

## MIFL Proxy Voting Results – Q2 2025



Mediolanum International Funds Limited (“MIFL”) created a custom voting policy in 2021 to align its voting activity with core United Nations Sustainable Development Goals (“SDGs”) related to climate, governance, and sustainability best practices. As such, our Policy evaluates climate oversight and disclosure and seeks to promote best practice with respect to a company’s climate-related initiatives and policies. It makes voting decisions that both promote a transition to a low-carbon future and that make sense from a financial perspective in the context of a company’s operations by considering a company’s size, sector, and exposure to material environmental risk. This is guided by the Task Force on Climate-related Financial Disclosures, which is based on four pillars: governance, strategy, risk management, and metrics and targets. The proxy voting policy also integrates additional elements concerning Governance and Sustainability principles to reflect best governance practices.

The purpose of this document is to detail MIFL’s full voting activity for Q2 2025. This document will breakdown all votes against management resolutions and compare the support levels of the shareholder resolutions MIFL voted. Additionally, there will be a primary focus on Election of Directors, remuneration proposals and other governance and sustainability principles, to identify any issues or areas for improvement, and highlight key areas where the policy could be updated based on new market trends or increased opportunity for automation.

## KEY FINDINGS

A key pillar of MIFL's voting policy is emphasis on ensuring that companies have effective climate strategies aligned with UN SDGs 7 (Affordable and Clean Energy), 12 (Responsible Consumption and Production), and 13 (Climate Action). Like last year, there were no specific proposals related to SDG 7 & 12. The MIFL Voting Policy would support proposals that seek to improve either disclosure or company practice with respect to affordable and clean energy and responsible consumption. The focus on holding boards accountable for creating and executing sound climate risk mitigation strategies should result in companies that have effective management of the areas covered by SDG 7 and 12. MIFL's voting was most aligned with SDG 13 given the broad nature of the SDG as it focuses on taking action to manage climate change and its impacts.

Greenhouse gas emissions play a big part in managing climate change. For Q2 2025, MIFL voted on a variety of proposals that deal with GHG emissions, from holding directors accountable for risk mitigation strategies to supporting shareholder proposals that seek further disclosure on companies' GHG emissions and strategies. MIFL voted against 106 directors for failure to adopt GHG emission targets, 7 directors for insufficient oversight of sustainability issues.

- 106 directors at 43 companies for failure to adopt GHG emissions targets.
- 7 directors at 6 companies for sustainability issues.
- 12 directors at 12 company for failure to adopt net zero targets.
- 125 directors at 41 companies for failure on the report to SASB.

MIFL also voted against 153 compensation proposals where there was failure to incentives the mitigation of climate and environmental risks. This demonstrates a clear commitment to integrating climate risk management into the evaluation of effective board oversight and holding companies accountable for failure to address climate action in a meaningful way. MIFL also voted in favour of shareholder proposals requesting companies to provide reporting on their actions with respect to climate change. Supporting these shareholder proposals sends a clear message to company management that MIFL is committed to advocating for appropriate climate related disclosure.

## VOTES AGAINST MANAGEMENT ANALYSES

Votes Against Management					
Proposal Category	Against Management	Against Management %	With Management	With Management %	Grand Total
Audit/Financials	384	14%	3651	86%	4261
Board Related	1870	20%	9374	80%	11749
Capital Management	440	25%	1624	75%	2156
Changes to Company Statutes	53	6%	791	94%	898
Compensation	699	24%	1911	76%	2958
M&A	7	8%	135	92%	147
Meeting Administration	37	12%	470	88%	536
Other	26	39%	233	61%	383
SHP: Compensation	16	42%	32	58%	55
SHP: Environment	57	69%	27	31%	86
SHP: Governance	74	50%	110	50%	222
SHP: Misc	1	20%	4	80%	5
SHP: Social	39	32%	80	68%	117
<b>Grand Total</b>	<b>3703</b>	<b>22%</b>	<b>18442</b>	<b>78%</b>	<b>23573</b>

Of the 3,703 votes against management, 1,870 were board related, or about 50.49%. Of the board related proposals, votes against management most frequently occur in the election of director proposals, accounting for 1,548 or 82.78% of all votes against management in the board-related category. MIFL's policy is to generally vote for the election of directors, except for the provisions listed in MIFL's guidelines. The primary drivers for votes against management on the election of directors are:

- The nominee is not independent, and the board is not majority independent – accounts for 521 votes against management.
- There is insufficient female representation on the board of directors – accounts for 377 votes against management
- Vote against ESG committee of tier 3 company if the company does not report to SASB – accounts for 202 votes against management.
- The nominee is not independent and serves on the Audit Committee that lacks sufficient independence – accounts for 94 votes against management.
- The nominee is not independent and serves on the Compensation Committee that lacks sufficient independence – accounts for 94 votes against management.

Of the 3,703 votes against management, 699 were compensation related, or about 18.87%. Of the compensation related proposals, votes against management were spread evenly amongst compensation plans for executive directors, non-executive directors and employees of the Company, accounting for 457 or 65.3% of all votes against management in the compensation-related category. MIFL's policy is to generally vote for compensation, except for the provisions listed in MIFL's guidelines. The primary drivers for votes against management on the election of directors are:

- The LTIP performance period is too short – accounts for 235 votes against management.
- Awards vesting below median performance – accounts for 126 votes against management
- Failure to incentivise mitigation of material E&S risks – accounts for 76 votes against management.

Of the 485 shareholder proposals, MIFL voted 187 or approximately 38.55% of all shareholder proposals against management. This quarter, the trends that emerged were mostly related to climate and board governance. Votes against management on shareholder proposals concentrate in the following:

- **Shareholder Proposal Regarding Golden Parachutes** - Accounted for 16 proposals, or about 8.5% of all shareholder proposal votes against management. MIFL supports the approval of Severance Agreements Greater Than 2.99% with shareholder consultation before the Company enters into severance agreements that provide benefits exceeding 2.99 times salary and bonus
- **Shareholder Proposal Regarding Right to Call a Special Meeting** - Accounted for 31 proposals, or 16.5% of all shareholder proposal votes against management. This proposal views a 10% threshold for calling a special meeting an appropriate level for shareholders.
- **Shareholder Proposal Regarding Independent Board** – Accounted 16 proposals, or about 8.5% of all shareholder proposal votes against management. MIFL supports an independent chair to oversee the executive directors.
- 7,615 Shareholder Proposal Regarding Report/Action on Climate Change Adoption – Accounted for 17 proposals, or about 9.09% of all shareholder proposal votes against management.
- 2,611 Shareholder Proposal Regarding Environmental Report – Accounted for 7 proposals, or about 3.74% of shareholder proposal votes against management. The topic of these proposals is based on sustainability-oriented information (SASB), showing MIFL's continued support to allow shareholders to more fully assess risks presented by climate change and sustainability.

## BOARD ACCOUNTABILITY & OVERSIGHT

- **Total Unique Meetings:** 1,446
- **Total Unique Proposals:** 11,835
- **Voting Alignment with Policy Recommendations:** 100%

Board-related proposals were voted consistently in line with the policy recommendations for Q2 2025.

A core pillar of MIFL's policy is a strong emphasis on long-term governance best practices, as well as climate-related oversight and risk mitigation. Currently, the policy dictates voting against the following issues:

### **All Companies**

- The board is not at least majority independent – accounts for 521 votes against management.
- There is insufficient female representation on the board of directors – accounts for 377 votes against management
- The compensation committee is not fully independent – accounts for 229 votes against management.
- The audit committee is not fully independent – accounts for 206 votes against management.
- The members on the nominating/governance committee if the board has an average tenure of greater than ten years and the board has had fewer than one new board nominees in the last 5 years – accounts for 3 votes against management

MIFL voted against consistently in line with the policy for:

- 105 directors for failure to adopt science based GHG emissions targets.
- 105 directors at 41 companies for failure to adopt GHG emissions targets.
- 12 directors at 6 companies for sustainability issues.
- 13 directors at 12 companies for failure to adopt net zero targets.
- 11 directors at 5 companies for failure on the report to SASB.

## REMUNERATION

- **Total Unique Meetings:** 1,268
- **Total Unique Proposals:** 3,044
- **Voting Alignment with Policy Recommendations:** 100%

Remuneration-related proposals encompass a variety of voting items and voted consistently in line with the policy recommendations for this year and last year's proxy seasons.

Remuneration-related proposals encompass a variety of voting items and voted consistently in line with the policy recommendations for this year and last year's proxy seasons. Like the board related proposals, no meaningful change in MIFL's votes against remuneration proposal in Q2 2025 when compared with 2024.

The MIFL Voting Policy incorporates environmental and social factors when reviewing a company's remuneration program. At a minimum, companies are expected to have a link between remuneration and environmental considerations. For those companies that have greater exposure to environmental and climate-related issues, the expectation is that executives are adequately incentivised to act in ways that mitigate a company's climate impact. The following statistics provide a clear view of the climate voting on remuneration proposals for MIFL policy:

- 2 companies for the failure to incentivize mitigation of climate related issues
- 5 companies for the failure to incentivize mitigation of material environmental risks
- 138 companies for the failure to incentivize mitigation of material environmental and social risks.

Additionally, the MIFL Voting Policy applies certain best practice principles for effective remuneration programs. The inclusion of more specific guidance last year on the components of the remuneration program resulted in consistent vote in line with policy for remuneration proposals:

- Compensation plans being too short term focused – accounts for 244 votes against management.
- Failure to incentivize mitigation of material E&S risks – accounts for 143 votes against management
- Allowing awards vest below median performance – accounts for 135 votes against management.
- Allowing retesting of performance conditions – accounts for 7 votes against management.

## SHAREHOLDER PROPOSALS REGARDING THE ENVIRONMENT

- **Total Unique Meetings:** 59
- **Total Unique Proposals:** 75
- **Voting Alignment with Policy Recommendations:** 100%

The MIFL Voting Policy will generally support all proposals requesting enhanced disclosure of or strategies to mitigate a company's climate-related risks. For example, regardless of industry, the MIFL's policy supports proposals requesting that companies disclose information concerning their scenario analyses or that request the company provide disclosure in line with certain reporting recommendations, such as those promulgated by the TCFD. Further, the policy will support proposals requesting a company consider energy efficiency and renewable energy sources in its project development and overall business strategy.

Shareholder proposals regarding Climate Transition Policies, Climate Action Plans, and Reduction of GHG Plans were prominent across MIFL's holdings in 2025 and strongly aligned with the objectives of SDG 13 – Climate Action. See a breakdown of MIFL's voting activity below. Votes against management means that MIFL voted For the shareholder proposal and management recommended voting Against the shareholder proposal.

### **Votes Against Management:**

- Shareholder Proposal Regarding Disclosure of GHG Emissions – 6 votes against management in 6 companies
- Shareholder Proposal Regarding Report/Action on Climate Change – 36 votes against management in 29 different companies
- Shareholder Proposal Regarding Environmental Report – 7 votes against management in 5 different companies
- Shareholder Proposal Regarding Reporting and Reducing Greenhouse Gas Emissions – 8 votes against management in 8 different companies
- Shareholder Proposal Regarding Formation of Environmental/Social Committee of the Board – 1 vote against management in 1 company

The primary reason MIFL supported all these proposals is that their adoption will enhance shareholders' ability to assess the risks associated with climate change.

### **Votes With Management:**

- Shareholder Proposal Regarding Formation of Environmental/Social Committee of the Board – 2 votes with management in 2 different companies
- Shareholder Proposal Regarding Report/Action on Climate Change – 5 votes with management in 5 different companies
- Shareholder Proposal Regarding Climate Lobbying – 3 votes with management in 3 different companies
- Shareholder Proposal Regarding Environmental Report – 4 votes with management in 4 different companies
- Shareholder Proposal Regarding Reporting and Reducing Greenhouse Gas Emissions - 1 vote with management in 1 company



- Shareholder Proposal Regarding Misc. Energy/Environmental Issues - 3 votes with management in 3 different companies
- Shareholder Proposal Regarding Report/Action on Climate Change - 2 votes with management in 2 different companies
- Shareholder Proposal Regarding Phase out of Nuclear Power - 2 votes with management in 2 different companies
- Shareholder Proposal Regarding Misc. Environmental Issue - 5 votes with management in 3 different companies

MIFL primarily voted with management on shareholder proposals related to environmental issues in cases where the proposals were deemed anti-social (12 proposals across 12 different companies) or where greenhouse gas (GHG) emissions were not considered financially material to the company.

## APPENDIX 1 – BOARD-RELATED

Issue Code	Description	For	Against	Abstain
100	Election of Directors	3558	492	6
140	Director & Officer Liability/Indemnification		32	
5100	Election of Directors	3553	1042	13
5101	Election of Directors (Slate)	30	9	1
5102	Election of Non-Principal Members (Chair, alternates, censors)	66	32	
5103	Slate Elections Bundled with Other Items	3	1	3
5104	Election of Directors (Bundled Issues)	4	5	
5105	Election of Statutory Auditors	54	17	
5108	Election of Alternate Statutory Auditor	19		
5115	Election of Shareholder Representatives	24	2	
5122	Election of Directors (Management Board)	21		
5125	Approval of Committee Guidelines/Appointment of Committee	38	3	1
5130	Election of Board Committee Members	223	44	2
5136	Approve Supervisory Council	27	20	16
5140	Election of Supervisory Board	150	66	
5145	Ratification of Co-Option of a Director	21	15	
5170	Board Size	77	1	
5180	Indemnification of Directors/Officers	13		7
5190	Removal/Resignation of Director	15		
5195	Misc. Management Proposal Regarding Board	9	2	
5700	Ratification of Board Acts	853	6	19
5720	Ratification of Management Acts	202	2	2
5740	Related Party Transactions	327	20	1
5745	Special Auditors Report on Regulated Agreements	46	2	
Grand total		9333	1815	71

## APPENDIX 2 - REMUNERATION

Issue Code	Description	For	Against	Abstain
300	Approval of the [Equity Compensation Plan]	29	1	
310	Amendment to the [Equity Compensation Plan]	62	6	
320	Approval of the [Employee Stock Purchase Plan]	10		
605	Advisory Vote on Executive Compensation	242	226	
607	Advisory Vote on Golden Parachutes	2		
5300	Approval of the [Equity Compensation Plan]	48	41	
5310	Amendment to the [Equity Compensation Plan]	20	13	
5312	Approval of the Restricted Stock Plan	21	4	
5313	Amendment to the Restricted Stock Plan	12		
5316	Capital Proposal to Implement Equity Compensation Plan	99	13	
5320	[Equity Compensation Plan] for Subsidiary	1		
5322	Performance Share Plan			
5340	[Equity] Grant	9	1	
5350	Trust Type Equity Plans (Japan)	6		
5370	Amendment to the [Employee Stock Purchase Plan]	1	1	
5380	Employee Incentive Plan	7	1	
5395	Authority to Issue Bonds with Warrants to Employees			
5500	Directors' Fees	178	8	3
5501	Directors and Auditors' Fees	7	1	
5505	Non-Executive Remuneration Policy (Forward-Looking)	447	19	9
5510	Supervisory Board/ Corp Assembly Fees	40	1	
5520	Statutory Auditors' Fees	12		
5600	Remuneration Report	323	231	
5601	Employment Agreement	25	2	
5603	Approval of Executive Remuneration (Fixed)	6		
5605	Remuneration Policy	160	102	
5610	Bonus	5	4	
5695	Misc. Proposal Regarding Compensation	29	1	
Grand Total		1801	676	12

## APPENDIX 3 – SHP: ENVIRONMENT

Issue Code	Description	For	Against	Abstain
2155	SHP Regarding Formation of Environmental/Social Committee of the Board	1	2	
2605	SHP Regarding Report/Action on Climate Change	19	5	
2606	SHP Regarding Climate Change	18	2	
2611	SHP Regarding Environmental Report	7	4	
2686	SHP Regarding Reporting and Reducing Greenhouse Gas Emissions	8	1	
2690	SHP Regarding Report on Antibiotics in Animal Agriculture			
2695	SHP Regarding Misc. Energy/Environmental Issues		3	
7615	SHP Regarding Climate Change	18	2	
7630	SHP Regarding Phase out of Nuclear Power		2	
7695	SHP Regarding Misc. Environmental Issue		6	
Grand Total		71	27	