Activity Report Asset Stewardship

Stewardship Activity Report

Q3 2024

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This report covers State Street Global Advisors' stewardship activities in Q3 2024. The report features our observations of CEO succession trends, reflections from opposition to material sustainability-related risks, and engagement insights from our discussions with water utility companies in the United Kingdom.

Q3 2024 Voting and Engagement Breakdown



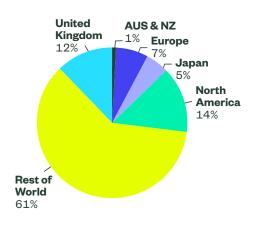
| Management Proposals | ZJ.UHU | | | | |
|-------------------------|--------|-----|--|--|--|
| Votes For | 19,359 | 84% | | | |
| Votes Against | 3,681 | 16% | | | |

| Shareholder Proposals | 820 | | | |
|-----------------------------|-----|--------|--|--|
| Votes with Management | 774 | 94% | | |
| Votes Against Management | 46 | 6% | | |
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| | | Ε | S | G |
|---------------------------|-----|-----|-----|-----|
| Q3 2024 Engagements | 183 | 50 | 66 | 158 |
| Q1-Q3 2024 Engagements | 697 | 186 | 284 | 584 |



Voting by Region Q3 2024



Source: State Street Global Advisors, as of 30 September 2024.

Source: State Street Global Advisors, as of 30 September 2024.

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CEO Succession Planning

We view well-formed and proactive succession planning as essential to the execution of a company's long-term strategy. As such, engagements on succession planning continue to be a core topic of the Asset Stewardship Team. We believe periods without a permanent CEO or incomplete management team may present companies with challenges in setting clear strategy, making capital allocation decisions aligned with a long-term vision, and communicating effectively to stakeholders. We also view the transition process as an essential element of CEO succession planning. With this in mind, we monitor CEO turnover trends and events due to the potential impact on the long-term value of companies. After hitting a record high in 2022, we continued to see substantial executive turnover in 2023 with 180 new CEO appointments in the following indexes: ASX 200, CAC 40, DAX 40, EuroNext 100, FTSE 250, HANG SENG, Nikkei 225, S&P 500, S&P/TSX Composite and STI.¹ With the backdrop of increased executive turnover, boards should continue to provide effective oversight of the succession planning and transition process as companies navigate an increasingly competitive executive leadership market.

Through 2024 we have engaged with companies to discuss succession planning including the role of outgoing management in the transition plan. Examples of engagement questions from such discussions may include:

- What areas of expertise and qualities has the board prioritized in its succession plan?
- How has the board considered internal vs. external candidates for the position?
- If the former executives occupy board positions, how will the board ensure the incoming management team has the space to execute their own strategy?
- · How does the board demonstrate their support and confidence in new leadership?
- What milestones has the board set for the transition process?
- How does the board consider employee retention in compensation plan design?

Throughout our conversations with global companies on this topic, we have observed best practices with respect to the board's involvement and oversight of succession planning. We believe some of these practices may help boards assess internal talent, foster relationships with the future company leaders, and focus on retaining and motivating these key individuals. Some of these practices discussed include:

- Formal periodic talent reviews that include employees who are multiple levels under the C-suite
- · In-person interaction with key decision makers in formal and informal settings
- Opportunity for mentorship and management development for key employees
- Aligning compensation with long-term performance for individuals outside the C-suite
- 1 Russell Reynolds Associates. "Global CEO Turnover Index". 2024. https://russellreynolds.com/en/insights/reports-surveys/ global-ceo-turnover-index.

While we understand the need to retain individuals responsible for past success, we have continued to observe situations where the exit of long-tenured executives has eroded investor confidence in the company's ability to implement an effective long-term strategy for executive transition. While so called 'Boomerang CEOs' may present the best leadership opportunities in certain circumstances, such reappointments do not always provide the best outcomes for shareholders over the long term. A clear and transparent succession plan process could signal to investors that the board has thoughtfully considered the continuity of leadership as part of the company's long-term strategy.

Navigating Opposition to Sustainability-Related Risk Management and Oversight

In recent months, several companies have received pressure from stakeholders to walk back their approach to various sustainability topics including climate risk management and diversity, equity, and inclusion. Our Americas Asset Stewardship Team has had engagements with some of the companies impacted by this effort. During these conversations, our analysts reiterated our expectation that companies manage and oversee financially-material sustainability-related risks and opportunities, and disclose relevant information accordingly. While we are agnostic with respect to changes to marketing, branding, or semantics related to sustainability topics, we do expect companies to continue to manage and oversee risks that are material to their business. Additionally, we noted that some impacted companies have at least temporarily removed sustainability publications such as TCFD or EEO-1 reports from their websites. Given that we have voting policies connected to those disclosures, we may hold directors accountable at companies that no longer make those documents publicly available, and may consider leveraging our director vote to hold boards accountable for insufficient oversight and disclosure of sustainability-related risks and opportunities that are material to their businesses.

Companies facing pressure to alter their approach to sustainability topics should review their own materiality assessments and ensure that they are sufficiently managing relevant risks and opportunities. Boards and management teams that do amend their sustainability-related risk management and oversight programs should consider providing transparency about why these changes were made, and engage to offer insight into their decision. We continue to maintain consistent expectations on sustainability-related disclosures and oversight practices and will apply our proxy voting <u>policy</u>.

Engagement Insights: UK-listed Water Utilities Companies

The Asset Stewardship Team conducted a focused outreach with the three UK listed water utility companies — Pennon Group Plc (owner of South West Water), Severn Trent Plc and United Utilities Group Plc. The intention of these engagements was to better understand board oversight of management on environmental matters including their navigation of associated legal, regulatory, reputational, and financial risks. We also sought to understand the impact of this increased scrutiny on the executives, the workforce and relationships with customers and communities.

All companies were responsive to our request for engagement, and several themes arose consistently throughout each discussion. The first was the impact of extreme weather occurrences and need for climate adaptation and resilience. Company leaders mentioned the need to invest in aging infrastructure to handle more heavy rainfall events and the role of innovation and effective monitoring. One company also cited the challenge of keeping customer bills affordable while investing in infrastructure improvements. We also discussed the regulator's role in determining how capital investment is allocated to projects, and how the board was overseeing the companies' responsiveness to and engagement with regulators. We noted varying responses to the question of how much agency companies felt they had to mitigate many of the issues, as well as satisfy the regulatory requirements. Finally, we sought to understand the impact of the increased scrutiny on the attraction, retention and motivation of executives and the wider workforce.

The executives acknowledged and demonstrated awareness of the range of risks we raised and their opportunities to address them and boards indicated their active oversight of the management in relation to them. We intend to keep the dialogue open as we follow happenings in this sector that could impact the ability to generate long term value and their license to operate.

Engagement Highlights

| Company | Darden Restaurants, Inc. |
|---------------------------|--|
| Geography and Industry | GICS Sector: Consumer Discretionary Geography: United States |
| Key Topics | Climate risk management |
| Asset Class | Equity |
| Key Resolutions | N/A |
| Background | In 2022, we began taking voting action against directors of companies in major indices where the company fails to provide sufficient disclosure in accordance with the Task Force on Climate-related Financial Disclosures (TCFD) framework. As a company in the S&P 500, Darden Restaurants, Inc. (Darden) is subject to this proxy voting policy. |
| Activity | In 2023, SSGA held an engagement with Darden to discuss our proxy voting policy and the company's climate-related disclosures. During the engagement, SSGA shared feedback on the company's climate-related disclosures and encouraged enhanced disclosure in line with our policy on board oversight and disclosure of climate-related risks and opportunities. We also discussed the company's strategy for managing greenhouse gas (GHG) emissions and efforts to address Scope 3 emissions, which are the largest portion of the company's emissions footprint. At the company's 2023 AGM, SSGA withheld support from the lead independent director for failure to provide sufficient disclosure in alignment with the TCFD framework. |
| Outcome | In 2024, Darden improved disclosure on board oversight of climate-related risks, Scope 1 and 2 emissions, relevant categories of Scope 3 emissions, and its strategy for decarbonizing its operations. The company reported on efforts to improve energy efficiency and increase its use of renewable energy. SSGA engaged Darden in 2024, and the company discussed its efforts to develop climate targets, gather emissions data from its supply chain, and engage suppliers. As a result of these improvements and the progress demonstrated year-over-year, SSGA supported all board members up for election at the company's 2024 AGM. |

| Company | The Hanover Insurance Company |
|---------------------------|---|
| Geography and Industry | GICS Sector: Property and Casualty Insurance Geography: United States |
| Key Topics | Board Refreshment/Structure |
| Asset Class | Equity |
| Key Resolutions | Governance |
| Background | At the company's 2024 AGM, Management put forth a proposal to amend the Company's Certificate of Incorporation to "reorganize the Board of Directors into one class, with each director subject to election each year for a one-year term" citing feedback from shareholders as a main driver. |
| Activity | SSGA routinely engages with companies, including The Hanover Insurance Company (Hanover), on corporate governance issues including the structure and refreshment of the Board of Directors. We believe that the annual election of directors is a corporate governance best practice and a key mechanism to ensure Board and Director accountability over a range of issues. |
| Outcome | SSGA voted for the proposal and, in a recent off-season engagement, confirmed with Hanover their decision to put forth the proposal was in response to shareholder feedback. They shared that they follow how investors vote and their view that the benefits of a classified structure did not outweigh the challenges. |

Companies Engaged — Equities

| Company Name | Region | Environmental | Social | Governance |
|---|----------------|---------------|--------|------------|
| 3D Systems Corporation | North America | | • | • |
| ABB Ltd. | Europe | | | • |
| AGL Energy Limited | AUS & NZ | • | | |
| Ain Holdings, Inc. | Japan | | | • |
| Ain Holdings, Inc. (Shareholder proposal proponent: Oasis Management) | Japan | | | • |
| Alibaba Group Holding Limited | Rest of World | | | • |
| Ally Financial Inc. | North America | | | • |
| Amazon.com, Inc. | North America | | • | • |
| American Water Works Company, Inc. | North America | • | | • |
| APA Group | AUS & NZ | • | | • |
| Ashtead Group Plc | United Kingdom | | | • |
| ASML Holding NV | Europe | | | • |
| Assa Abloy AB | Europe | | • | • |
| Associated British Foods Plc | United Kingdom | | • | • |
| Atlassian Corporation | North America | | • | • |
| Avangrid, Inc. | North America | | | • |
| Banco Santander SA | Europe | | | • |
| Becton, Dickinson and Company | North America | • | • | • |
| Bio-Techne Corporation | North America | • | • | • |
| Blink Charging Co. | North America | | • | • |
| Bridgepoint Group Plc | United Kingdom | | | • |
| Canadian Western Bank | North America | | | • |
| Capital City Bank Group, Inc. | North America | | | • |
| Cardinal Health, Inc. | North America | | | • |
| Casey's General Stores, Inc. | North America | • | | • |
| Cencora, Inc. | North America | | | • |
| Centrica Plc | United Kingdom | | | • |
| Champion Iron Limited | AUS & NZ | | | • |
| Chevron Corporation | North America | | | • |
| Chipotle Mexican Grill, Inc. | North America | | • | • |
| Citizens Financial Group, Inc. | North America | | | • |
| Clean Harbors, Inc. | North America | | | • |
| Coles Group Limited | AUS & NZ | • | | |
| Commerzbank AG | Europe | | | • |
| Commonwealth Bank of Australia | AUS & NZ | • | | • |
| Compagnie Financiere Richemont SA | Europe | | | • |
| Compagnie Generale des Etablissements Michelin SCA | Europe | | | • |
| Conagra Brands, Inc. | North America | | | • |
| Constellation Brands, Inc. | North America | • | | |
| Cutera, Inc. | North America | | • | • |
| D.R. Horton, Inc. | North America | | | • |
| Darden Restaurants, Inc. | North America | • | • | |
| Dayforce, Inc. | North America | | • | • |

| Company Name | Region | Environmental | Social | Governance |
|---|----------------|---------------|--------|------------|
| Deckers Outdoor Corporation | North America | | | • |
| Deere & Company | North America | | • | • |
| Deutsche Boerse AG | Europe | | • | • |
| Diploma Plc | United Kingdom | | | • |
| dormakaba Holding AG | Europe | | | • |
| Dril-Quip, Inc. | North America | | | • |
| Enbridge Inc. | North America | | • | • |
| Enhabit, Inc. | North America | | | • |
| Enhabit, Inc. (Dissident shareholder: AREX) | North America | | | • |
| Envestnet, Inc. | North America | | | • |
| Evercore Inc. | North America | | | • |
| Exxon Mobil Corporation | North America | | | • |
| Fair Isaac Corporation | North America | • | • | • |
| FedEx Corporation | North America | • | | • |
| First Hawaiian, Inc. | North America | | • | • |
| Flutter Entertainment Plc | United Kingdom | | | • |
| Fortune Brands Innovations, Inc. | North America | | | • |
| General Mills, Inc. | North America | • | | |
| Grupo Financiero Banorte SAB de CV | Rest of World | | | • |
| Henkel AG & Co. KGaA | Europe | | • | • |
| Host Hotels & Resorts, Inc. | North America | • | • | • |
| Huntington Bancshares Incorporated | North America | | • | • |
| ICL Group Ltd. | Rest of World | • | | |
| IDEXX Laboratories, Inc. | North America | | | • |
| Illinois Tool Works Inc. | North America | | • | • |
| Innolux Corp. | Rest of World | | | • |
| International Business Machines Corporation | North America | | • | • |
| International Distribution Services Plc | United Kingdom | | | • |
| Itau Unibanco Holding SA | Rest of World | | • | • |
| Janus International Group, Inc. | North America | | | • |
| Jardine Matheson Holdings Ltd. | Rest of World | • | | • |
| JetBlue Airways Corporation | North America | | | • |
| Koninklijke Ahold Delhaize NV | Europe | • | | |
| Korn Ferry | North America | | | • |
| Lenovo Group Limited | Rest of World | | | • |
| Liontrust Asset Management Plc | United Kingdom | | | • |
| LL Flooring Holdings, Inc. | North America | | | • |
| Masimo Corporation | North America | | | • |
| Masimo Corporation (Dissident shareholder: Politan) | North America | | | • |
| McKesson Corporation | North America | | • | • |
| Medtronic Plc | North America | | | • |
| Mercedes-Benz Group AG | Europe | | | • |

| Company Name | Region | Environmental | Social | Governance |
|--|----------------|---------------|--------|------------|
| Microchip Technology Incorporated | North America | | • | |
| Micron Technology, Inc. | North America | | | • |
| Microsoft Corporation | North America | | • | • |
| MTN Group Ltd. | Rest of World | | • | • |
| Nestle SA | North America | | • | • |
| NetApp, Inc. | North America | | • | • |
| New Jersey Resources Corporation | North America | • | • | • |
| Nextracker Inc. | North America | | • | |
| NIKE, Inc. | North America | • | • | • |
| NIKE, Inc. (Shareholder proposal proponent: SHARE Canada, Trillium Asset Management, Domini Impact Equity Fund, PGGM Investments) | North America | | • | |
| Nutanix, Inc. | North America | | | • |
| Oracle Corporation | North America | | | • |
| PagerDuty, Inc. | North America | | | • |
| Pennon Group Plc | United Kingdom | • | | |
| Portland General Electric Company | North America | • | | • |
| Prosus NV | Rest of World | | | • |
| PulteGroup, Inc. | North America | | • | • |
| Ralph Lauren Corporation | North America | • | • | • |
| Rapid7, Inc. | North America | | • | |
| RBC Bearings Incorporated | North America | | • | • |
| Realty Income Corporation | North America | | • | • |
| Reddit, Inc. | North America | | | • |
| Reliance Industries Ltd. | Rest of World | | | • |
| Republic Services, Inc. | North America | • | | • |
| Rockwell Automation, Inc. | North America | | | • |
| Samsung C&T Corp. | Rest of World | | | • |
| ScanSource, Inc. | North America | | | • |
| Seven & i Holdings Co., Ltd. | Japan | | • | • |
| Severn Trent Plc | United Kingdom | • | | • |
| Shin Kong Financial Holding Co. Ltd. | Rest of World | | | • |
| SK hynix, Inc. | Rest of World | • | • | • |
| Smith & Wesson Brands, Inc. | North America | | • | • |
| Sodexo SA | Europe | | • | • |
| Soitec SA | Europe | | | • |
| Sotera Health Company | North America | | | • |
| Southwest Airlines Co. (Dissident shareholder: Elliot Management) | North America | | | • |
| Southwest Airlines Co. | North America | | • | • |
| SpringWorks Therapeutics, Inc. | North America | | | • |
| SSE Plc | United Kingdom | | • | • |

| Company Name | Region | Environmental | Social | Governance |
|---|----------------|---------------|--------|------------|
| Standard Bank Group Ltd. | Rest of World | | • | • |
| Standard Chartered Plc | United Kingdom | | | • |
| Starbucks Corporation | North America | | • | • |
| STERIS plc | North America | • | | • |
| Taishin Financial Holdings Co., Ltd. | Rest of World | | • | • |
| Take-Two Interactive Software, Inc. | North America | | • | • |
| Teekay Tankers Ltd. | North America | | • | • |
| Tetra Tech, Inc. | North America | • | • | • |
| TETRA Technologies, Inc. | North America | | • | • |
| Texas Instruments Incorporated | North America | • | | • |
| The AZEK Company Inc. | North America | • | | • |
| The Bank of Nova Scotia | North America | | • | • |
| The Coca-Cola Company | North America | | | • |
| The Hanover Insurance Group, Inc. | North America | | | • |
| The Home Depot, Inc. | North America | | • | |
| The Kraft Heinz Company | North America | | | • |
| The Procter & Gamble Company | North America | | • | |
| The Sage Group plc | United Kingdom | | | • |
| Tokyo Electric Power Co. Holdings, Inc. | Japan | • | • | • |
| Tokyu Corp. | Japan | | | • |
| Tractor Supply Company | North America | • | • | • |
| TransDigm Group Incorporated | North America | | | • |
| United Natural Foods, Inc. | North America | | | • |
| United Parcel Service, Inc. | North America | | • | |
| United Utilities Group Plc | United Kingdom | • | • | |
| UnitedHealth Group Incorporated | North America | | • | • |
| Universal Corporation | North America | | • | • |
| Vale SA | Rest of World | • | • | • |
| Viasat, Inc. | North America | | • | • |
| Visa Inc. | North America | | • | • |
| Vista Outdoor Inc. | North America | | | • |
| Walmart Inc. | North America | • | • | |
| Warrior Met Coal, Inc. | North America | | • | • |
| Webjet Limited | AUS & NZ | • | • | • |
| XWELL, Inc. | North America | | | • |
| Zurich Insurance Group AG | Europe | | | |
| | | | | • |

Source: State Street Global Advisors Asset Stewardship Team, as of 30 September 2024.

Companies Engaged — Fixed Income

| Company Name | Region | Environmental | Social | Governance |
|------------------------------------|----------------|---------------|--------|------------|
| | | | | |
| Duke Energy Corporation. | North America | • | | • |
| Enel SpA | Europe | • | | • |
| ENGIE SA | Europe | • | | • |
| Exelon Corporation | North America | • | | • |
| Grupo Financiero Banorte SAB de CV | Rest of World | | | • |
| Iberdrola SA | Europe | • | | • |
| Inmobiliaria Colonial SOCIMI SA | Europe | | | • |
| NextEra Energy, Inc. | North America | • | | • |
| Tideway / Bazalgette Holdings | United Kingdom | | | • |
| Vistra Corp. | North America | • | | • |

Source: State Street Global Advisors Asset Stewardship Team, as of 30 September 2024.

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* Pensions & Investments Research Center, as of December 31, 2023.

⁺This figure is presented as of September 30, 2024 and includes ETF AUM of \$1,515.67 billion USD of which approximately \$82.59 billion USD in gold assets with respect to SPDR products for which State Street Global Advisors Funds Distributors, LLC (SSGA FD) acts solely as the marketing agent. SSGA FD and State Street Global Advisors are affiliated. Please note all AUM is unaudited.

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Equity securities may fluctuate in value and can decline significantly in response to the activities of individual companies and general market and economic conditions.

Bonds generally present less short-term risk and volatility than stocks, but contain interest rate risk (as interest rates raise, bond prices usually fall); issuer default risk; issuer credit risk; liquidity risk; and inflation risk. These effects are usually pronounced for longer-term securities. Any fixed income security sold or redeemed prior to maturity may be subject to a substantial gain or loss.

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