



# ESG Policy: 2026 Updates

January 2026

## I. Overview of Updates in 2026

Recommendations for the ESG Policy consider ESG risks as key business risks that impact long-term returns. Most carbon-neutral and environmental impact reduction proposals as well as proposals seeking to promote social goals such as DE&I are supported by the ESG policy. While this philosophy has not changed from 2025-2026, there have been changes in its implementation. This section summarizes those changes, and the next two sections outline these changes in detail.

Additionally, in 2026, regions were added to the methodology to provide additional granularity by market where needed. Some categories apply only to certain regions as the proposal is only seen in certain regions. For other categories, different tests are run in different regions based on market standards, regulatory differences, or data availability.

### Director elections

Recommendations for management proposals to elect a director to a board or committee now consider additional governance factors, including the presence of zombie directors on a board, the percentage of independent directors on the board, the implementation of previously approved shareholder proposals, and the presence of at least one diverse director on the board.

### Executive compensation

Recommendations for say-on-pay proposals continue to consider the performance of the company (as measured by TSR) compared to the total compensation of the highest paid NEO. The governance metrics considered have changed for this year to consider the presence of defined performance goals in the compensation plan and if the company responded to a prior year's low say-on-pay approval rate. Additionally, for stock incentive plans in US markets, the burn rate over the past three years is now considered.

### Corporate operations (including human resources, health, safety, and environment)

Recommendations for shareholder proposals requesting a report on data privacy, or maternal health outcomes, on union relations, and on employee arbitration claims have changed. New categories have been added including proposals to report on worker health and safety, to provide a human rights impact assessment, and to request the company cease or re-evaluate DEI activities.

### **Procedural/Routine**

No changes have been made to recommendations for procedural and/or routine proposals. A new category has been added (Approve administrative and/or procedural items) which combines many previous routine categories into one. The Policy continues to generally recommend FOR these types of proposals.

### **Auditors**

Recommendations for proposals to ratify an auditor's appointment use the same metrics as in 2025, with one exception: the metric that evaluates the percentile of total auditor fees relative to market capitalization is now calculated within market-cap categories to allow for more meaningful comparisons among companies of similar size. Additionally, the shareholder proposal to rotate an auditor now primarily considers the proposed rotation schedule. Finally, new management proposals to ratify non-statutory and special transactions auditors were added.

### **Shareholder rights**

Recommendations for the elimination of preemptive rights for UK companies now includes a restriction that the disapplication of rights must be for 24% or less of shares. Additionally, proposals to establish the right to call a special meeting will generally receive an affirmative recommendation if the proposal will strengthen shareholder rights (a 10% threshold is no longer used). Additionally, management proposals categories were added with regards to adoption of an advanced notice requirement and adopting or increasing proxy access.

### **Mergers, acquisitions, and restructuring**

Recommendations for merger-related compensation now consider the severance package in relation to the previous year's CAP as well as the presence of excise tax gross-ups. The recommendation continues to consider if the payment is double-trigger. Proposals to redomicile will consider if the proposed domicile will provide the same or similar rights to shareholders as the existing domicile and if the proposed domicile is unfriendly towards ESG goals.

### **Capitalization**

Recommendations for management proposals to approve a share repurchase plan and to exchange debt for equity will now generally receive a recommendation FOR. Additional management proposal categories were created, including approving credit and/or debt financing and approval of capital utilization/cash management.

## II. Recommendation Changes

From 2025 to 2026, the guiding principles of the ESG Policy have not changed. The Policy continues to consider ESG risks as key business risks that impact long-term returns.

The test or analysis that is run for certain proposal categories was updated as Egan-Jones seeks to make continuous improvements to its Policies. In the interest of transparency and clarity, every change that is made to the test run for a proposal category is documented, even if minor. The list below documents each change with an explanation of the factors considered in 2025 versus the factors considered in 2026.

### Proposals by Management | Accounting

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Accept the financial statements/statutory report</b>	World	North America	We generally recommend FOR because according to our policy, the financial statements give a true and fair view of the financial position of the Company for the recent fiscal year, and of its financial performance and its cash flows for the year then ended in accordance with the law.	We generally recommend FOR because according to our policy, the financial statements give a true and fair view of the financial position of the Company for the recent fiscal year, and of its financial performance and its cash flows for the year then ended in accordance with the law.

### Proposals by Management | Auditor

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Ratify auditor appointment and remuneration</b>	Emerging & Frontier Asia-Pacific, Western Europe		We generally recommend FOR the auditor when the following conditions are met: 1) non-audit fees do not make up a substantial	We generally recommend FOR the auditor when the following conditions are met: 1) non-audit fees do not make up a substantial

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			proportion of all fees the auditor is charging the company; 2) auditor tenure < 20 years; 3) total auditor fees (universe percentile) <75th percentile; and 4) total auditor sanctions, last 10 years < 10. The purpose is to maintain some independence for the auditor.	proportion of all fees the auditor is charging the company; 2) auditor tenure is less than or equal to 7 years and 3) total auditor fees (as a universe percentile according to market cap categories) <90th percentile. The purpose is to maintain some independence for the auditor.
<b>Ratify the appointment of an auditor</b>	World		We generally recommend FOR the auditor when the following conditions are met: 1) non-audit fees do not make up a substantial proportion of all fees the auditor is charging the company; 2) auditor tenure < 20 years; 3) total auditor fees (universe percentile) <75th percentile; and 4) total auditor sanctions, last 10 years < 10. The purpose is to maintain some independence for the auditor.	We generally recommend FOR the auditor when the following conditions are met: 1) non-audit fees do not make up a substantial proportion of all fees the auditor is charging the company; 2) auditor tenure is less than or equal to 7 years and 3) total auditor fees (as a universe percentile according to market cap categories) <90th percentile. The purpose is to maintain some independence for the auditor.

## Proposals by Management | Capitalization

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Allot securities</b>	United Kingdom		We generally recommend FOR because according to our policy, the allotment of shares or securities will enable the Company to	We generally recommend FOR if the proposed allotted securities are no more than 33% of currently issued share capital.

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			capitalize on future business opportunities. This flexibility provides the Company with the ability to act promptly and strategically to business decisions, ensuring it remains competitive and well-positioned for long-term success.	
<b>Approve a share repurchase plan</b>	Emerging & Frontier Asia-Pacific, Western Europe		We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a 'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	We generally recommend a vote FOR because according to our policy, the proposed share repurchase plan would grant the Company greater flexibility in managing its capital structure. Furthermore, share repurchases are widely regarded as an effective strategy for enhancing shareholder value and financial position of companies.
<b>Exchange debt for equity</b>	World		We generally recommend FOR if the transaction is the best available option for current equity holders.	We generally recommend a vote FOR because according to our policy, the proposed exchange of debt for equity would strengthen the Company's financial position by reducing its liabilities, improving its balance sheet and enhancing its creditworthiness.
<b>Increase authorized shares</b>	Brazil		We generally recommend FOR except when one of the	We generally recommend FOR except when one of the



Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			following conditions is met: 1) The new proposed stock is >50% of total authorized shares of common stock; 2) The increase is NOT tied to a specific transaction or financing proposal; and 3) The Share pool was NOT used up due to equity plans.	following conditions is met: 1) The increase is NOT tied to a specific transaction or financing proposal; and 2) The Share pool was NOT used up due to equity plans.
Issue shares	World		We generally recommend FOR except when one of the following conditions is met: 1) The new proposed stock is >50% of total authorized shares of common stock; 2) The increase is NOT tied to a specific transaction or financing proposal; and 3) The Share pool was NOT used up due to equity plans.	We generally recommend FOR when there is a purpose for the share issuance and when the shareholder rights on the issued shares will not be superior to outstanding shares.
Issue shares below NAV	World		We generally recommend FOR because according to our policy, issuing shares below net asset value (NAV) would provide the Fund with flexibility in raising capital, reducing debt, preventing insolvency, and funding strategic acquisitions or growth opportunities. While it typically leads to dilution, a discounted issuance can be used in ways that may ultimately enhance shareholder value, improve financial stability, and position the company for long-term success.	We generally recommend FOR if the shares to be issued below NAV are 25% or less of the outstanding shares.

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Re-price options</b>	World		We generally recommend FOR when the company's current share price is below the original strike price and when the new option strike price divided by the current option strike price is less than 1.2.	We generally recommend FOR re-pricing options when external and uncontrollable market factors caused the stock price to decrease.
<b>Repurchase and/or cancel shares</b>	Emerging & Frontier Asia-Pacific, Western Europe		We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a 'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	We recommend FOR this Proposal because, according to our policy, share repurchase/cancellation can enhance shareholder value and provide the company with flexibility in managing its capital effectively.
<b>Repurchase bonds</b>	World		We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the	We recommend FOR this Proposal because, according to our policy, repurchase of bonds allows the company to manage its debt efficiently, reduce interest expenses, and optimize its capital structure, ultimately supporting financial flexibility and long-term shareholder value.



Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			company does not have a 'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	

## Proposals by Management | Climate / Resources

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Approve the sustainability auditor</b>	Western Europe		We generally recommend FOR the auditor when the following conditions are met: 1) non-audit fees do not make up a substantial proportion of all fees the auditor is charging the company; 2) auditor tenure < 20 years; 3) total auditor fees (universe percentile) < 75th percentile; and 4) total auditor sanctions, last 10 years < 10. The purpose is to maintain some independence for the auditor.	We generally recommend FOR when the statutory auditor passed the auditor test or when the sustainability auditor is a different auditor than the statutory auditor.

## Proposals by Management | Compensation

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Advise on executive compensation (say-on-pay)</b>	United States, United Kingdom		We generally recommend FOR when the total compensation is reasonable considering the company's	We generally recommend FOR when the total compensation is reasonable considering the company's

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a 'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	performance as measured by change in adjusted stock price, and considering the following requirements: 1) the compensation plan includes specific and defined performance metrics and 2) the company made changes to the executive compensation plan if the company received less than 70% approval on the most recent say-on-pay/remuneration policy or remuneration report vote.
<b>Advise on executive compensation (say-on-pay)</b>	World	United States, United Kingdom	We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a 'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price.
<b>Approve a stock compensation plan (non-SPAC)</b>	United States		We generally recommend FOR when the plan results in dilution of 10% or less.	We generally recommend FOR when the plan results in dilution of 10% or less and when the average burn rate over the last three years is 3% or less (or the company

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
				has been public for five years or less).
<b>Approve a stock compensation plan (SPAC)</b>	World		We generally recommend FOR if the plan is for the newly formed entity arising from the business combination with a special purpose acquisition company (SPAC) and the authorized share pool doesn't exceed 3% of the new entity's authorized share capital.	We generally recommend FOR if the plan is for the newly formed entity arising from the business combination with a special purpose acquisition company (SPAC), when the authorized share pool doesn't exceed 3% of the new entity's authorized share capital, and when there is no evergreen provision.
<b>Approve an employee stock purchase plan</b>	World		We generally recommend FOR when the plan qualifies under section 423(c). This includes plan features such as the option exercise price being between 85 and 100% of the fair market value of the stock, and the award being limited to \$25,000 annually.	We generally recommend FOR when the plan is qualified under Section 423(c) or has dilution of 10% or less and when there is no evergreen provision.
<b>Approve bonuses</b>	United States, United Kingdom		We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a 'pay-for-failure' severance	We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following requirements: 1) the compensation plan includes specific and defined performance metrics and 2) the company made changes to the executive compensation plan if the company received less than

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	70% approval on the most recent say-on-pay/remuneration policy or remuneration report vote.
<b>Approve bonuses</b>	World	United States, United Kingdom	We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a 'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price.
<b>Approve executive/director/related party transactions</b>	Western Europe		We generally recommend FOR because according to our policy, the related party transaction is advisable, substantively and procedurally fair to, and in the best interests of the Company and its shareholders.	We generally recommend FOR when the amount doesn't exceed 2% of the company's annual revenue or \$1,000,000.

## Proposals by Management | Directors

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Approve the spill resolution</b>	Australia		We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a 'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	We generally recommend FOR this resolution when the company has failed our executive compensation test.
<b>Elect a director to board</b>	United States, United Kingdom		We generally recommend FOR when the change in adj stock price over the director's tenure is not poor (given that the director tenure is at least three years) and when the following governance requirements are met: 1) the candidate attended at least 75% of all board and committee meetings, 2) the candidate is not affiliated and a member of the audit, compensation, or nominating committees, 3) the candidate is not over-boarded, and 4) the Company did not earn a	We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the company, the presence of zombie directors on the board, overboarding, the percentage of independent directors on the board, the implementation of

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			poor cybersecurity risk score while the candidate served as the chair of the board.	previously approved shareholder proposals, and the presence of at least one diverse director on the board.
<b>Elect a director to board</b>	World	United States, United Kingdom	We generally recommend FOR when the change in adj stock price over the director's tenure is not poor (given that the director tenure is at least three years) and when the following governance requirements are met: 1) the candidate attended at least 75% of all board and committee meetings, 2) the candidate is not affiliated and a member of the audit, compensation, or nominating committees, 3) the candidate is not over-boarded, and 4) the Company did not earn a poor cybersecurity risk score while the candidate served as the chair of the board.	We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the company, overboarding, the percentage of independent directors on the board, and the presence of at least one diverse director on the board.
<b>Elect a director to committee</b>	United States, United Kingdom		We generally recommend FOR when the change in adj stock price over the director's tenure is not poor (given that the director tenure is at least three years) and when the following governance requirements are met: 1) the candidate attended at least 75% of all board and committee meetings, 2) the candidate is not affiliated	We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the



Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			and a member of the audit, compensation, or nominating committees, 3) the candidate is not over-boarded, and 4) the Company did not earn a poor cybersecurity risk score while the candidate served as the chair of the board.	company, the presence of zombie directors on the board, overboarding, the percentage of independent directors on the board, the implementation of previously approved shareholder proposals, and the presence of at least one diverse director on the board.
<b>Elect a director to committee</b>	World	United States, United Kingdom	We generally recommend FOR when the change in adj stock price over the director's tenure is not poor (given that the director tenure is at least three years) and when the following governance requirements are met: 1) the candidate attended at least 75% of all board and committee meetings, 2) the candidate is not affiliated and a member of the audit, compensation, or nominating committees, 3) the candidate is not over-boarded, and 4) the Company did not earn a poor cybersecurity risk score while the candidate served as the chair of the board.	We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the company, overboarding, the percentage of independent directors on the board, and the presence of at least one diverse director on the board.
<b>Elect directors and fix the number of directors</b>	United Kingdom		We generally recommend FOR when the change in adj stock price over the director's tenure is not poor (given that the director tenure is at least three years) and when the	We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			following governance requirements are met: 1) the candidate attended at least 75% of all board and committee meetings, 2) the candidate is not affiliated and a member of the audit, compensation, or nominating committees, 3) the candidate is not over-boarded, and 4) the Company did not earn a poor cybersecurity risk score while the candidate served as the chair of the board.	following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the company, the presence of zombie directors on the board, overboarding, the percentage of independent directors on the board, the implementation of previously approved shareholder proposals, and the presence of at least one diverse director on the board.
<b>Elect directors and fix the number of directors</b>	Canada, Western Europe	United Kingdom	We generally recommend FOR when the change in adj stock price over the director's tenure is not poor (given that the director tenure is at least three years) and when the following governance requirements are met: 1) the candidate attended at least 75% of all board and committee meetings, 2) the candidate is not affiliated and a member of the audit, compensation, or nominating committees, 3) the candidate is not over-boarded, and 4) the Company did not earn a poor cybersecurity risk score while the candidate served as the chair of the board.	We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the company, overboarding, the percentage of independent directors on the board, and the presence of at least one diverse director on the board.

## Proposals by Management | M&A / structure

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Advise on merger related compensation</b>	World	United States	We generally recommend FOR when all of the following conditions are met: 1) The payout to the executive is reasonable (less than 3x severance package), 2) the payout is triggered after the transaction closes, 3) Payouts do not accelerate vesting of equity awards or 4) payouts only occur given the executive's termination.	We generally recommend FOR when 1) the total severance package doesn't exceed 3X the previous year's CAP for the highest paid NEO.
<b>Advise on merger related compensation</b>	United States		We generally recommend FOR when all of the following conditions are met: 1) The payout to the executive is reasonable (less than 3x severance package), 2) the payout is triggered after the transaction closes, 3) Payouts do not accelerate vesting of equity awards or 4) payouts only occur given the executive's termination.	We generally recommend FOR when 1) the total severance package doesn't exceed 3X the previous year's CAP for the highest paid NEO 2) there is no excise tax gross-up and 3) the payment is double-trigger.
<b>Approve an anti-takeover measure(s)</b>	Australia		We generally recommend FOR if the following conditions are met: it is a family controlled entity, there is a change in ownership, and if the meeting is not contested.	This proposal is considered on a case-by-case basis by the guidelines committee.
<b>Change the domicile / jurisdiction of incorporation</b>	World		We generally recommend FOR because according to our policy, changing the Company's legal domicile is necessary to align the legal structure of the Company in a manner that is more	We generally recommend FOR when the shareholders will maintain the same or similar rights.

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			consistent with their business objectives.	
<b>Remove an antitakeover provision(s)</b>	World		We generally recommend FOR if the following conditions are met: it is a family controlled entity, there is a change in ownership, and if the meeting is not contested.	We recommend FOR this Proposal, because, according to our policy, the removal of the antitakeover provision can increase shareholder value by enhancing market responsiveness and facilitating potential takeovers that may lead to premium buyouts.

## Proposals by Management | Mutual Fund

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Approve the sub-investment advisory agreement</b>	World		We generally recommend FOR if the following conditions are met: the investment fees are reasonable (3% or less) and the investment strategy is cogent.	We generally recommend FOR sub-investment advisory agreements when the sub-advisory fees are paid by the primary adviser and the investment strategy is cogent.

## Proposals by Management | Shareholder Rights

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Eliminate preemptive rights</b>	United Kingdom		We generally recommend FOR because according to our policy, the elimination of pre-emptive rights would provide the Company with greater flexibility to finance	We generally recommend FOR because according to our policy, the elimination of pre-emptive rights would provide the Company with greater flexibility to finance

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
			business opportunities and conduct a rights issue without being restricted by the stringent requirements of statutory pre-emption provisions.	business opportunities and conduct a rights issue without being restricted by the stringent requirements of statutory pre-emption provisions.
<b>Establish the right to call a special meeting</b>	World		We generally recommend FOR if at least 10% of voting shares are required to call a special meeting.	We generally recommend FOR if the proposal will strengthen shareholder rights (i.e. lower the threshold required to call a special meeting).

## Proposals by Management | Other

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Ratify decisions made in the prior fiscal year</b>	Western Europe, Eastern Europe & Central Asia		We generally recommend FOR if the following conditions are met: the act is specified OR the act is related to the distribution of dividends, release from liability, or decisions made in the fiscal year that has ended.	We generally recommend FOR when the act is related to routine matters such as the distribution of dividends, release from liability, or decisions made in the fiscal year that has ended.

## Proposals by Shareholders | Auditor

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Appoint an auditor</b>	World		We generally recommend FOR the auditor when the following conditions are met: 1) non-audit fees do not make up a substantial proportion of all fees the auditor is charging the company; 2) auditor tenure < 20 years; 3) total auditor fees (universe percentile) < 75th percentile; and 4) total auditor sanctions, last 10 years < 10. The purpose is to maintain some independence for the auditor.	We generally recommend a vote AGAINST because according to our policy, the appointment of auditors is a responsibility entrusted to the board of directors, specifically the Audit Committee. In our view, the procedures governing the selection of auditors adhere to standard corporate governance and accounting practices. Unless there are significant concerns that could jeopardize the integrity and independence of the auditors, we believe that approving this proposal is neither necessary nor justified at this time.
<b>Rotate the auditor</b>	World		We generally recommend FOR because according to our policy, this will ensure auditor independence and integrity of the audit quality.	We generally recommend FOR when the auditor is proposed to be rotated no more frequently than every seven years.

## Proposals by Shareholders | Climate / Resources

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Report on the company's climate plan / emissions / resource use</b>	World		We generally recommend FOR because according to our policy, improved transparency and accountability will enhance	We generally recommend FOR these shareholder proposals when they do not aim to discourage the climate plan, but instead to shed light on possible



			the Company's commitment to long-term sustainability.	risks/unintended consequences of the plan.
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## Proposals by Shareholders | Compensation

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Amend the clawback provision</b>	World		We generally recommend FOR because according to our policy, the proposed clawback amendment would address problematic circumstances, ensuring the policy is applicable in cases where executive compensation needs to be recouped due to misconduct or other inappropriate behavior, thereby reinforcing accountability and protecting shareholder interests.	We generally recommend FOR when the proposal is only asking to expand the clawback provision to include fraud and misconduct.
<b>Deduct stock buybacks from pay</b>	World		We generally recommend FOR because according to our policy, deducting stock buybacks from executive pay ensures that the Company incentivizes senior executives to focus on driving long-term growth while safeguarding the Company's operations and reputation, rather than relying on short-term stock price increases that may not reflect sustainable performance.	We generally recommend AGAINST because according to our policy, adoption of the proposal will not enhance the Company's compensation decision-making process.
<b>Discontinue stock option and bonus programs</b>	World		We generally recommend FOR when the total compensation is reasonable	We generally recommend FOR this resolution when the company has failed our

			considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a 'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	executive compensation test.
<b>Include legal/compliance costs in adjustments</b>	World		This proposal is considered on a case-by-case basis by the guidelines committee.	We recommend FOR this Proposal, because according to our policy, including legal and compliance costs in performance adjustments ensures that the financial impact of executive decisions is fully reflected, thereby promoting accountability and aligning compensation with effective risk management.
<b>Report on executive compensation</b>	World		We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following governance requirements: 1) the company did not have an unjustified performance metric change without shareholder approval, 2) the company does not have a	We generally recommend FOR because according to our policy, the disclosure being requested in the proposal will enhance the Company's executive compensation structure to be commensurate to the skills and expertise of the directors and aligned with the interests of the Company and its shareholders

			'pay-for-failure' severance provisions and 3) the company has a no-trigger or single-trigger change-in-control provision.	
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## Proposals by Shareholders | Health, Safety & Operations

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Report on data privacy</b>	World		We generally recommend FOR unless one of the following is true: 1) the report is clearly and fully redundant with other reporting required of the Company; or 2) The proposal relates to abortion or reproductive rights.	We generally recommend AGAINST when the report is clearly and fully redundant with other reporting required of the Company.
<b>Report on maternal health outcomes</b>	World		We generally recommend AGAINST because according to our policy and given the current applicable laws and regulations that the Company must comply with, we do not believe that the requested report would add meaningful value to the policies, processes, practices, and resources that are already in place. Additionally, approval of this proposal would result in the Company incurring unnecessary costs and expenses as it is in the best interests of shareholders for the board to manage the Company's disclosures and risks.	We generally recommend FOR if the proposal is not seeking to encourage access to abortion.

## Proposals by Shareholders | Human Resources and Rights

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Report on collective bargaining/union relations</b>	World		We generally recommend FOR unless one of the following is true: 1) the report is clearly and fully redundant with other reporting required of the Company or 2) the disclosure is an audit.	We generally recommend AGAINST when the report is clearly and fully redundant with other reporting required of the Company.

## Proposals by Shareholders | Legal and Compliance

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Report on employee arbitration claims</b>	World		This proposal is considered on a case-by-case basis by the guidelines committee.	We generally recommend FOR because according to our policy, shareholders will benefit from the preparation of a public report on the impact of mandatory arbitration on the Company's employees and workplace culture. The report would provide transparency regarding the effects of mandatory arbitration clauses on employee relations, dispute resolution, and overall workplace morale. By gaining a clearer understanding of these dynamics, shareholders would be better informed to assess whether the Company's policies are aligned with best practices

				for employee well-being and organizational success.
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## Proposals by Shareholders | M&A / Structure

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Request an M&amp;A / restructure</b>	World		We generally recommend AGAINST because given the current circumstances of the Company, we believe that the requested restructuring is unwarranted and unnecessary.	This proposal is considered on a case-by-case basis by the guidelines committee.

## Proposals by Shareholders | Shareholder rights

Proposal	Region(s) to Include	Region(s) to Exclude	2025 Vote Recommendation	2026 Vote Recommendation
<b>Establish the right to call a special meeting</b>	World		We generally recommend FOR if at least 10% of voting shares are required to call a special meeting.	We generally recommend FOR if the proposal will strengthen shareholder rights (i.e. lower the threshold required to call a special meeting).

### III. New Categories

Every proposal on every ballot is sorted into one of hundreds of categories. The following categories were added in 2026 to add additional granularity and clarity to the Policy and methodology.

#### Proposals by Management | Accounting

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Approve a special transactions financial report</b>	China, Western Europe, Latin America		We recommend FOR this Proposal, because according to our policy, approving the special transactions financial report ensures transparency and gives shareholders a clear overview of significant transactions, supporting informed decision-making.

#### Proposals by Management | Auditor

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Ratify auditor AND director remuneration</b>	World		We generally recommend FOR the auditor when the following conditions are met: 1) non-audit fees do not make up a substantial proportion of all fees the auditor is charging the company; 2) auditor tenure is less than or equal to 7 years and 3) total auditor fees (as a universe percentile according to market cap categories) <90th percentile. The purpose is to maintain some independence for the auditor.
<b>Ratify the appointment of a non-statutory auditor</b>	World		We recommend FOR this Proposal, because according to our policy, ratifying the appointment of a non-statutory auditor strengthens oversight and reinforces the integrity of reporting.
<b>Ratify the appointment of a special transactions auditor</b>	China, Western		We recommend FOR this Proposal, because according to our policy, ratifying the appointment of a special transactions auditor ensures



	Europe, Latin America		independent review of significant transactions and strengthens disclosure and transparency.
<b>Ratify the appointment of statutory AND sustainability auditors</b>	Western Europe		We generally recommend FOR the auditor when the following conditions are met: 1) non-audit fees do not make up a substantial proportion of all fees the auditor is charging the company; 2) auditor tenure is less than or equal to 7 years and 3) total auditor fees (as a universe percentile according to market cap categories) <90th percentile. The purpose is to maintain some independence for the auditor.

## Proposals by Management | Capitalization

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Approve adjustment in the share repurchase price</b>	Emerging & Frontier Asia-Pacific		We recommend FOR this Proposal, because according to our policy, allocating corporate earnings through appropriate distribution of profits, surplus, or retained earnings supports shareholder interests and long-term value creation.
<b>Approve capital utilization/cash management</b>	Emerging & Frontier Asia-Pacific		We recommend FOR this Proposal, because according to our policy, the proposed capital or cash utilization enables the company to support its strategic initiatives and efficiently finance its operations.
<b>Approve credit and/or debt financing</b>	Emerging & Frontier Asia-Pacific		We recommend FOR this Proposal, because according to our policy, approving credit or debt financing provides the company with the necessary capital to support strategic initiatives, maintain liquidity, and ensure financial flexibility.
<b>Create a new class of shares</b>	World		We generally recommend FOR these proposals when the new class of shares to be created will not have blank-check authority and will not have superior voting rights to the existing class of shares.
<b>Reclassify/convert shares</b>	World		We generally recommend FOR if the conversion would provide equal rights to shareholders.

## Proposals by Management | Compensation

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Approve future executive remuneration</b>	Western Europe, Eastern Europe & Central Asia, Middle East & North Africa		We generally recommend FOR when the proposed compensation includes performance-based metrics.
<b>Approve the executive compensation policy</b>	United States, United Kingdom		We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price, and considering the following requirements: 1) the compensation plan includes specific and defined performance metrics and 2) the company made changes to the executive compensation plan if the company received less than 70% approval on the most recent say-on-pay/remuneration policy or remuneration report vote.
<b>Approve the executive compensation policy</b>	World	United States, United Kingdom	We generally recommend FOR when the total compensation is reasonable considering the company's performance as measured by change in adjusted stock price.
<b>Approve the non-executive directors' compensation</b>	Emerging & Frontier Asia-Pacific, Western Europe, Eastern Europe & Central Asia		We recommend FOR this Proposal, because according to our policy, the proposed non-executive directors' compensation is commensurate with their contributions and supports the company in remaining competitive in attracting and retaining skilled board members.

## Proposals by Management | Directors

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Approve election and remuneration for the executive director(s)</b>	Developed Asia-Pacific, Western Europe		We generally recommend FOR when the director(s) passes our election of director test and the executive compensation passes our test. If any director or the executive compensation does not pass our tests, we will recommend against the proposal.
<b>Approve election and remuneration for the non-executive director(s)</b>	United Kingdom		We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the company, the presence of zombie directors on the board, overboarding, the percentage of independent directors on the board, the implementation of previously approved shareholder proposals, and the presence of at least one diverse director on the board.
<b>Approve election and remuneration for the non-executive director(s)</b>	Developed Asia-Pacific, Western Europe	United Kingdom	We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the company, overboarding, the percentage of independent directors on the board, and the presence of at least one diverse director on the board.
<b>Elect directors and appoint the auditor</b>	Western Europe		We generally recommend FOR when the director(s) passes our election of director test and the auditor passes our auditor ratification test. If any director or the auditor does not pass our tests, we will recommend against the proposal.
<b>Elect multiple directors to the board</b>	World	United States, United Kingdom	We generally recommend FOR when each director passes our election of director test. If any director does not pass this test, we will recommend against the proposal.

## Proposals by Management | M&A / Structure

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Adopt an anti-greenmail provision</b>	World		We generally recommend FOR because according to our policy, the adoption of an anti-greenmail provision will prevent the likelihood of potential hostile takeover which could be detrimental to the shareholders' interests.
<b>Approve an extension amendment proposal (for SPACs)</b>	World		We generally recommend FOR when the trust deposit payment is not less than the previous trust deposit payment.

## Proposals by Management | Meeting and Proxy Statement

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Approve administrative and/or procedural items</b>	World		We recommend FOR this Proposal, because according to our policy, approving administrative and procedural items related to the convening of shareholder meetings ensures proper organization, compliance with governance requirements, and smooth conduct of proceedings.
<b>Indicate if you are a controlling shareholder or have a personal interest in the proposal</b>	Canada, Israel, Latin America		This test will indicate NO if the shareholder is not a controlling shareholder and does not have a personal interest in the approval of this proposal.

## Proposals by Management | Mutual Fund

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Approve the reorganization</b>	World		This proposal is considered on a case-by-case basis by the guidelines committee.
<b>Convert the closed-end fund to an open-end fund</b>	World		We generally recommend FOR because according to our policy, the conversion to an open-end fund would provide for portfolio diversification hence reducing the Company's risk exposure, and at the

			same time providing greater liquidity to its shareholders.
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## Proposals by Management | Shareholder Rights

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Adopt an advanced notice requirement</b>	Canada		We generally recommend FOR when the policy stipulates that nominations must be submitted no later than 30-65 days before the annual meeting and that nominations must be submitted no earlier than 30-65 days prior to the annual meeting.
<b>Adopt an advanced notice requirement</b>	United States, Australia		We generally recommend FOR when the policy stipulates that nominations must be submitted no later than 60-90 days prior to the annual meeting and that nominations must be submitted no earlier than 120-150 days prior to the annual meeting.
<b>Adopt/increase proxy access</b>	World		We generally recommend a vote FOR because according to our policy, shareholders should have the right to nominate their own representatives to the board. Proxy access would enhance the Company's governance by empowering shareholders with greater influence over the direction of the company, fostering more accountability and alignment with shareholder interests.

## Proposals by Management | Voting

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Approve plurality voting</b>	World		We generally recommend FOR plurality voting when plurality voting will only be used in contested situations. In uncontested situations, we do not prefer for plurality voting to be used.

## Proposals by Management | Other

Proposal Category	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Approve appointment of a (non-director) executive</b>	Middle East & North Africa, Western Europe, Eastern Europe & Central Asia		We recommend FOR this Proposal, because according to our policy, approving the appointment of the executive ensures the company has the necessary management in place to support operational continuity.
<b>Approve other company policies</b>	World		This proposal is considered on a case-by-case basis by the guidelines committee.
<b>Approve the appointment of a (director) executive</b>	World		We generally recommend FOR when the change in adjusted stock price over the director's tenure is not poor (given that the director tenure is at least three years). Additionally, the following governance factors are considered: director attendance, independence on key committees, the cybersecurity score of the company, overboarding, the percentage of independent directors on the board, and the presence of at least one diverse director on the board.
<b>Approve the convening of the corporate assembly</b>	Western Europe		We generally recommend FOR because approval of the convening of the corporate assembly or shareholders' meeting is in the best interests of the Company and its shareholders.
<b>Approve the staking consideration</b>	World		We recommend FOR the Proposal, because according to our policy, approving staking consideration in blockchain networks enhances yield by supporting network security and transaction validation. This complies with regulatory standards, reflecting responsible digital asset management and industry best practices.
<b>Approve the staking fee</b>	World		We recommend FOR approval of the staking fee, because according to our policy, the fee helps cover the Company's operational costs associated with staking activities. The fee aligns with industry standards and ensures transparency and fairness to clients in digital asset staking services.



Reimburse proxy contest expenses	World		This proposal is considered on a case-by-case basis by the guidelines committee.
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## Proposals by Shareholders | Capitalization

Proposal	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
Create a new class of shares	World		We generally recommend FOR these proposals when the new class of shares to be created will not have blank-check authority and will not have superior voting rights to the existing class of shares.
Reclassify/convert shares	World		We generally recommend FOR if the conversion would provide equal rights to shareholders.

## Proposals by Shareholders | Compensation

Proposal	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
Change the use of ESG metrics in compensation	World		We generally recommend FOR when the proposal seeks to include ESG metrics in compensation.

## Proposals by Shareholders | Health, Safety & Operations

Proposal	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
Report on worker health and safety	World		We generally recommend AGAINST when the report is clearly and fully redundant with other reporting required of the Company.

## Proposals by Shareholders | Human Resources and Rights

Proposal	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
Provide a human rights impact assessment	World		We generally recommend a vote AGAINST because, while human rights impact assessments (HRIAs) are valuable for identifying and mitigating risks, mandating rigid reporting can undermine their effectiveness. Such reporting requirements may

			encourage superficial compliance without meaningful human rights improvements.
<b>Request the company cease or re-evaluate DEI activities</b>	World		We generally recommend AGAINST this Proposal because, according to our policy, requests to cease or re-evaluate DEI activities risk undermining the significant benefits that diversity, equity, and inclusion bring to the company. Scaling back these efforts could also negatively affect talent attraction, retention, and overall company performance.

## Proposals by Shareholders | Shareholder Rights

Proposal	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Adopt a fair elections/advance notice bylaw</b>	Canada		We generally recommend FOR when the policy stipulates that nominations must be submitted no later than 30-65 days before the annual meeting and that nominations must be submitted no earlier than 30-65 days prior to the annual meeting.
<b>Adopt a fair elections/advance notice bylaw</b>	United States		We generally recommend FOR when the policy stipulates that nominations must be submitted no later than 60-90 days prior to the annual meeting and that nominations must be submitted no earlier than 120-150 days prior to the annual meeting.
<b>Adopt/increase proxy access</b>	World		We generally recommend FOR when the proposed ownership requirement is at least 3%.
<b>Allow virtual-only shareholder meetings</b>	World		We recommend AGAINST this Proposal, because according to our policy, virtual meetings should complement, not replace, in-person shareholder meetings, as relying solely on them may undermine transparency and shareholder participation.

## Proposals by Shareholders | Voting

Proposal	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Adopt confidential voting</b>	World		We generally recommend FOR because according to our policy, approval of the proposal will preserve the confidentiality and integrity of vote outcomes.
<b>Approve cumulative voting</b>	World		We generally recommend AGAINST because according to our policy cumulative voting could make it possible for an individual shareholder or group of shareholders with special interests to elect one or more directors to the Company's Board of directors to represent their particular interests. Such a shareholder or group of shareholders could have goals that are inconsistent, and could conflict with, the interests and goals of the majority of the Company's shareholders.

## Proposals by Shareholders | Other

Proposal	Region(s) to Include	Region(s) to Exclude	Vote Recommendation
<b>Reimburse proxy contest expenses</b>	World		This proposal is considered on a case-by-case basis by the guidelines committee.

## IV. Legal Disclaimer

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