. Interestingly, Northern Trust was also the only investor to support an anti-ESG environmental proposal, supporting a proposal at Exxon Mobil submitted by Steven Milloy.

71% of the proposals filed by those opposing ESG efforts were social related, making it the largest category for anti-ESG proposals. Northern Trust voted in favor of 15 of the 46 (33% of all anti-ESG proposals). Overall average support for these proposals dropped 5 percentage points from 2022 – from 8% in 2022 to 3% average support in 2023.

Within the governance category, the proposals related to independent chair and board oversight issues. As was the case with the E and S categories, an overwhelming majority of investors we examined voted against these proposals. Both Goldman Sachs and State Street voted in favor of the independent chair proposal at Berkshire Hathaway. In addition, Wellington voted in favor of the independent chair proposal at Bank of America.

SHAREHOLDER PROPOSALS

ANTI-ESG

Company	Outcome												
			BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	1 For	2 Against	3 Abstain	4 Split	5 Did not vote	
ENVIRONMENTAL													
Chevron Corporation	Failed	Rescind Scope 3 GHG Reduction Proposal	2	2	2	2	2	2	2	2	2	2	2
Exxon Mobil Corporation	Failed	Report on Net Emissions from Enhanced Oil Recovery Activities	2	2	2	2	2	1	2	2	2	2	2
General Electric Company	Failed	Issue Audited Report on Fiduciary Relevance of Decarbonization Goal	2	2	2	2	2	2	2	2	2	2	2
PepsiCo Inc.	Failed	Publish Annual Congruency Report on Net-Zero Emissions Policy	2	2	2	2	2	2	2	2	2	2	2
SOCIAL													
Alphabet Inc	Failed	Publish Congruency Report on Partnerships with Globalist Organizations and Company Fiduciary Duties	2	2	2	2	2	2	2	2	2	2	2
Alphabet Inc	Failed	Report on Content Governance and Censorship	2	2	2	2	2	2	2	2	2	2	2
Amazon.com Inc.	Failed	Report on Government Take Down Requests	2	2	2	2	2	2	2	2	2	2	2
Amazon.com Inc.	Failed	Report on Cost/Benefit Analysis of Diversity, Equity and Inclusion Programs	2	2	2	2	2	2	2	2	2	2	2
Apple Inc.	Failed	Report on Civil Rights and Non-Discrimination Audit	2	2	2	2	2	2	2	2	2	2	2
Apple Inc.	Failed	Report on Operations in Communist China	2	2	2	2	2	1	2	2	2	2	2
Berkshire Hathaway Inc.	Failed	Prohibit Company in Supporting or Taking Public Policy Position on Controversial Social and Political Issues / Encourage Senior Management Commitment to Avoid Political Speech	2	2	2	2	2	2	2	2	2	2	2
BlackRock Inc.	Failed	Report on Third-Party Civil Rights Audit	2	2	2	2	2	2	2	2	2	2	2
Boeing Company (The)	Failed	Operations in High Risk Countries /Report on Risks Related to Operations in China	2	2	2	2	2	1	2	2	2	2	2
Bristol-Myers Squibb Company	Failed	Commission a Civil Rights and Non-Discrimination Audit	2	2	2	2	2	2	2	2	2	2	2
Caterpillar Inc.	Failed	Report on Civil Rights and Non-Discrimination Audit	2	2	2	2	2	2	2	2	2	2	2
Charles Schwab Corp/The	Failed	Report on Risks Related to Discrimination Against Individuals Including Political Views	2	2	2	2	2	2	2	2	2	2	2
Comcast Corporation	Failed	Report on ties to Communist China	2	2	2	2	2	1	2	2	2	2	2
ConocoPhillips	Failed	Report on Lobbying Payments and Policy	2	2	2	2	2	1	2	2	2	2	2
Eli Lilly and Company	Failed	Report on Risks of Supporting Abortion	2	2	2	2	2	1	2	2	2	2	2
Ford Motor Company	Failed	Report on Reliance on Child Labor in Supply Chain	2	2	2	2	2	1	3	2	2	2	2

SHAREHOLDER PROPOSALS

ANTI-ESG

SOCIAL (CONTINUED)								1 For	2 Against	3 Abstain	4 Split	5 Did not vote
Company	Outcome		BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.
General Motors Company	Failed	Report on ties to Communist China	2	2	2	2	2	1	2	2	2	2
Goldman Sachs Group Inc. (The)	Failed	Publish Third-Party Review on Chinese Congruency of Certain ETFs	2	2	2	2	4	1	2	2	2	2
Home Depot Inc. (The)	Failed	Rescission of 2022 "Racial Equity Audit" Proposal	2	2	2	2	2	2	2	2	2	2
Home Depot Inc. (The)	Failed	Avoid Taking a Position on Controversial Social or Political Issues	2	2	2	2	2	2	2	2	2	2
Intel Corporation	Failed	Publish Third Party Review of Intel's China Business ESG Congruence	2	2	2	2	2	1	2	2	2	2
International Business Machines Corporation (IBM)	Failed	Report on Risks Related to Operations in China	2	2	2	2	2	1	2	2	2	2
International Paper Company	Failed	Report on Risks Related to Operations in China	2	2	2	2	2	2	2	2	2	2
JP Morgan Chase & Co	Failed	Report on Ensuring Respect for Civil Liberties/ Report on Risks Related to Discrimination Against Individuals Including Political Views	2	2	2	2	2	2	2	2	2	2
Kellanova	Failed	Report on Civil Rights, Non-Discrimination and Returns to Merit Audit	2	2	2	2	2	2	2	2	2	2
Kraft Heinz Co	Failed	Commission a Civil Rights and Non-Discrimination Audit	2	2	2	2	2	2	2	2	2	2
Kroger Company (The)	Failed	Charitable Contributions	2	2	2	2	2	2	2	2	2	2
Kroger Company (The)	Failed	EEO Policy Risk Report / Report on excluding viewpoint diversity from EEO policy	2	2	2	2	2	2	2	2	2	2
Marriott International	Failed	Publish a Congruency Report of Partnerships with Globalist Organizations	2	2	2	2	2	2	2	2	2	2
Mastercard Incorporated	Failed	Racial Discrimination / Report on Overseeing Risks Related to Discrimination	2	2	2	2	2	2	2	2	2	2
Mastercard Incorporated	Failed	Global Diversity & Inclusion efforts / Report on Cost-Benefit Analysis of Diversity and Inclusion Efforts	2	2	2	2	2	2	2	2	2	2
McDonald's Corporation	Failed	Report on ties to Communist China	2	2	2	2	2	2	2	2	2	2
McDonald's Corporation	Failed	Report on Civil Rights and Non-Discrimination Audit	2	2	2	2	2	2	2	2	2	2
Merck & Company Inc.	Failed	Report on ties to Communist China	2	2	2	2	2	1	2	2	2	2
Merck & Company Inc.	Failed	Publish a Congruency Report of Partnerships with Globalist Organizations	2	2	2	2	2	2	2	2	2	2
Meta Platforms, Inc.	Failed	Report on government censorship	2	2	2	2	2	2	2	2	2	2
Microsoft Corporation	Failed	Report on Cost/Benefit Analysis of Diversity and Inclusion	2	2	2	2	2	2	2	2	2	2
PayPal Holdings Inc	Failed	Report of Ensuring Respect for Civil Liberties	2	2	2	2	2	2	2	2	2	2
Pinterest, Inc.	Failed	Report on Censorship	2	2	2	2	2	2	2	2	2	2
Starbucks Corporation	Failed	Report on Operations in Communist China	2	2	2	2	2	1	2	2	2	2
United Parcel Service Inc.	Failed	Oversee and Report a Civil Rights Audit	2	2	2	2	2	2	2	2	2	2
Verizon Communications Inc.	Failed	Report on Government Requests to Remove Content	2	2	2	2	2	2	2	2	2	2
Walmart Inc	Failed	Culture, Diversity, Equity & Inclusion* (CDEI) initiatives / Report on Racial and Gender Layoff Diversity	2	2	2	2	2	1	2	2	2	2
Walmart Inc	Failed	Report on ties to Communist China	2	2	2	2	2	1	2	2	2	2
Walt Disney Company	Failed	Report on Operations in Communist China	2	2	2	2	2	1	2	2	2	2
Walt Disney Company	Failed	Report on Charitable Contributions	2	2	2	2	2	2	2	2	2	2

SHAREHOLDER PROPOSALS

ANTI-ESG

Company	Outcome											
			BlackRock Inc.	Dimensional Fund Advisors, Inc.	Fidelity Management & Research Co. (FMR)	Geode Capital Management	Goldman Sachs Asset Management LP	Northern Trust Investments	State Street Corporation	T. Rowe Price Associates, Inc.	Wellington Management	Vanguard Group, Inc.
GOVERNANCE			1 For	2 Against	3 Abstain	4 Split	5 Did not vote					
Bank of America Corporation	Failed	Require Independent Board Chair	2	2	2	2	2	2	2	2	1	2
Berkshire Hathaway Inc.	Failed	Require Independent Board Chair	2	2	2	2	1	2	1	2	2	2
Capital One Financial Corporation	Failed	Report on Board Oversight of Risks Related to Discrimination	2	2	2	2	2	2	2	2	2	2
Chevron Corporation	Failed	Establish Environmental/Social Issue Board Committee/Establish Board Committee on Decarbonization Risk	2	2	2	2	2	2	2	2	2	2
Coca-Cola Company (The)	Failed	Require Independent Board Chair	2	2	2	2	2	2	2	2	2	2
CVS Health Corp	Failed	Adopt Policy Prohibiting Directors from Simultaneously Sitting on the Board of Directors of Any Other Company	2	2	2	2	2	2	2	2	2	2
Duke Energy Corporation	Failed	Create a Committee to Evaluate Decarbonization Risk	2	2	2	2	2	2	2	2	2	2
Exxon Mobil Corporation	Failed	Establish Board Committee on Decarbonization Risk	2	2	2	2	2	2	2	2	2	2
FirstEnergy Corporation	Failed	Establish a New Board Committee on Decarbonization Risk	2	2	2	2	2	2	2	2	2	2
Goldman Sachs Group Inc. (The)	Failed	Require Independent Board Chair	2	2	2	2	4	2	2	2	4	2
Home Depot Inc. (The)	Failed	Require Independent Board Chair	2	2	2	2	2	2	2	4	4	2
Mondelez International Inc.	Failed	Require Independent Board Chair	2	2	2	2	2	2	2	2	2	2
Netflix Inc.	Failed	Adopt Policy Prohibiting Directors from Simultaneously Sitting on the Board of Directors of Any Other Company	2	2	2	2	2	2	2	2	2	2
PepsiCo Inc.	Failed	Require Independent Board Chair	2	2	2	2	2	2	2	4	2	2
Salesforce, Inc.	Failed	Adopt Policy Prohibiting Directors from Simultaneously Sitting on the Board of Directors of Any Other Company	2	2	2	2	2	2	2	2	2	2
Salesforce, Inc.	Failed	Require Independent Board Chair	2	2	2	2	2	2	2	4	2	2
Starbucks Corporation	Failed	Establish Committee on Corporate Sustainability	2	2	2	2	2	2	2	2	2	2
Visa Inc.	Failed	Require Independent Board Chair	2	2	2	2	2	2	2	4	3	2

CONCLUSION

The 2023 season proved historic in a number of ways. Given the fundamental shift in investors' consideration of ESG risks and opportunities in proxy voting decisions, companies would be well-served to better understand their specific investors' ESG expectations generally, and particularly those relating to climate change, diversity equity and inclusion, and board structure.

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