



Shareholder Proposals



GLASS LEWIS

Proxy Season Review

2025

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Report Methodology

In this analysis, which covers shareholder proposals that went to a vote at U.S. companies with meetings between January 1 and June 30, 2025, all calculations regarding shareholder support for both management and shareholder proposals represent the total votes “for” a given proposal over the total votes “against” the proposal and exclude abstentions and broker non-votes. We have also excluded shareholder proposals at certain special and contested meetings, as those proposals are often duplicated or are highly specific to firm operations and management.

We have also excluded certain proposals related to certain contested situations or specific business transactions (e.g., self-tender offers and termination of management and advisory agreements) as they are commonly transactional in nature and do not specifically relate to environmental, social, compensation, or governance issues.

Further, we recognize that environmental, social, compensation, and governance-related shareholder proposals are not always mutually exclusive. As such, we have attempted to classify proposals suitably, while acknowledging the existence of crossover classifications.

Lastly, it should be noted that references in this report to Glass Lewis and its views refer to the Glass Lewis Benchmark Policy guidelines and approach.

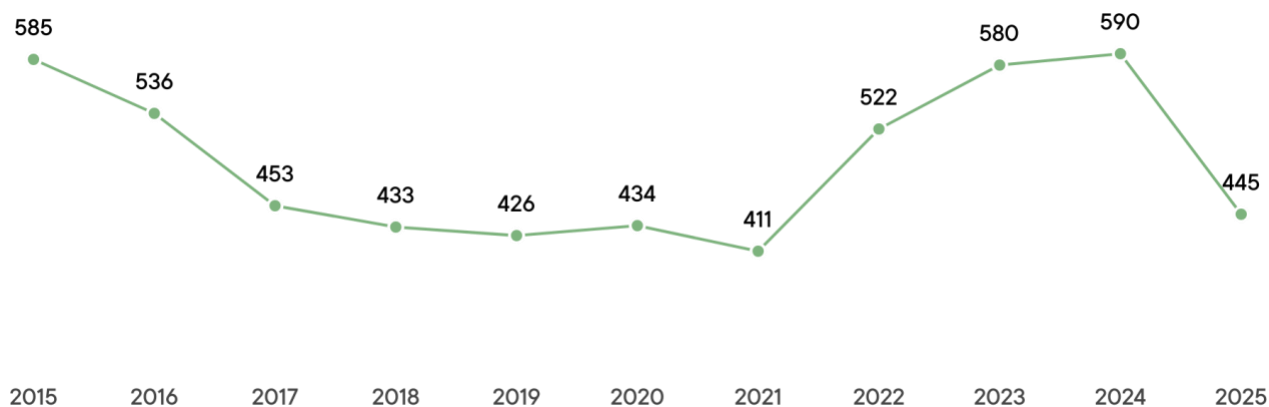
The data underlying this review is available to clients and subscribers in raw format – [contact Glass Lewis](#) for more information.

Overview

Investors' consideration and integration of environmental, social, governance and compensation-related matters have evolved significantly in recent years. In the last decade, ESG integration has gone from a niche practice employed by socially responsible investors to a mainstay in the routine evaluation performed by mainstream investment managers. More recently, however, the anti-ESG movement has put a damper on how many companies and investors are openly discussing and addressing environmental and social issues. Some of this has been experienced only in certain markets and has resulted in a growing bifurcation of how market participants are integrating these considerations in their operational and investment decisions. For example, many companies and investors in Europe have strengthened their ESG considerations in the last several years, driven, in part by regulations and social expectations. At the same time, many U.S. companies and investors have eliminated or scaled back many of their ESG-related initiatives, particularly those related to DEI and climate.

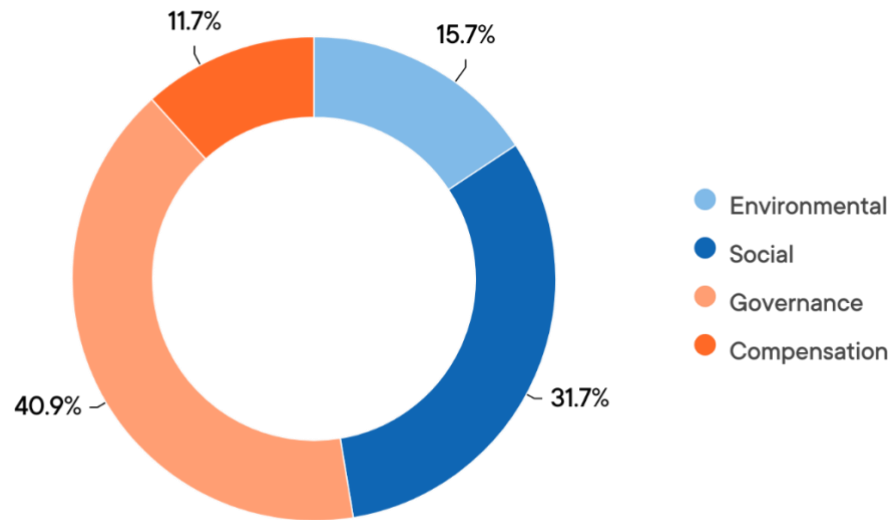
This rollback has absolutely been reflected in the outcomes of the 2025 proxy season and have resulted in several notable developments with regard to U.S. shareholder proposals over the last year. After several years of continuing growth in the number of shareholder proposals going to a vote at U.S. AGMs, there was a marked decrease in how many proposals made it to the ballot in 2025. The nearly 25% decrease in these proposals over the course of a year did not, however, impact the overall support levels seen for all shareholder proposals, which was nearly identical to overall average support in both 2023 and 2024. This apparent stability in support levels may be deceiving, given much of this support is dependent upon the types of proposals and the targeting of these proposals, which has varied dramatically from year to year.

Shareholder Proposals Reviewed by Glass Lewis During Proxy Season



Despite the decrease in the overall number of proposals, we saw roughly the same number of governance and compensation-related proposals on a year-over-year basis, meaning the vast majority of the decrease in proposals were as a result of fewer environmental and social proposals making it to the ballot. There are a variety of reasons why this might have been the case. For example, the SEC has been far less permissive concerning what it allows companies to exclude in the last year. In addition, many investors may have been dissuaded from putting forward environmental and social initiatives in light of the growing anti-ESG movement.

Shareholder Proposals by Category



There were not only fewer environmental and social proposals, but those that did make it to the ballot received significantly less support than in prior years. Average support for environmental proposals, for example, was nearly halved on a year-over-year basis (19.8% in 2024 versus 10.6% in 2025), and average support for social proposals dropped from 16.0% to 11.9%. This is a notable and swift change in approach from investors, as in just 2021, environmental proposals received average shareholder support of 41.5% and social proposals averaged 30.6% support.

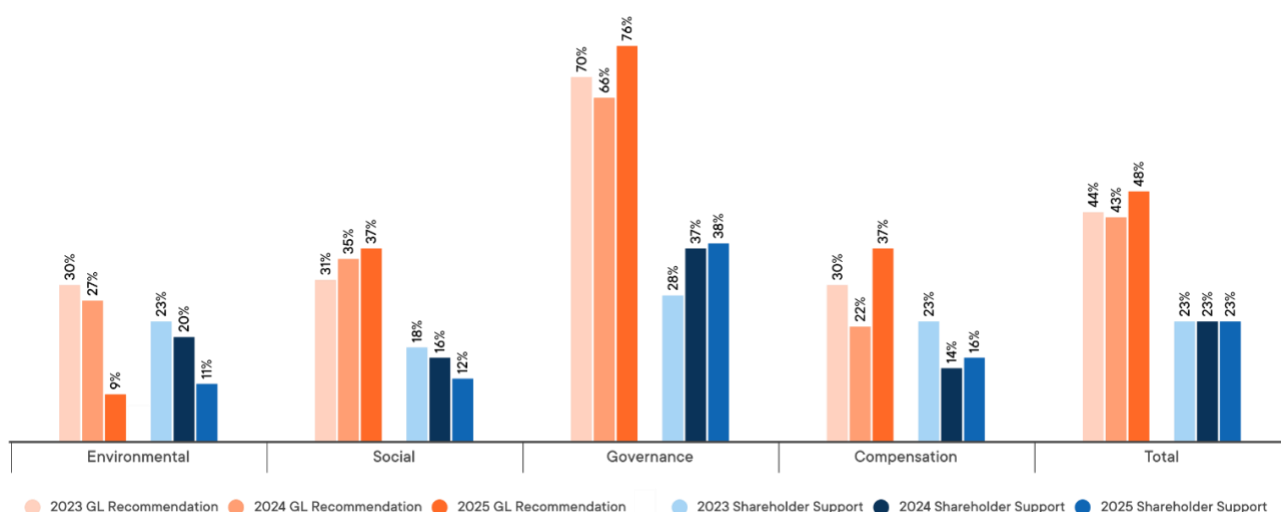
However, there could be reasons not related to the anti-ESG movement that have spurred these changes. For example, shareholders have, on the whole, become more knowledgeable about environmental and social issues and how those issues can impact companies' bottom lines. This greater knowledge and understanding of these issues have made many investors more discerning in their approach to these matters. At the same time, companies have been producing increasingly robust sustainability reporting, thus addressing much of the low-hanging fruit that was previously addressed via the shareholder proposal process. For example, proposals requesting that companies produce sustainability reports were common and often received strong support. However, given the vast majority of companies now provide such reports, these requests have effectively fallen by the wayside. As such, many proposals are now requesting highly-specific reporting that, in many instances, is already covered in some form by companies' existing reporting. Accordingly, shareholders could be less willing to throw their support behind proposals that they view as overly prescriptive or otherwise crafted in an objectionable manner, despite their general support for the topics raised by the proposal.

Shareholder Support

After three years of steady growth, there was a significant decline in the number of shareholder proposals that went to a vote at U.S. AGMs in 2025. However, despite a lower number of shareholder proposals, and a notable decrease in support for environmental and social proposals, overall average shareholder support remained identical to 2024, at 22.9%. This is also consistent with 2023, when proposals averaged 23.1% support. While,

on the surface, there appears to be little year-over-year change in the top-line results of the 2025 proxy season, the types of proposals going to a vote and investors' support levels for many of these issues demonstrates the dynamism of many of these underlying issues. As with previous years, a closer evaluation of the types and targeting of shareholder proposals generally tells a more comprehensive story of how investors are viewing the issues raised by shareholder proposals than simply focusing on the overall number or support levels for shareholder proposals.

Shareholder Support vs Glass Lewis Benchmark Policy Recommendations



For example, shareholder support for governance-related proposals has historically been higher than for other types of proposals; in each of the last six years, it has remained between 28% and 39%, whereas support for environmental and social proposals has been under 20% for the last three years. In fact, in 2025, support for all proposals dealing with environmental and social issues reached the lowest level in at least a decade, dropping to 10.7%. However, at the same time, support for governance proposals actually increased on a year-over-year basis, with average support of 37.6%, up from 36.5% the prior year. In addition, average support for proposals dealing with compensation-related issues similarly increased, from 14.4% to 16.5%. Given that over the last year, support for environmental proposals has been nearly halved (from 19.8% to 10.6%), this could indicate that, on the whole, investors have shifted their attention from environmental and social issues to more traditional governance matters.

There are likely several reasons for this shift. For example, the types of proposals and targeting of shareholder proposals has changed in recent years, particularly for those proposals dealing with environmental and social issues. This is especially true with regard to so-called “anti-ESG” proposals, which have experienced a significant increase over the last three years. Although the number of anti-ESG proposals dropped from 94 to 74 on a year-over-year basis, these proposals represented 16% of all proposals submitted in each of the last two years (up from 11% in 2023 and 8% in 2022). These proposals often receive relatively low shareholder support, which likely also had some impact on the overall decline in support levels over the past several years.

However, the influx of anti-ESG proposals does not entirely explain the lower overall support for shareholder proposals in the last two years. Even when anti-ESG proposals are factored out of the totals, average overall

shareholder support has been relatively low (27% in both 2024 and 2025 compared to prior years, when the overall average, inclusive of anti-ESG proposals, regularly exceeded 30%). The drop in support has likely also been influenced by the anti-ESG movement, which has resulted in a number of larger investors changing their approach to voting on environmental and social issues.

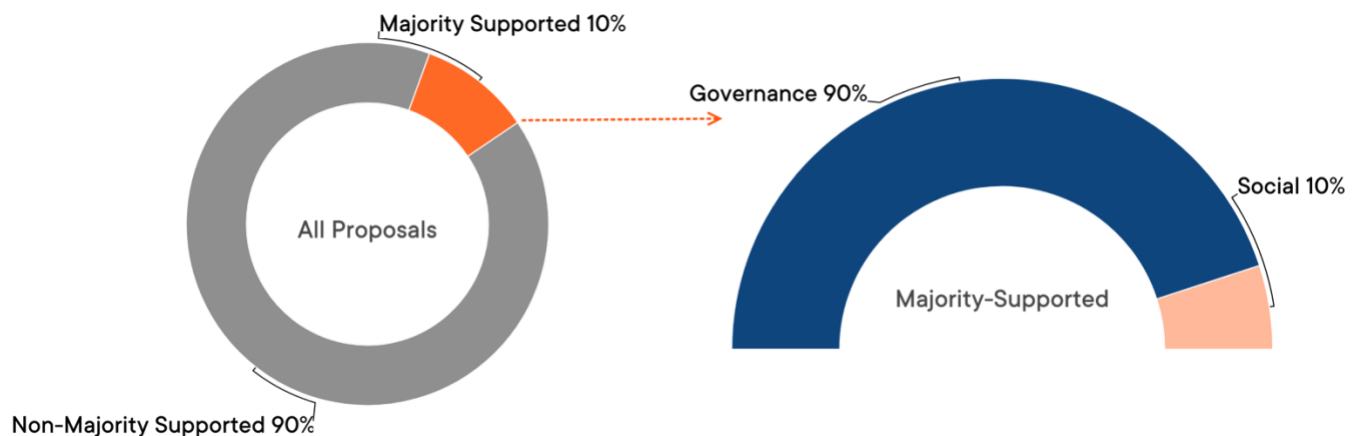
Majority-Supported Proposals

Despite the significant decline in the number of proposals going to a vote in 2025, as well as the fact that average support for shareholder proposals has remained consistent over the last three years, there was a rise in the number of majority-supported shareholder proposals in the last year. However, the number of majority-supported proposals in 2025 is meaningfully lower than in previous years. The early part of the decade appears to have represented a peak, with more shareholder proposals receiving over 50% shareholder support in 2021 than in any of the previous five years.

Majority-Supported Proposals	2021	2022	2023	2024	2025
Number of Proposals	74	70	30	46	49
Proportion of Total	18%	13%	5%	7%	11%

The different types of proposals that received majority shareholder support also paint a picture of the changing landscape of shareholder resolutions. For example, the last two years have seen a significant increase in the number of proposals requesting to eliminate a supermajority vote standard, a topic that often receives very strong shareholder support, contributing to a resurgence in the proportion of majority-supported proposals that dealt with governance.

Majority-Supported Proposals



The composition of majority-supported proposals has evolved over the last five years. In 2019, governance proposals comprised 84% of majority-supported proposals, which is unsurprising given that governance-related matters are relatively uncontroversial among investors. Proposals seeking best practice governance changes, such as declassifying the board, implementing a majority voting standard for director elections, or eliminating supermajority voting requirements, often enjoy high support. However, many of these best practices have now been widely implemented across the marketplace, and 2022 marked a notable shift in the composition of majority-supported proposals; only 50% of majority-supported proposals were governance-related (down from 58% in 2021 and 66% in 2020). Yet in each of the last two years, the proportion of majority-supported proposals that dealt with governance-related issues has surged to over 90%. More than half of these governance proposals dealt with a single topic, eliminating a supermajority vote standard.

The resurgence in the proportion of majority-supported governance proposals also reflects shifting support levels for other types of shareholder proposals. For the second year in a row, there were no majority-supported compensation proposals. There was a slight increase in the number of environmental and social proposals receiving majority support (5, up from 4 in 2024), all of which requested more information on companies' political contributions and expenditures (see Appendix A).

Glass Lewis Benchmark Policy Recommendations

Although the number of proposals going to a vote has declined, Glass Lewis' benchmark policy has, for the first time in three years, recommended in favor of more shareholder proposals. In fact, the only type of proposals where we recommended in favor of fewer proposals were those related to environmental issues, where our recommended support dropped by nearly two-thirds (27% in 2024 versus 9% in 2025).

Glass Lewis Benchmark Policy	2021	2022	2023	2024	2025
"FOR" Recommendations	57%	50%	44%	43%	48%

However, in the last year, Glass Lewis recommended in favor of a higher proportion of all other types of proposals. For example, we recommended in favor of slightly more socially-related proposals (37% in 2025, 35% in 2024, 31% in 2023). We also recommended in favor of significantly more compensation-related proposals (37% in 2025, 22% in 2024) as well as those addressing governance matters (76% in 2025, 66% in 2024).

It should be noted that the changes to our recommended support levels in 2025 are largely a function of the types and targeting of the proposals that have gone to a vote in recent years, as opposed to any significant shift in our policies or approaches.

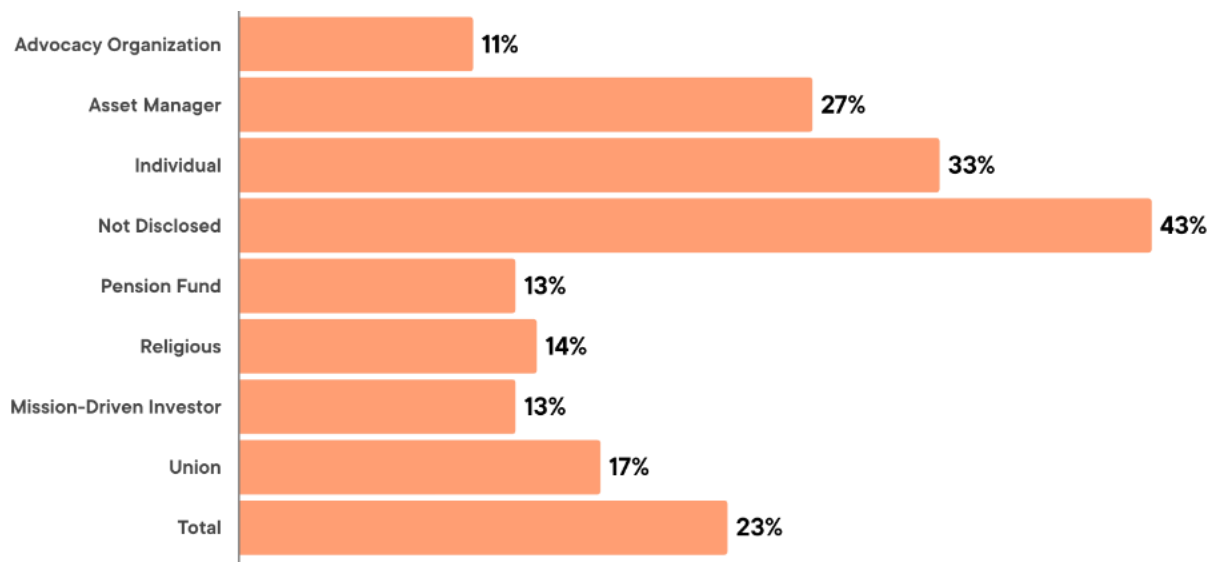
Proponents

As with previous proxy seasons, individual investors submitted the most shareholder proposals. In fact, the number and proportion of proposals submitted by individual investors has increased substantially since the 2010s. In 2025, individual investors submitted nearly half of the proposals that went to a vote. The most prolific of these investors is John Chevedden, who submitted over 86% of the 208 proposals submitted by individual investors.

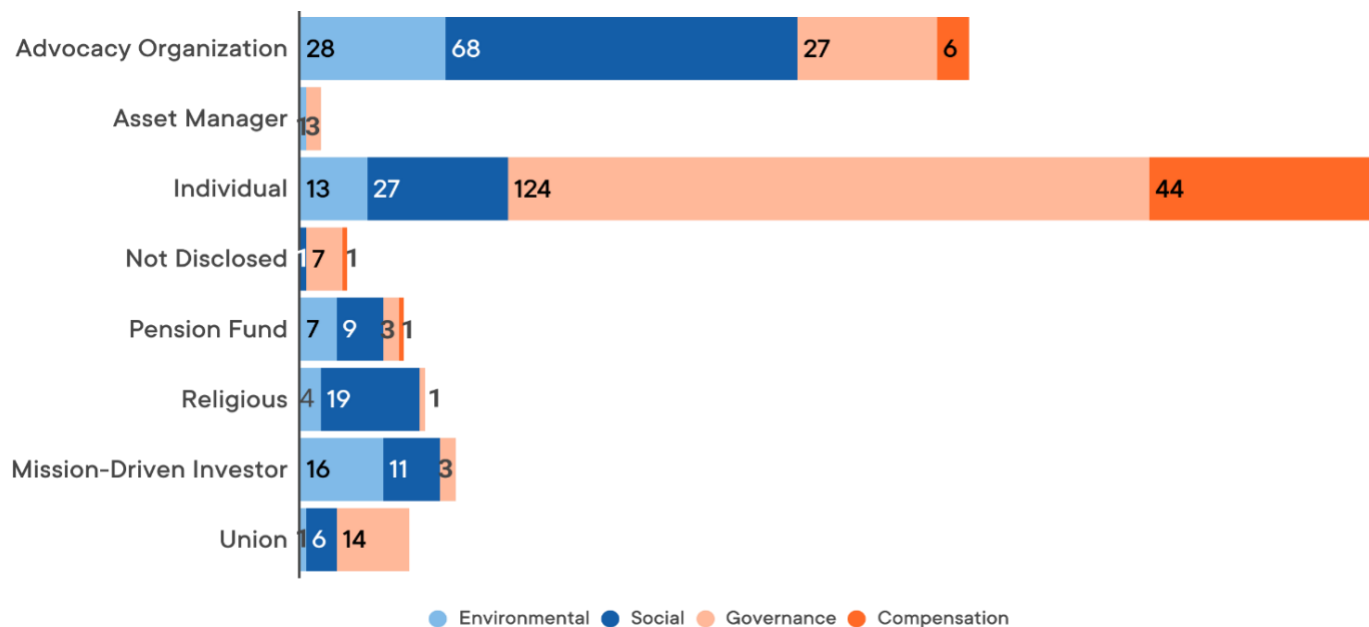
Individual Proponents	2017	...	2021	2022	2023	2024	2025
Number of Proposals	128	...	193	208	238	227	208
Proportion of Total Proposals	28%	...	47%	40%	41%	39%	47%

Support for proposals submitted by individual investors had previously remained relatively consistent since at least 2016, between 34% to 38% in each year. After dropping to just 29% in 2023, it quickly rebounded to 34% and 33% in the last two years, respectively. This trend of relatively consistently above-average levels of support is largely a function of the types of proposals that had traditionally been submitted by these individual investors; while there are notable exceptions, the vast majority of these proposals dealt with governance-related issues, such as adopting a special meeting right for shareholders, eliminating supermajority vote provisions, or declassifying a company's board, which are relatively uncontroversial and widely supported.

Support by Proponent



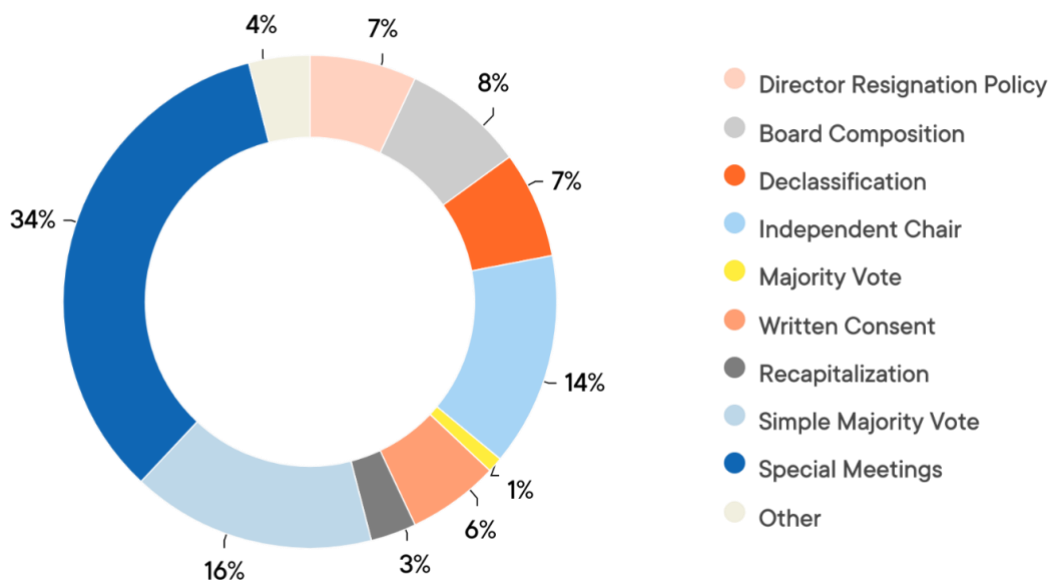
Types of Proposal, by Proponent



Prior to the 2023 proxy season, Glass Lewis announced a change to our benchmark policy under which we would recommend against certain directors at companies that failed to provide disclosure concerning the identity of their shareholder proponents. In 2023 we saw a drop in the number of companies that did not disclose this information. In 2022, approximately 17% of proposals were submitted by proponents for which companies failed to provide any identifying information (41 companies). Since that time, the proportion of these companies has remained under 4%, with a low of 2% in 2025, representing just 9 companies. Notably, many of these companies are controlled or have disproportionate voting rights, meaning that they are relatively insulated from shareholder pressure concerning this matter.

Governance

Governance Proposals



Board Declassification

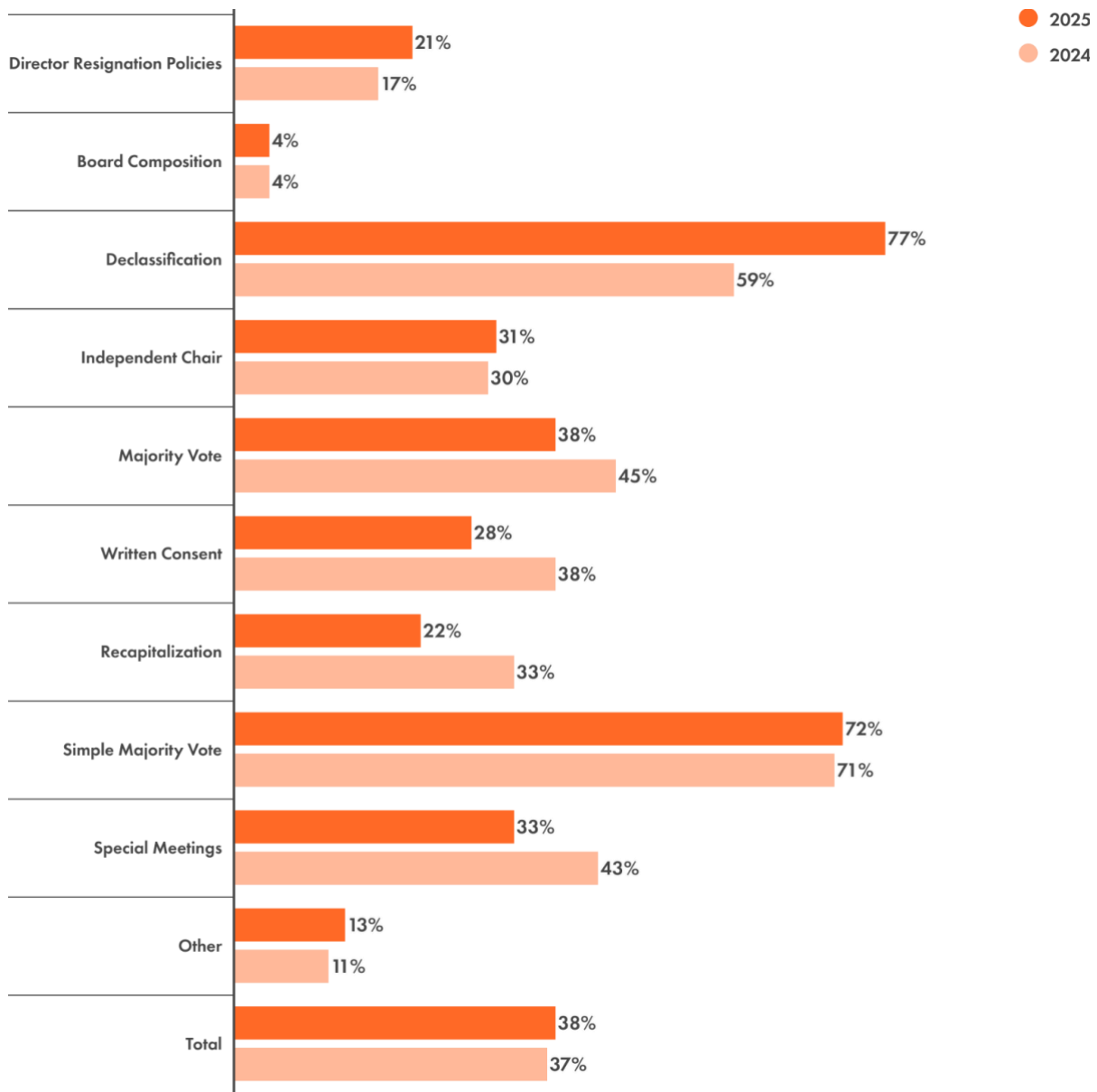
Over the last two decades, the boards of most large companies have increasingly moved from a classified structure to one where every director stands for election on an annual basis. Companies that have not adopted a declassified board structure are often viewed as outliers in this regard, and shareholders are generally very willing to support proposals that call for an annual election structure.

Given the dwindling number of classified boards, there are generally only a handful of proposals seeking declassification in any given year, and it is typical for these proposals to receive support from an overwhelming majority of shareholders. With five exceptions, since 2018 every board declassification proposal that went to a vote has received at least 50% favorable votes. In 2022, a proposal asking that the directors at **PhenixFIN Corporation** stand for annual election received only 48% support, and in 2023, a similar proposal at **Applied Molecular Transport Inc.** received only 37% support. In both 2024 and 2025, a proposal requesting that all directors stand for election on an annual basis submitted at **Universal Health Services, Inc.** received just 7% support in each year. This low level of support can largely be explained by the company's controlled status; its executive chair controlled approximately 87.4% of Universal Health Services' voting power.

In 2025, a proposal submitted as part of a contested meeting at **Philips 66** also failed to receive majority shareholder support. This proposal deviated from the traditional requests of declassification of the board proposals. Specifically, it requested that a policy be adopted whereby, on an annual basis, each incumbent director, including those whose terms were not set to expire at the next annual meeting, deliver a letter of

resignation effective at the next AGM. This was an unconventional attempt at declassifying Phillip’s board, which had been kept in place as a result of the company’s 80% supermajority vote requirements, despite five separate attempts at management proposals to effect this change. The firm had submitted proposals seeking annual director elections in 2015, 2016, 2018, 2021 and 2022, all of which received 99% approval of votes cast, but only between 70-73% approval of shares outstanding. In response to the 2025 shareholder proposal, which was submitted by Elliott Management, Philips contended that the resolution contravened Delaware law. Elliott, however, disagreed with this assertion, as did some legal scholars, who stated that the company’s charter or bylaws did not prevent directors from voluntarily offering to resign. Glass Lewis ultimately recommended in favor of the resolution, which received only 32.9% support.

Average Shareholder Support for Governance Proposals



Board Declassification Proposals	2021	2022	2023	2024	2025
Number of Proposals	6	8	2	9	13
Number Opposed by Management	2	3	2	8	5
Average Shareholder Support	89%	81%	37%*	59%	77%

*One of the two 2023 proposals was submitted at a mutual fund company, **Tekla Funds**, which is not required to disclose vote results. As a result, “Support” for 2023 only reflects one proposal.

One of the reasons board declassification proposals have historically enjoyed strong support is that it is not uncommon for boards to either recommend that shareholders vote in favor of the resolutions or provide no recommendation as to how shareholders should vote. For example, in 2018, only two of the seven board declassification proposals were not explicitly opposed by management. Although most boards were opposed to these proposals in 2023 and 2024, only 5 of the 13 proposals submitted in 2025 received explicit board opposition. This is likely a contributing factor to the significant rise in average support for these proposals over the last year.

Director Expertise, Oversight, and the Creation of a Committee

Proposals related to board composition have generally requested the formation of a board committee (typically focused on issues such as public policy or climate change), the appointment of a director to the board with specific expertise (such as climate science or human rights), or the codification of specific oversight responsibilities. Generally speaking, these proposals have not fared well with shareholders. In fact, in 2025, no proposals in these categories received over 10% support.

In 2025, two of these proposals (down from seven the year prior) requested the formation of a committee on corporate financial sustainability to oversee and review the impact of policy positions, advocacy, partnership and charitable giving on social and political matters, and the effect of those actions on the companies’ financial sustainability. Both of these proposals received roughly 1% support. Another proposal, submitted at **The Coca-Cola Company** requested that the board create an “Improper Influence Committee” in order to assess whether decision-making had been improperly influenced, “contrary to best practices, by the non-pecuniary policy preferences of directors, executives or money managers with their own custodial obligations.” This proposal received 0.8% support.

Committee Formation Proposals	2021	2022	2023	2024	2025
Number of Proposals	1	2	6	12	4
Shareholder Support	5%	8%	3%	4%	2%

We also reviewed one proposal dealing with oversight of AI-related issues (down from two in 2024). Specifically, this proposal requested that **Berkshire Hathaway Inc.** charter a new committee on AI “to address risks associated with the development and deployment of AI systems across its own operations, portfolio companies, and new investments.” Berkshire Hathaway stated in response that it required its subsidiaries to regularly assess and review their risks and document an annual risk assessment, which takes into consideration the management of emerging risks, including the risks related to the use of new technologies, such as AI. It also noted that the audit committee reviews how the firm assessed and managed exposure to risks. Despite not maintaining explicit oversight of AI, the proposal received only 3.6% support. However, support for shareholder proposals at the firm is artificially depressed given its dual class share structure with differential voting rights.

In addition to proposals requesting that boards form specialized committees, there were several proposals requesting that boards establish oversight on specific issues. For example, both **Bank of America Corporation** and **Citigroup Inc.** each received proposals requesting that disclose whether and how the board exercises oversight regarding material risks associated with animal welfare. Both of these proposals received approximately 6% support.

HCA Healthcare, Inc. and **Visa Inc.** each received proposals that related to specific areas of their operations. Shareholders voted on a proposal at HCA requesting that the board amend the charter of its existing patient safety and quality of care committee to require a review of staffing levels and their impact on patient safety, quality of patient care, and patient satisfaction ratings. Visa, on the other hand, received a proposal requesting disclosure of the oversight of management’s decision-making regarding the potential use of a targeted merchant category code for standalone gun and ammunition stores. The proposal, which was submitted by the National Center for Public Policy Research, cited the company’s abandonment of plans to implement a policy to track firearms purchases through the use of merchant category codes that would have separately categorized sales with their cards at firearms stores. Although the proposal at HCA received 9.7% support, the proposal at Visa did not even reach 1% support.

Elimination of Supermajority Vote Provisions

Supermajority vote requirements can prevent companies and shareholders from implementing important governance measures that are in their best interests. Shareholders generally agree with this sentiment; proposals requesting that companies eliminate their supermajority vote standards commonly receive significant shareholder support.

Elimination of Supermajority Vote	2021	2022	2023	2024	2025
Number of Proposals	17	10	13	45	30
Number Opposed by Management	14	7	9	32	19
Number Majority-Supported	17	9	9	33	23
Average Shareholder Support	87%	71%	61%	71%	72%

While these proposals are generally popular with shareholders, support has fluctuated in recent years, and the proportion of these proposals that were not approved by shareholders has increased. The likely reason for these

swings has little to do with investor sentiment concerning this issue. Instead, it largely rests on the targeting of these proposals: in a number of instances, they were submitted at companies that either did not have problematic supermajority voting provisions, were simultaneously eliminating their supermajority vote provisions with management proposals, or had dual-class voting structures (where support is usually depressed by insiders with significant voting power).

Glass Lewis' benchmark policy recommended against approximately 55% of these proposals in 2023, 31% in 2024, and 30% in 2025 as a result of the aforementioned targeting factors.

Case Study

Mixed Messages on Special Meetings and Supermajority Votes

Since 2018, shareholders have been presented with competing management and shareholder proposals on a variety of governance topics. While these proposals address the same broad issue (generally special meeting rights or supermajority vote requirements), they often differ in the details. With regard to special meeting rights, management proposals and shareholder proposals will generally differ in the threshold required to call a special meeting. For example, a shareholder proposal may request that a company adopt a 10% special meeting right, while a company may be proposing to adopt or lower its special meeting right with a 25% ownership requirement. With regard to the elimination of supermajority vote requirements, the proposals generally differ with respect to the threshold required for approval. Specifically, the management proposals will generally lower the approval threshold to a majority of outstanding shares, whereas the shareholder proposal may request that companies only require a majority of votes for approval. Alternatively, a shareholder proposal may request the elimination of all supermajority vote requirements, whereas management may propose the elimination of only certain supermajority vote provisions.

While these competing proposals offer investors more choice and nuance with regard to these governance provisions, it also can cause confusion when both proposals receive the overwhelming support of shareholders. This was the outcome in 2025 at both **Post Holdings** and **Akami Technologies**.

The management proposal submitted for a vote at Post's 2025 AGM asked shareholders to approve the elimination of most, but not all, of the supermajority voting requirements in its documents, replacing with an approval requirement of a majority of shares cast. However, it argued that it should retain three specific exceptions. Specifically, Post proposed to retain its supermajority vote requirements for the the following issues: (i) changes to board structure (which requires two-thirds approval); (ii) changes to director and officer indemnification (which requires 85% approval); and (iii) changes to bylaws (which requires approval of a majority of shares outstanding). A competing shareholder proposal, however, requested the elimination of all supermajority vote requirements and that all items be subject to approval of a simple majority of votes cast. Both the shareholder proposal and the management proposal required a majority of votes cast to be approved. The ultimate outcome was that both proposals passed, with the management proposal receiving 94.9% approval and the shareholder proposal receiving 59.3% support.

Similarly, at Akami Technologies' annual meeting, competing proposals regarding the shareholder right to request special meeting was on the agenda. In this case, management had provided shareholders with an advisory resolution concerning the ability of 25% of shareholders to call a special meeting. Unlike many proposals of this kind, it was not a bylaw amendment. Rather, shareholders' vote on the matter would act as communication concerning their views on the matter. At the same meeting, a shareholder proposal requesting

that the company adopt a 10% special meeting right was also featured on the ballot. Ultimately, both of these proposals also passed, with the management proposal receiving support from 97% of votes cast, and the shareholder proposal receiving 51% approval. Therefore, while it is clear that shareholders want the company to adopt a special meeting right, the ownership threshold that they want is not entirely clear.

These types of proposals underscore the importance of shareholder engagement and the potential limitations on the reliance on yes/no votes to determine complex and nuanced matters. As such, shareholders will likely be closely monitoring the companies' responses to these matters and the shareholder feedback that was solicited in advance of their next AGMs.

There was a notable increase in the number of these proposals going to a vote in 2024, to 45, up more than 3x from the prior year and nearly doubling the prior 'peak' for this type of proposal, set in 2019. In fact, elimination of supermajority vote provisions was the most frequently submitted topic of shareholder proposal during the first half of 2024. Although supermajority vote proposals were overshadowed by special meeting proposals in 2025, in each of the last two years, it has been the type of proposal that most commonly received majority shareholder approval.

The higher-than-average support for these proposals may also have resulted from instances of boards either recommending in favor of, or not providing a vote recommendation on, the resolution (which generally acts as implicit approval from the board, significantly driving up shareholder support). In 2025, there were 11 instances of boards recommending in favor of or not providing a recommendation on these proposals, or 36% of total, up from 29% last year.

Independent Chair

For the past several years, shareholder proposals requesting that companies appoint an independent chair have been among the most frequent governance-related proposals – or even the most popular, as in 2023. Despite a steady decline in the number of these proposals since 2023, it still remains one of the most frequent types of proposals to be submitted at companies' AGMs.

Independent Chair Proposals	2021	2022	2023	2024	2025
Number of Proposals	34	38	80	37	25

Academic research on the effect of the appointment of an independent chair on firm value is inconclusive. Shareholders have various views on the issue and typically consider a variety of factors when looking at these proposals. Average shareholder support for these proposals has remained around 30%, a trend that has continued in 2025.

Glass Lewis Benchmark Policy Recommendations

In 2022, Glass Lewis' benchmark policy recommended in favor of a significantly decreased proportion of these proposals (66%). However, in 2023 and 2024, we recommended in favor of approximately 84% and 89% of these proposals, which was relatively consistent with all other previous years. In 2025, however, we recommended in favor of 96% of these proposals, likely as a result of better targeting by proponents. We will generally recommend in favor of the appointment of an independent chair unless the company has already appointed (or

has committed to appointing) an independent chair. In 2025, the only proposal that we recommended shareholders vote against, at **Chipotle Mexican Grill, Inc.**, was on this basis.

Voting Outcomes

Consistent with the last four years, none of these proposals received majority shareholder support in 2025. The highest support for this resolution was at **Eversource Energy**, where the proposal was supported by 47.4% of shareholders.

Majority Vote for Director Elections

Majority voting in director elections is a shareholder right supported by the vast majority of investors, and shareholder proposals on this topic often receive significant shareholder support. Glass Lewis' benchmark policy strongly supports majority voting in director elections and has recommended in favor of all such proposals since 2019.

Majority Voting Proposals	2021	2022	2023	2024	2025
Number of Proposals	12	6	5	2	1
Majority-Supported	5	4	1	0	0
Average Shareholder Support	52%	58%	39%	45%	38%

It is common for companies to either recommend in favor of these proposals or for companies to provide no vote recommendation to investors, contributing to shareholder support for these measures. Yet average support for these proposals has declined in recent years, from a high of 78% in 2018. However, given the small sample size of these proposals, we do not believe that any changes in support for these proposals necessarily indicates any kind of shift or trend in how investors are voting on this matter. For example, in 2024, the proposal was only submitted at two companies, and, at one of these companies, it was not presented by the proponent. As such, last year's increase in support reflects the vote result at one company, **Vertex Energy, Inc.**

Only one proposal on this topic went to a vote in 2025, at **Arko Corp**, receiving 38% support. Interestingly, management had not provided a recommendation for this proposal, which would often result in majority shareholder support. The low vote result for this proposal is likely a reflection of the strong inside ownership at the firm.

Director Resignation Policies

As noted above, the adoption of a majority vote standard is a best practice that is supported by most investors. It stands to reason that companies should take action when a majority of shareholders oppose a director. This action is even more critical given that instances where directors fail to receive requisite support are extremely infrequent, emphasizing the outlier status of companies with a failed director.

Majority voting provisions generally require that directors who fail to receive more "for" than "against" votes tender their resignations to the board, which then considers whether to accept the resignation. These are commonly referred to as director resignation policies, as a true majority vote standard mandates the resignation

of the failed director and does not provide for consideration by the board. More times than not, boards override shareholders' opposition and determine not to accept the resignation. For example, only 69 of the over 34,000 director candidates reviewed by Glass Lewis during the first half of 2024 failed to receive majority shareholder support, representing 0.2% of all directors. Of these 69 directors, 39 were at companies in the Russell 3000. An alarming number of these companies failed to take any action with regard to these directors. Notably, of these 39 directors, six directors resigned or had their resignations accepted, representing a 3-year high. Nonetheless, seven directors had their resignations rejected, on par with 2023.

In 2024 and 2025, a new type of proposal was submitted to companies that directly addressed this issue, 13 of which went to a vote in each of the last two years.

Most of these proposals requested that director resignation policies be amended to require each director nominee to submit an irrevocable conditional resignation that would become effective if they failed to receive majority support. The proposal also specified that the policy be amended to require the board to accept a tendered resignation absent the finding of a compelling reason to not accept the resignation. In instances that the board does not accept the resignation, the proposal requested that the resignation be automatically effective should the director fail to receive majority shareholder support for a second time.

Glass Lewis Benchmark Policy Recommendations

Glass Lewis' benchmark policy recommended in favor of all of these proposals in both 2024 and 2025. In our view, the request was reasonable given it did not require the board to accept any director's resignation upon their initial failure to receive majority shareholder support. Further, the proposal was precatory in nature and did not expressly prohibit a reasonable transitional period before the directors' resignation is required to come into effect, even in the absence of a compelling reason to keep the director on the board. And, while the proposal did not give a board confronted with a second, consecutive failed election the same flexibility, any board faced with such a prospect would have had plenty of time to plan for how to maintain critical skills on the board in the event of the director's potential second consecutive failed election.

A number of companies argued to the SEC that adoption of this proposal would violate state laws, in that it would mandate an action from the board that could be in conflict with its fiduciary duties. However, we noted that none of the companies had provided reference to a specific decision on the legality of a bylaw like the one proposed by these resolution, which would require the courts to balance directors' authority to carry out their fiduciary duties and exercise their business judgment with shareholders' right, through the election of directors, to have a mechanism to hold directors accountable for their performance. Moreover, given that the proposal was nonbinding, it allowed significant flexibility for the board in how it was implemented.

Voting Outcomes

In 2024, these proposals received average support of 17%. In 2025, average support increased slightly to 21%, with the highest support (38.8%) at **Sally Beauty Holdings, Inc.**, and the lowest support (9.8%) at **W.R. Berkley Corporation**.

Special Meetings

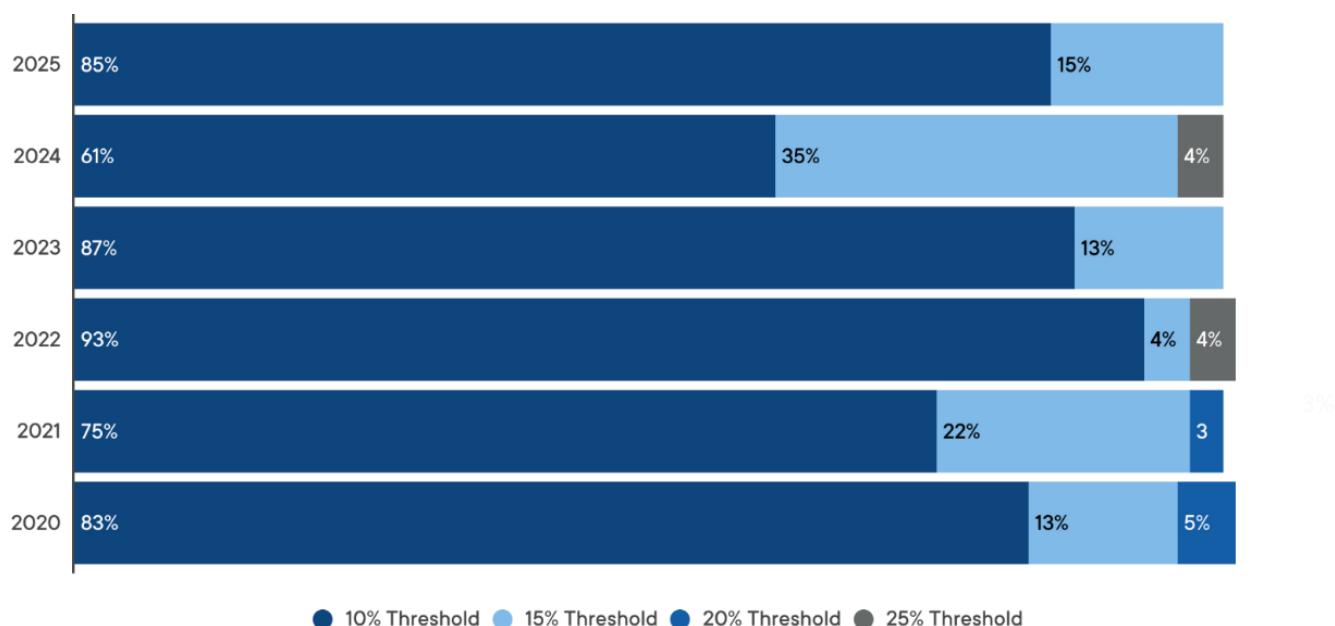
Since 2018, when 62 proposals on the topic went to a vote, there has been a particular emphasis on shareholder proposals requesting that companies either provide shareholders the right to call special meetings or (where that right already exists) lower or alter the ownership threshold required to do so. This trend appears to have peaked in 2022. However, 2025 saw a resurgence in these proposals, which represented just over one-third of all governance-related proposals during the first half of the year.

Special Meeting Proposals	2021	2022	2023	2024	2025
Number of Proposals	32	108	39	23	62
Average Shareholder Support	35%	36%	32%	43%	33%
Glass Lewis FOR Recommendations	81%	69%	72%	83%	82%

Typically, the vast majority of special meeting proposals request that companies either adopt a threshold of, or lower their existing special meeting thresholds to, 10%. In addition, each year, a handful of proposals request that companies adopt a higher special meeting threshold, most commonly 15%. However, the overwhelming majority of these proposals in each of the last five years have requested the 10% threshold.

In addition to requesting a specific ownership threshold, we have also seen a number of proposals in the last three years requesting that companies adjust how long shareholders need to hold their shares in order to call a special meeting. These proposals are often targeted at companies with lower ownership thresholds, but who also have provisions requiring that shareholders own that 10% of shares for one year prior to being able to call a special meeting.

Special Meeting Shareholder Proposals



Glass Lewis Benchmark Policy Recommendations

Glass Lewis' benchmark policy prefers to see a 10-15% special meeting threshold. In most cases, when companies have no special meeting rights or a special meeting threshold above the desired levels, we will recommend support for the resolution. While we only recommended in favor of roughly 70% of these proposals in 2023, our recommended support has increased in recent years, reaching over 80% in each of the last two years.

There were a wide variety of reasons why we recommended that shareholders vote against certain of these resolutions, the most common of which was the target companies already had what we considered to be a sufficiently accessible special meeting right (10-15%). As such, the targeting of these proposals and the governance provisions of the target companies were the main determinants of our recommendations.

We have tended to recommend in favor of more proposals requesting adjustments to companies ownership thresholds, as opposed to those dealing with the length of ownership. In 2025, we recommended in favor of 100% of proposals requesting a 15% ownership threshold, and 94% of those requesting a 10% threshold. However, we only recommended in favor of 61% of those proposals requesting companies adjust the length of time required for shareholders to own the requisite shares in order to call a special meeting. Generally speaking, when a company had a 10-15% ownership threshold, we viewed adding additional holding requirements as more appropriate than when companies had a higher ownership threshold. As such, when companies maintained a 20% ownership threshold or higher, we generally recommended that shareholders support proposals reducing the length of time those shares needed to be held prior to calling a meeting.

Voting Outcomes

Four of the 23 shareholder proposals submitted in 2024 received majority support, all of which requested a 10% special meeting threshold. In 2025, 9 of these proposals received majority shareholder support, all but one of which requested a 10% ownership threshold. A proposal at US Foods Holding Corp. requesting a 15% threshold was unopposed by management and received nearly 90% shareholder support, the highest level of support for any special meeting resolution in that year.

Written Consent

The right of a majority of shareholders to act by written consent can prevent abuse and the waste of corporate resources while enabling shareholders to take action on important matters that arise between annual meetings.

That said, written consent is not the only mechanism to empower shareholders to act outside of an annual meeting. In advance of the 2019 proxy season, we revised our benchmark policy approach to written consent shareholder proposals so that, in instances where companies had adopted both a 15% or lower special meeting threshold and proxy access, we would generally recommend against such proposals.

This change in our policy resulted in a fairly significant drop in our recommended support for these proposals. Prior to 2019, we had generally recommended in favor of approximately 95% of these proposals in any given year. However, since that time, we have only recommended in favor of between 14-72% of these proposals.

Voting Outcomes

Shareholder support for written consent proposals has been relatively consistent over the past several years. While the number receiving majority approval has declined since 2021, so has the number of proposals. In light of the small sample size, it is notable that one proposal in each of 2022 (at **CDW Corporation**) 2023 (at **Texas Pacific Land Corporation**) and 2025 (**CDW Corporation**).

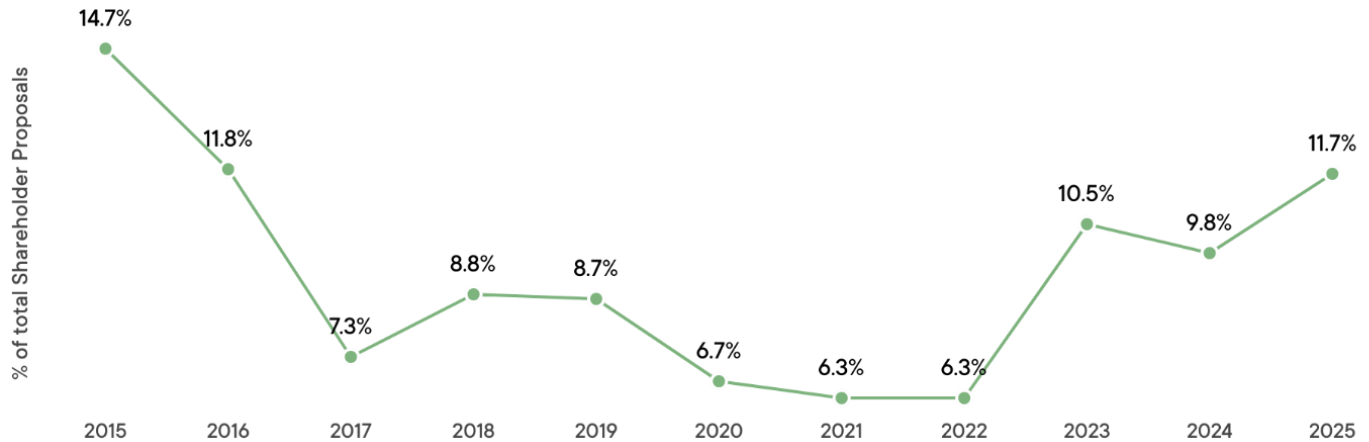
Written Consent Proposals	2021	2022	2023	2024	2025
Total Number of Proposals	71	6	7	7	11
Ownership Threshold Proposals	12	0	3	0	3
Number Majority-Supported	8	1	1	0	1
Average Shareholder Support	40%	35%	34%	38%	28%
Glass Lewis FOR Recommendations	59%	50%	14%	71%	45%

Ownership Threshold Proposals

In 2020, we also reviewed a new iteration on written consent proposals. These proposals requested that companies reduce their ownership threshold required to act by written consent, which generally was between 20-25%, to 10% ownership. Given the novelty and complexity of these proposals, it was somewhat surprising that they initially received higher shareholder support than traditional written consent proposals, with one receiving majority support in 2021. In 2023, support for these proposals was roughly consistent with the average support for written consent proposals, with the exception of **Newell Brands Inc.**, where this proposal received just 8.1%. After not being raised in 2024, we saw three of these proposals in 2025 which received between 42.7% support (at **CVS Health Corporation**) and 15.1% (at **United Rentals, Inc.**).

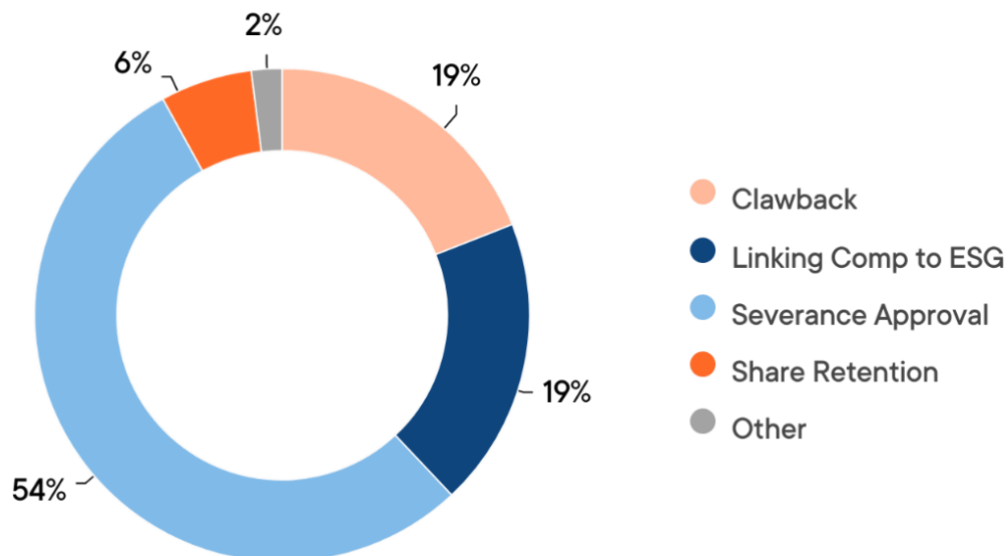
Compensation

Compensation Shareholder Proposals as a Percentage of Total Proposals



Between 2015 and 2022, the number of compensation-related shareholder proposals we reviewed dropped from 86 to just 33. However, the following year, the number of compensation-related proposals nearly doubled, with 61 such proposals going to a vote. Since that time, the number of these proposals has remained relatively consistent (58 and 52, respectively), despite significant fluctuations in the number of proposals going to a vote. The shift in the number of proposals going to a vote beginning in 2023 is largely the result of severance approval proposals, discussed below, which have represented a majority of compensation-related proposals in each of the last three years.

Compensation Proposals

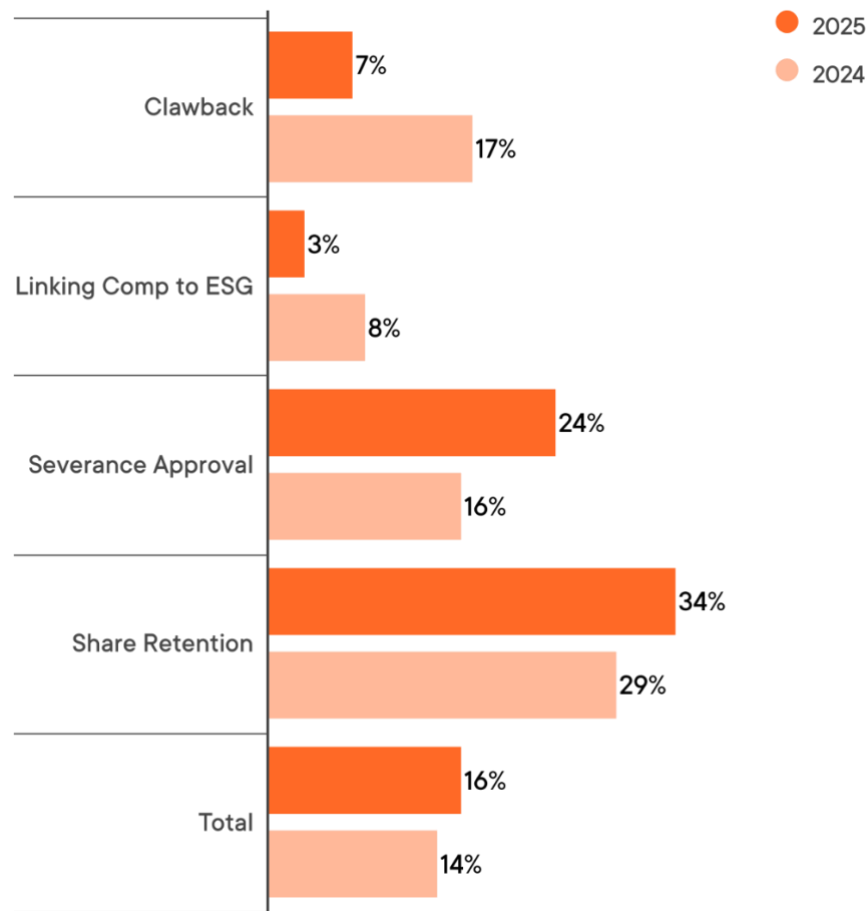


Aside from severance approval proposals, there has been a broad shift away from compensation-related shareholder proposals, which could signal a broad move away from the shareholder proposal process as a means of effecting change in companies' compensation plans. This likely reflects the combination of two factors: (i) the 2011 introduction of shareholders' ability to vote on say-on-pay proposals; and (ii) the significant rise in shareholder engagement. It appears that many of the issues that were once addressed through the shareholder proposal process are now being addressed through these forms of engagement.

Clawbacks

Ensuring that companies maintain robust policies that recoup unearned or fraudulently earned compensation from executives has been a focus of investors and regulators since the accounting scandals of the early 2000's. However, following the high-profile corporate scandals rattling companies such as Wells Fargo & Company and McDonalds Corporation, issues related to clawback policies received renewed attention. Generally speaking, clawback policies allow the compensation committee to review and determine whether to seek recoupment of incentive compensation that has already been paid, typically in cases of misconduct.

Average Shareholder Support for Compensation Proposals



Prior to 2024, the number of proposals on this topic had been dropping significantly; in all of the preceding five years, a total of fifteen clawback proposals went to a vote, with average support ranging between 28% and 45%. The vast majority of these proposals requested provisions that would trigger a clawback based on financial and reputational harm.

Clawback Proposals	2021	2022	2023	2024	2025
Number of Proposals	3	5	2	8	10

In the last two years, however, following the application of SEC rules on the subject, the number of clawback proposals has increased. At the same time, however, support for these proposals has dropped. Whereas in 2023, the two proposals on this topic received average support of 42%, support levels plummeted to 17% and 7%, respectively, over the last two years. This could be a function of changes in the requests of these proposals in recent years, discussed below.

Prior to 2024, these proposals have generally requested that companies broaden the terms of their existing clawback policies, generally requesting that companies include financial and reputational harm as potential triggers for recouping executive compensation. Specifically, they generally requested that: the board review and determine whether to seek recoupment of incentive compensation paid, granted, or awarded to a senior executive if, in its judgment, (a) a senior executive engaged in conduct that resulted in a violation of law or the companies' policies, and that caused financial or reputational harm to the company or (b) a senior executive failed in his or her responsibility to manage conduct or risks, and such failure contributed to financial or reputational harm to the companies, with the firm to disclose to shareholders the circumstances of any recoupment or decision not to pursue recoupment in those situations.

These proposals, which had historically received relatively strong support, could have carried more weight for investors given that securities rules concerning companies clawback policies had not been promulgated since Sarbanes-Oxley in the early 2000's. These rules require companies to recoup bonuses or other incentive payments made to the CEO or CFO as a result of misconduct resulting in financial restatements.

Although rules intended to strengthen clawback policies were a part of Dodd-Frank, they had yet to take effect. More than a decade after the passage of Dodd-Frank, the SEC adopted a rule that mandates national securities exchanges and associations to promulgate new listing standards requiring companies to maintain recoupment policies that provide for the recovery of erroneously awarded incentive-based compensation that is received by current or former executive officers in connection with a financial restatement, regardless of fault or misconduct. These new rules became effective October 2, 2023 and required listed companies to adopt a compliant policy by December 1, 2023.

Clawbacks Based on Misconduct

Given that the SEC rules limit required clawbacks to instances where companies file financial restatements (or revise previously issued financial statements), it is somewhat surprising that, in both 2024 and 2025, none of the proposals requested expanding companies' clawback policies to cover instances of financial and reputational harm absent a financial restatement. Instead, proposals were submitted to companies requesting that they amend their clawback policies to state that "conduct," and not "misconduct," would trigger application of the clawback policy, and that the board report to shareholders on the results of any deliberations about whether to cancel or seek recoupment of compensation paid, granted, or awarded to senior executives.

Glass Lewis Benchmark Policy Recommendations

The benchmark policy did not recommend in favor of any of the proposals submitted in either 2024 or 2025, on the basis that the new clawback rules applied regardless of fault and misconduct. Notably, it was unclear that the requested amendments were necessary: as a result of these new rules, most companies had clearly spelled out in their clawback policies that they would be applied based on conduct, not misconduct (and those that didn't were still subject to the new regulations). Given that stipulation had already been addressed, the proposal would effectively require these companies to disclose the results of any board deliberations about whether to cancel or seek a clawback.

We had concerns regarding the level of disclosure this could require, particularly as the proposal made no caveats for personally or competitively sensitive information. It was not clear that such information would benefit shareholders or the companies, particularly given that the main objective of the proposal had already been met.

Voting Outcomes

These proposals received 17% support on average in 2024 and just 7% in 2025, down from 28%-45% in prior years. This drop likely reflects the shift in proposal request, as provisions regarding financial and reputational harm are traditionally popular, as well as the impact of the SEC rules, which may have made shareholder action appear less necessary. The lowest support for this proposal (4.1%) was at **Alaska Air Group, Inc.**, while the highest support (11.4%) was at **S&P Global Inc.**

Environmental and Social Criteria in Executive Compensation

Apart from a dip in 2022, between 5 and 10 proposals dealing with how companies to link compensation to ESG metrics have gone to a vote in each year since 2019.

E&S Criteria in Executive Pay	2021	2022	2023	2024	2025
Number of Proposals	5	1	6	10	10
Average Shareholder Support	12%	15%	11%	8%	3%

Several iterations of this proposal have been proposed by shareholders. Historically, these proposals asked companies to tie executive compensation to ESG-related metrics. However, in 2023, all of these proposals identified specific ESG metrics which companies should align to executive compensation, and in 2024, only one of these proposals, submitted at **Tenet Healthcare Corporation**, did not specify the ESG metric to which companies should link executive compensation. Two proposals, at **FirstEnergy Corp.** and **Cummins Inc.**, requested that the companies link executive compensation to GHG emissions reduction targets. Proposals at **The Travelers Companies, Inc.**, **Bank of America Corporation**, and **The Charles Schwab Corporation** requested that the companies “improve the executive compensation program” to include the “CEO pay ratio factor.” Finally, a proposal at **Tesla, Inc.** suggested that the carmaker should include senior executive diversity factors in the vesting conditions in its compensation plans.

Three proposals, however, sought to have companies “revisit” their decisions to tie executive compensation to ESG factors. Specifically, these proposals requested that **Exxon Mobil Corporation**, **General Motors Company**, and **ConocoPhillips** consider eliminating their climate-related compensation targets.

In 2025, none of the proposals on this topic requested the broad application of ESG-related metrics in executive compensation. Instead, four of the proposals requested that companies include the CEO pay ratio factor in executive compensation in a manner similar to the 2024 request. However, the remaining 6 proposals requested that companies either eliminate DEI from their compensation plans or revisit the inclusion of incentives related to their climate goals.

Voting Outcomes

On average, proposals that went to a vote in 2024 received 8% support, with only two proposals receiving above 16% support. In 2025, support for these proposals continued to decline, with average support of only 3%. In fact, only one proposal, requesting that **Gilead Sciences, Inc.** include the CEO pay ratio factor in compensation plans, received over 5% support.

Glass Lewis Benchmark Policy Recommendations

Glass Lewis reviews proposals requesting that companies establish a link between compensation and environmental or social factors on a case-by-case basis. As a general rule, we are not of the view that every company should incorporate ESG metrics in their executive compensation plans. Although we are not necessarily opposed to their inclusion in a compensation scheme, we view this as a decision that should be made by the board in its holistic consideration of the company and its long-term goals. When making a vote recommendation on a shareholder proposal on this topic, we consider a number of factors, including the target company’s current executive compensation plan, the specific request of the proposal, and the company’s exposure to environmental or social risks. Giving consideration to all of these factors, the benchmark policy did not recommend in favor of any of the proposals submitted in 2025.

Severance Approval Policies

Proposals on severance approvals were historically common (seven in 2015) before largely falling off the ballot for a period, with only one or two proposals going to a vote each year through 2021. But over the past four years, the number of these proposals has increased significantly, and in each of the last three years, this was the most frequent type of compensation-related proposal. Specifically, these proposals requested that boards adopt a policy whereby they would seek shareholder approval of any senior manager’s new or renewed pay package providing for severance or termination payments with an estimated value exceeding 2.99 times the sum of their base salary plus target short-term bonus.

Severance Policy Proposals	2021	2022	2023	2024	2025
Number Proposed	1	14	39	30	28
Average Shareholder Support	38%	46%	25%	16%	24%
Glass Lewis Support	-	79%	38%	30%	57%

Glass Lewis Benchmark Policy Recommendations

Generally speaking, Glass Lewis' benchmark policy views these proposals positively. Providing a shareholder vote for certain severance arrangements benefits shareholders, particularly those that require approval above a 2.99 threshold, as specified by the proposal. Above this threshold, based on the executive's average annual compensation for the most recent five years, a company can no longer deduct severance payments as an expense, and thus it is our view that shareholders are deprived of a valuable benefit without an offsetting incentive to the executive.

Many companies where this proposal was lodged stated that, as a policy, they didn't provide cash severance above a 2.99 threshold, thus obviating the need for such a policy. However, the sticking point for many companies was with respect to the equity factored into this calculation, as the proposal specified that "severance or termination payments" include cash, equity, or other compensation that is paid out or vests due to a senior executive's termination for any reason, including those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans.

In most cases, the equity granted or accelerated as part of this severance would push the calculation well beyond the 2.99 times specified by the proposal. Adoption would effectively require shareholder approval for every severance payout made by these companies. Many companies argued in their statements of opposition to this proposal that this requirement could result in uncertainty for executives as well as the additional time and resources necessary to hold such a vote.

In advance of 2023, we codified our benchmark policy position on these proposals, stating that we would generally recommend in favor of them unless companies had adopted some kind of policy whereby they would place any cash severance payment above 2.99 times bonus and salary up for shareholder approval. As a result of both this policy change and the targeting of these proposals, we have recommended in favor of significantly fewer proposals since 2023 than in prior years.

Voting Outcomes

On average, these proposals received 24% support, an increase from the previous year (16%). Despite this increase in support, it is down significantly from previous years. A closer look shows the evolving nature of these proposals. In 2025, the lowest level of support was 5.1% (at **Jabil Inc.**). However, in 2022, the lowest support for one of these proposals was 32.8%. Moreover, in both 2022 and 2023, four proposals on this topic received majority shareholder support. However, in the last two years, none of these proposals were approved.

Going forward, it is difficult to say if shareholders will continue to see a large number of these proposals, as they were mostly submitted by individual investors, such as John Chevedden and Kenneth Steiner, and it is common for the composition of the proposals submitted by these individuals to vary significantly year-over-year.

Share Retention Policies

The alignment between shareholder interests and those of executives represents an important assurance to shareholders that executives are acting in their best long-term interests. Companies often ensure this alignment through the adoption and enforcement of minimum executive share ownership requirements, which effectively turns management into shareholders

Widespread consensus that executives should have a personal stake in the companies they manage helps explain the heavy reliance on stock options and share awards to deliver the majority of U.S. compensation. However, such awards are typically granted with a one-to-three-year vesting schedule, after which they can be sold – undermining alignment with institutional owners whose timeframe is often measured in decades. Minimum share ownership policies are an attempt to bridge the gap by requiring that executives hold a certain number of shares, intended to represent material monetary risk exposure to the company’s stock price, throughout their employment.

Given the importance of these policies in ensuring that the interests of management and shareholders are aligned, it is unsurprising that the establishment of executive stock retention requirements has been the subject of shareholder proposals for more than a decade.

In recent years, these proposals have generally requested that companies adopt policies that would require named executive officers to retain “a significant percentage of stock” awarded through equity pay programs until these executive officers reach “normal retirement age.”

Share Retention Proposals	2021	2022	2023	2024	2025
Number of Proposals	1	2	9	5	3
Average Shareholder Support	n/a*	26%	19%	29%	34%

*Proposal withdrawn prior to going to vote

Glass Lewis Benchmark Policy Recommendations

Glass Lewis has placed increased emphasis on issues related to share retention in recent years. Prior to the 2024 proxy season, we updated our benchmark policy to formally outline our approach to executive ownership guidelines. Specifically, we expect companies to provide clear disclosure of their executive share ownership requirements and how various outstanding equity awards are treated when determining an executive’s level of ownership. For example, where companies count unearned performance-based full value awards and/or unexercised stock options towards shares held by an executive, we expect them to provide a cogent rationale.

We have cited a number of concerns with the proposed terms of these proposals, as requiring that executives hold these shares until “normal retirement age” could potentially require executives to hold gains from equity grants for decades should they depart the company well before reaching such an age. Conversely, an executive who reaches this age, but has yet to depart the company, would be able to no longer maintain equity holdings.

As a result of these problematic provisions, we have historically not recommended in favor of these proposals. However, in light of our change in approach to evaluating holding requirements, we determined that, despite our concerns, support for some of these proposals was warranted. Moreover, the precatory nature of these proposals allowed the target companies to craft policies that better ensured that executives’ shareholdings align their interests with those of investors. Further, in our view, adoption of a policy similar to that requested by this proposal could protect against the possibility of a significant price decline or below-target PSU payment putting executives at risk of failing to comply with traditional share ownership guidelines.

As a result of our change in approach to this matter, we recommended in favor of four of the five proposals that went to a vote in 2024 and all three proposals that went to a vote in 2025. By contrast, in 2023, we had only

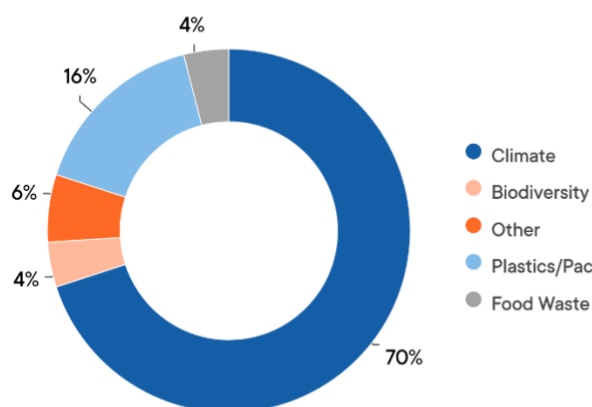
recommended in favor of one of the nine proposals, at **AMC Networks, Inc.**, largely because the company lacked any form of shareholding requirements.

Voting Outcomes

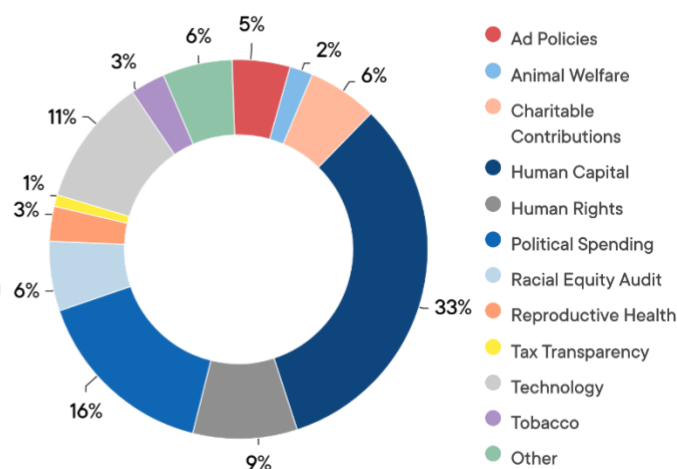
Shareholders have mixed reactions to these proposals. In 2025, average support was 34% (up from 29% in 2024), with the three proposals that went to a vote receiving between 32% and 37%.

Environmental & Social

Environmental Proposals



Social Proposals



SASB Materiality

Since 2019, Glass Lewis has formally considered the topics deemed financially material under the Sustainability Accounting Standards Board (“SASB”) Standards when conducting our analysis on certain environmental and social shareholder proposals.

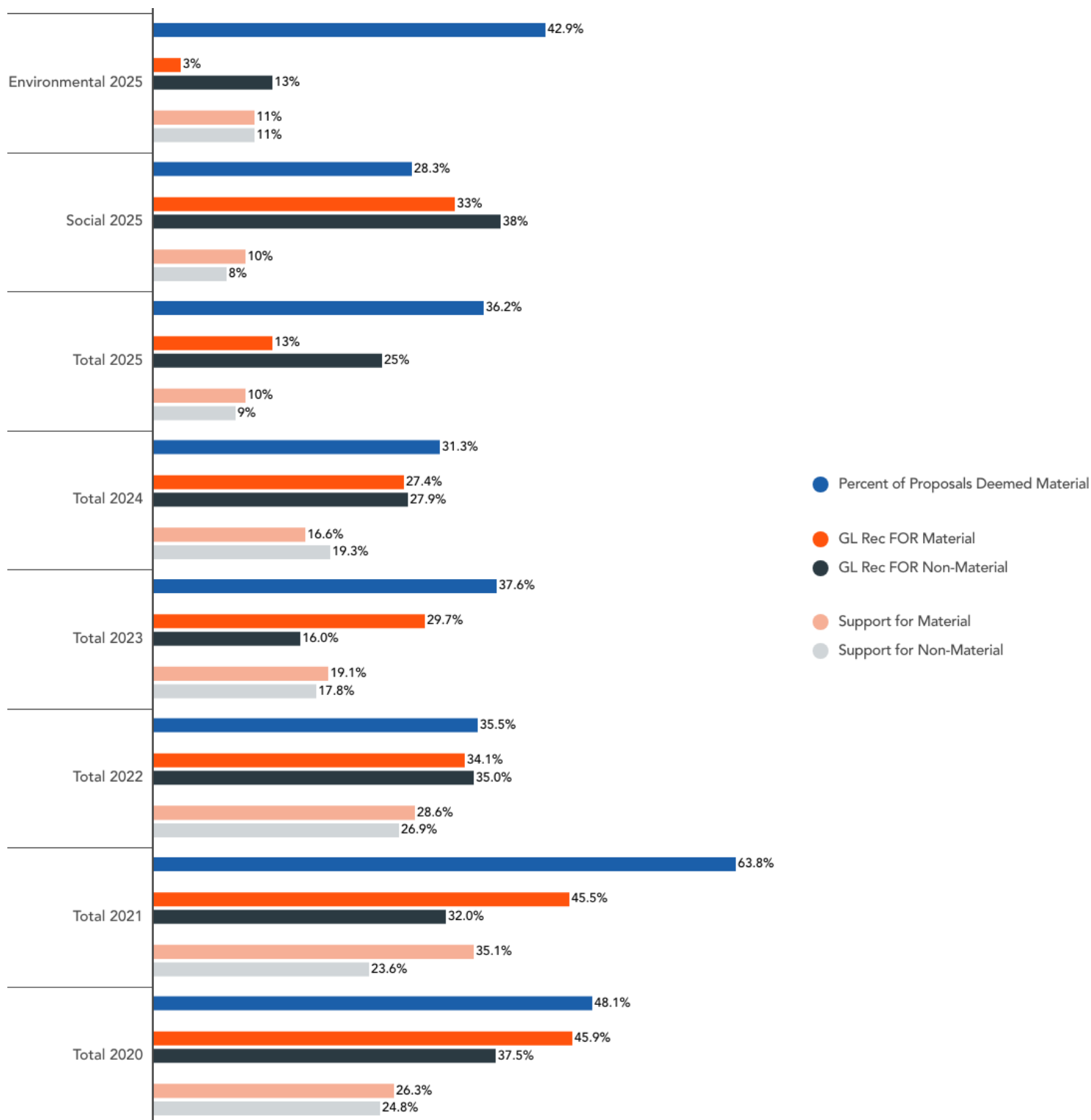
We look to include information on the SASB Standards-defined topics that are financially material to companies in our analysis of proposals that have specific reference to environmental and social issues. For example, we would include this information for proposals asking for reporting on a company’s animal welfare considerations, but we would not include this information for our analysis of a proposal asking a company to produce a sustainability report. In the former instance, there is or is not a clear link to SASB’s defined material topics, whereas a broader interpretation of sustainability does not lend itself to these topics. When applying this analysis, we look at SASB’s materiality considerations more narrowly and literally than broadly. For example, if we were reviewing a proposal on a company’s GHG emissions, we would not include the topic of “energy management” as encompassing GHG emissions. Therefore, we would have concluded that GHG emissions were not a material topic for that industry.

SASB Materiality Map Application	2021	2022	2023	2024	2025
Number of Proposals	69	124	170	198	130

Our application of SASB’s materiality map has increased significantly over the years. With the exception of 2024, environmental proposals have comprised the largest proportion of proposals that were analyzed. Although there have been a higher number of social proposals overall, many of these proposals are broad in nature, asking for information on workforce diversity or political spending, which are not topics encompassed in this

materiality analysis. In addition, we also considered six governance-related proposals and one compensation-related proposal.

SASB Materiality



Compensation-related proposals included in this analysis generally concern requests to link compensation to specific environmental or social criteria, such as climate, cybersecurity, or diversity. In 2025, the compensation-related proposal included in this analysis requested that **Dominion Energy, Inc.** revisit pay incentives for climate goals (discussed in more detail in “Environmental and Social Criteria in Executive Compensation”). Governance-related proposals typically requested that companies create a specific committee of the board or appoint directors with a specific expertise, such as human rights or climate change (discussed in more detail in “Director Expertise, Oversight, and Creation of Committee”).

In total, we found that only 36.2% of environmental and social shareholder proposals touched on a SASB-defined material topic, an increase from last year (31.3%), but relatively consistent with both 2023 and 2022, when 38.2% and 35.5% of proposals, respectively, met this criteria. This also represents a significant decline from prior years when these proposals represented between 48-64% of proposals reviewed. It is possible that the lower overall support for environmental and social proposals over the last three years is, in part, a result of the dramatically lower proportion of proposals dealing with issues of financial relevance to companies.

Notably, there were certain instances where our views of what constitutes a material topic varied from those identified by SASB. For example, companies such as **Meta Platforms, Inc.** has Internet Media & Services as their primary SASB industry. According to SASB, the following topics are financially material for this industry: (i) environmental footprint of hardware infrastructure; (ii) data privacy, advertising standards and freedom of expression; (iii) data security; (iv) intellectual property & competitive behavior; and (v) employee recruitment, inclusion & performance. In our assessment of the company, we determined that issues related to human and civil rights were material to its operations, as evidenced by, for example, Meta’s role in the genocide in Myanmar. As a result, we recommended in favor of human rights-related proposals at the company. Similarly, **Amazon.com, Inc.** is considered to be an E-Commerce company under SASB’s criteria. Matters related to worker safety are not considered to be a financially material topic for this industry. However, Amazon’s sui generis status as a retailer and controversies regarding working conditions at the company’s warehouses resulted in a favorable recommendation for a shareholder proposal requesting an audit of the working conditions and treatment that warehouse workers face, which we considered financially relevant to the company and its shareholders.

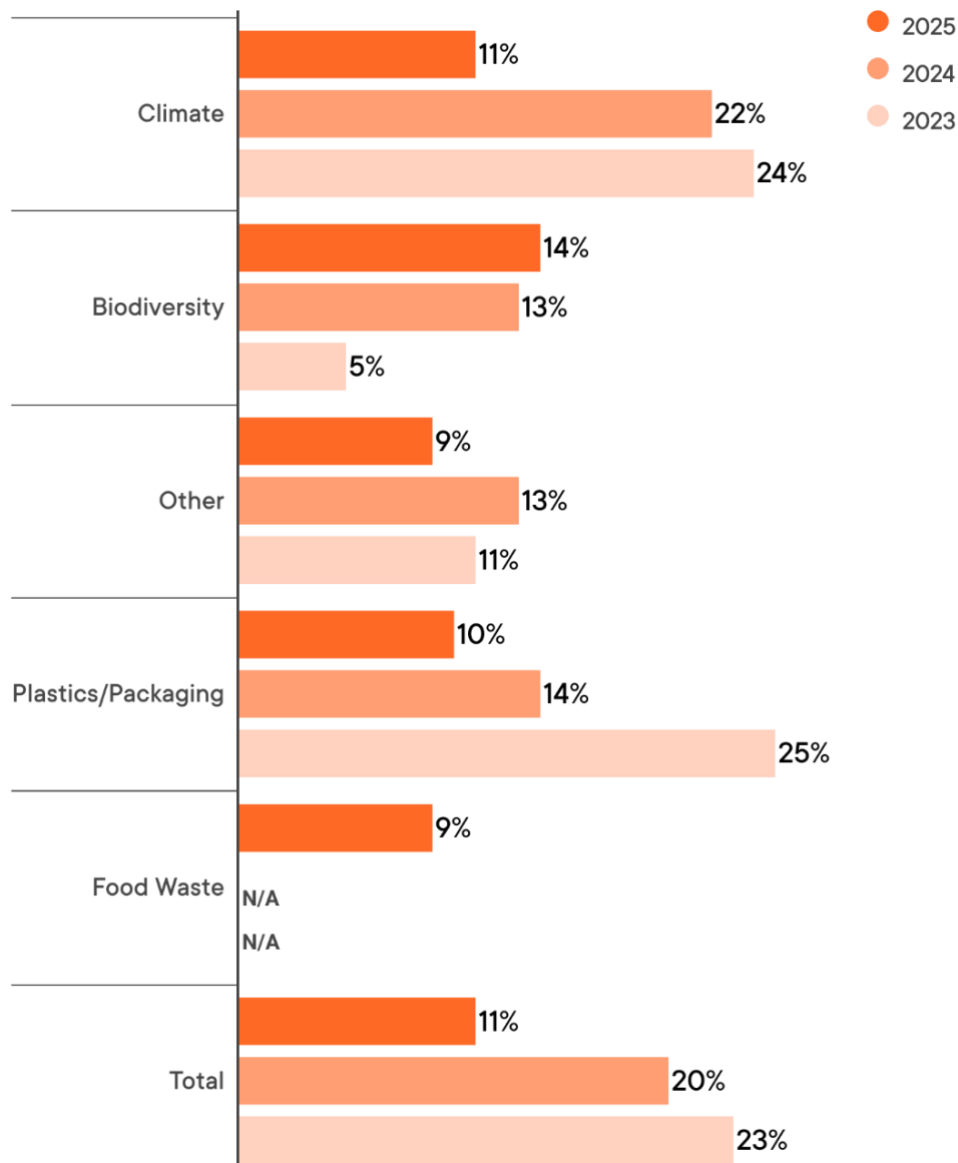
We find SASB to be an invaluable tool in assessing companies’ material risk exposure, but in light of the above, our vote recommendations and shareholder support for proposals were not always aligned with issues that SASB had deemed material and that, instead, dealt with company-specific (versus industry-specific) risks. In 2025, Glass Lewis’ benchmark policy recommended in favor of approximately 13% of the proposals that dealt with a SASB-defined material topic, which is down from 2023 and 2024, when we recommended in favor of 32% and 27% of these proposals, respectively.

As was the case last year, we recommended in favor of slightly more proposals dealing with topics that are not defined by SASB as material in the target company’s industry than those dealing with material topics in 2025. In the first half of 2025, we recommended in favor of 25% of these proposals, which is down slightly from 2024 when we in favor of 28%. This figure represents a significant increase from 2023 when we only recommended in favor of 14% of these proposals. However, this appears to be an aberration, as our recommended support levels have remained somewhat consistent with previous years. Between 2019 and 2022, we recommended in favor of between 27-38% of proposals related to topics that were not identified in SASB’s materiality map.

The discrepancy between SASB’s materiality standard and our vote recommendations can be explained by a variety of factors, one of the most significant of which is due to nuances in companies’ operations that could not

be addressed in a broadly applicable materiality standard. For example, most technology companies do not have the business model, popularity, ubiquity, or reach of a company like Meta Platforms, a combination of traits that results in their potential for human rights-related risks – as previously noted. In addition, it is also reasonable to assume that the discrepancy between materiality and our vote recommendations could also reflect the impact of increased engagement, as companies are hearing more about material topics earlier in their conversations with shareholders, and in some cases, taking action that may make shareholder proposals less necessary. Further, it is important to note that just because an issue is financially material to a company does not necessarily mean that the company in question is not managing associated risks or providing ample disclosure on the topic. In fact, we would expect increased attention and disclosure on these matters from companies.

Average Shareholder Support for Environmental Proposals



In line with broader trends, shareholder support for both types of proposals has also significantly decreased since 2022. In both 2019 and 2020, shareholder support for proposals where we applied SASB’s materiality map was relatively consistent, regardless of whether the proposal was dealing with a material or non-material topic (26% and 25%, respectively). In 2021, while average shareholder support for non-material proposals remained relatively consistent with previous years (24%), the average support for material proposals increased significantly to 35%. In 2022, the support for material proposals dropped to 29%, while, in an increase from previous years, non-material proposals received 27% shareholder support on average. However, in 2023 and 2024, support for material and non-material proposals declined significantly from previous years. In each year, both categories of proposals received between 17-19% support. Given broader trends in shareholder support for environmental and social issues, it is somewhat unsurprising that support for all of these proposals decreased again in 2025, with material and non-material proposals receiving 10% and 9%, respectively.

We recognize that issues of materiality are incredibly complex and require shareholders to look closely at companies’ operations. That being said, we find SASB to be an extremely helpful tool in assessing how companies’ operations are exposed to environmental and social factors. As such, we will continue to review SASB materiality considerations when assessing shareholder proposals and other social and environmental factors. However, we will also continue to provide contextual, company-specific considerations and analysis in our research and recommendations.

Animal Welfare

Shareholder proposals dealing with issues related to animal welfare have long been a staple at companies’ AGMs. Though limited in number, each year there have consistently been a handful of shareholder proposals dealing with issues related to animal welfare, such as companies’ use of fur or the methods used by companies to slaughter animals. The specific requests of these proposals, however, often change significantly on a year-over-year basis.

This issue has been dynamic in recent years. After 17 proposals dealing with animal welfare-related went to a vote in 2024, the number of proposals on this topic dropped to just three proposals in 2025. Largely, this dramatic change was as a result of a shift in focus from The Accountability Board, one of the main proponents behind the 2024 animal welfare proponents. While in 2024 the group had submitted six proposals on this topic, in 2025 it only submitted one resolution on animal welfare issues, which requested that **Hormel Foods Corporation** publish measurable, timebound targets for significantly increasing group sow housing in its supply chain. The proposal was ultimately withdrawn prior to votes being cast.

Animal Welfare Proposals	2021	2022	2023	2024	2025
Number of Proposals	2%	11	11	17	3
Average Shareholder Support	7%	14%	15%	16%	8%

The two other proposals on this topic in 2025 were submitted at **Charles River Laboratory** and **Starbucks Corporation**. With respect to the former, the proposal requested reporting on the nonhuman primates imported by the healthcare testing company. This proposal, which was resubmitted from the prior year, received just 8.3%, a significant decline from the prior year when it received 24.9% support. The latter proposal

at Starbucks requested the disclosure of details concerning the implementation plans and timelines for reaching its cage-free egg commitment in China and Japan. This proposal received just under 8% support.

Climate Change

Over the last decade, the number of and investors' focus on shareholder proposals concerning climate-related issues, including requests for additional disclosure and actions with respect to companies' contributions to and the impacts of climate change, has grown significantly. In 2025, climate-related proposals made up over three-quarters of all environmental proposals. Moreover, given the wide-reaching impacts of climate change, most environmental proposals are related to some aspect of climate change.

Climate Change Proposals	2021	2022	2023	2024	2025
Number of Proposals	28	49	75	66	49
Majority-Supported	11	11	3	2	0
Average Shareholder Support	42%	46%	24%	22%	11%

Although the number of these proposals has grown over the past decade, support for these initiatives has been slowly declining in recent years, in line with broader trends. Prior to 2017, no climate change-related shareholder proposal had ever received majority support, but that year three such proposals received over 50% approval. Since then, an additional 15 proposals, including two in 2024, have received majority shareholder support. However, in 2025, no climate-related proposals, or environmental proposals more broadly, received majority shareholder approval.

Despite the lack of majority support for any of these proposals in 2025, the consistently high number of proposals on climate-related issues and the support garnered for a number of these proposals in recent years is likely indicative of the interest and support behind several of these initiatives and the growing realization that issues related to climate change pose significant risks to investors and the companies in which they invest.

Climate Reporting

In light of growing shareholder interest and understanding on the part of companies that climate change could present significant risks to their operations, there has been a significant uptick in corporate reporting on climate impacts and risks. In theory, the trend has negated the necessity of submitting shareholder proposals on this topic. In reality, however, the dynamic nature of climate change and shareholders' increasing sophistication on this issue has resulted in more detailed and company-specific requests related to climate reporting.

Climate Reporting Proposals	2021	2022	2023	2024	2025
Number of Proposals	14	13	14	22	24
Majority-Supported	2	4	1	0	0
Average Shareholder Support	29%	37%	23%	10%	9%

Despite a lower number of shareholder proposals going to a vote, including those related to climate issues, this year saw an increase in climate reporting proposals. In line with other types of proposals, support has continued to decrease. The lower levels of support could be due in part to the anti-ESG movement and a greater reluctance from shareholders to support environmental and social shareholder proposals, and in part to the composition of the proposals that went to a vote. Unlike several years ago, when most climate proposals had similar requests, in the last four years, there were nearly as many distinct requests as there were proposals.

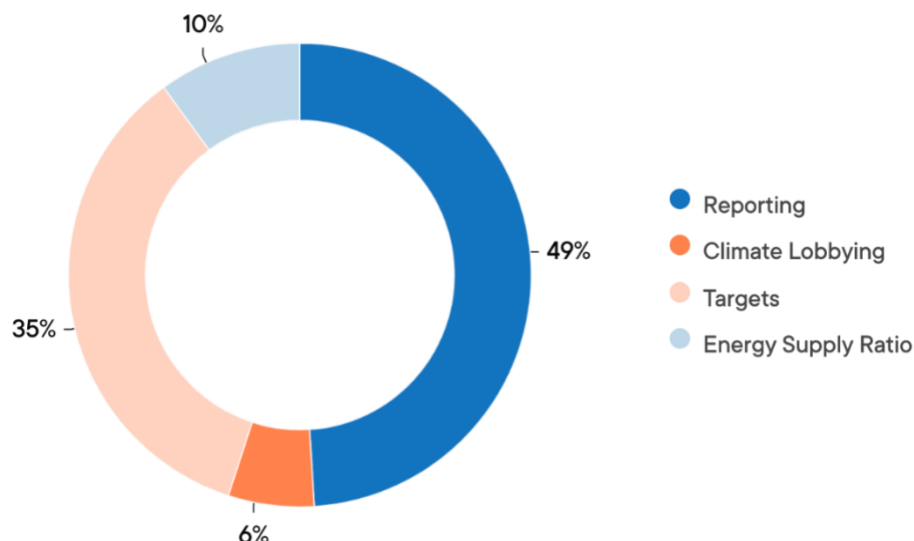
Several of these proposals asked for specific accounting of certain types of emissions. For example, a proposal at **Markel Group, Inc.** requested that the company disclose the emissions from its “underwriting, insuring, and investment activities that account for major sources of its GHG footprint.” In addition, a proposal at **Skyworks Solutions, Inc.** requested the disclosure of all material Scope 3 GHG emissions. Other proposals dealt with companies’ operational strategies, such as a proposal at **The Travelers Companies, Inc.** that requested disclosure on the expected impact of climate-related pricing and coverage decisions on the sustainability of its homeowners insurance customer base under a range of climate scenarios in the near, medium, and long-term. Another proposal, submitted at **The Southern Company** requested disclosure on the utility’s decision to increase reliance on fossil fuel-based energy production rather than renewables. All of these proposals received between 7% and 21% support.

Glass Lewis Benchmark Policy Recommendations

Glass Lewis’ benchmark policy is broadly supportive of climate reporting sufficient to allow shareholders to understand how a company is managing and mitigating its climate-related risks. However, as companies begin providing robust climate reporting (which is the case with many of the companies targeted with climate reporting proposals) and the requests of these proposals have become increasingly specific, we have recommended in favor of fewer of them. In 2021, we recommended in favor of 83% of climate reporting proposals, but our support levels have since steadily declined. In 2024, we recommended in favor of 9% of climate reporting proposals, and in 2025, we did not recommend in favor of any of these proposals.

Generally speaking, our opposition to most of these proposals was as a result of these companies already providing significant reporting on their climate-related initiatives and risks. In some instances, it was not clear that additional reporting would provide benefits commensurate with the resources required to prepare the reporting or the proponent had not provided any meaningful argument as to why shareholders would benefit from the additional requested reporting. It is possible that the decreasing support for these proposals overall, as well as the low support that a number of these initiatives received, indicates that the quality and targeting of these proposals could be diminishing. It also suggests that investors believe companies’ existing climate reporting is sufficient to allow them to understand how climate-related risks and opportunities are being managed.

Climate-Related Shareholder Proposals



Case Study

Ratioed: Developments in Energy Supply Ratio Proposals

In 2024, global banks reportedly provided over \$869 billion in financing for coal, oil and gas projects. Five of the top ten fossil fuel lenders were U.S. companies – JP Morgan, Bank of America, Citigroup, Wells Fargo, and Goldman Sachs. Among the top ten were also two Canadian companies, Royal Bank of Canada and Toronto-Dominion. As a result, a number of proposals have been filed over the last two years requesting companies to provide more insight into their energy financing decisions. Specifically, proponents have requested that banks disclose their energy supply ratios (“ESR”) defined as the total financing through equity and debt underwriting, and project finance, in low-carbon energy supply relative to that in fossil-fuel energy supply. The proposals also have also generally requested information on their methodology, including what they classify as “low carbon” or “fossil fuel.”

In 2024, the New York City Comptroller filed shareholder proposals at Morgan Stanley, Goldman Sachs, and Bank of America, and, in 2025, it expanded its target list to include Wells Fargo. Similarly, in Canada, the Shareholder Association for Research and Education (“SHARE”) submitted three similar resolutions requesting Bank of Montreal, The Toronto-Dominion Bank, and Canadian Imperial Bank of Commerce to annually disclose their ESRs and methodologies.

Although support for disclosing an ESR dropped precipitously in the U.S. year over year (from 28.8% to 11.4%, 26% to 16.4%, and 22.9% to 13% at Goldman Sachs, Bank of America, and Morgan Stanley, respectively), support was relatively strong in Canada, with all of the banks receiving between 32% and 38% support. Interestingly, the lower support for the U.S. proposals came as a growing number of companies have committed to providing this disclosure. In 2024, JP Morgan, Citigroup, and Royal Bank of Canada committed to providing their ratios and methodologies, and The Bank of Nova Scotia recently promised to disclose its ESR by June 2026. While JP Morgan and Royal Bank of Canada have since disclosed their ESRs and methodologies on their

websites, JP Morgan acknowledges that its ESR disclosure “has limitations” and asserts that it is not aligning its financing to meet a specific target for this ratio. Further, Royal Bank of Canada asserts that its methodology was developed on a “best-efforts basis” and that it will continue to enhance its calculation, while Citigroup does not yet appear to publicly disclose its ESR or methodology.

Challenges related to the wider disclosure of the ratio include difficulty gathering loan and financing data and the potential use of different ESR calculation methodologies. The Institute of International Finance explains that there are many choices that need to be taken when a bank is designing and calculating its ESR and there is no ‘one size fits all’ approach that would be optimal for all banks. Indeed, several of the banks targeted by the proponents expressed concerns that the proposed ESR is a nascent metric that does not have a standardized industry-wide methodology, which limits its comparability and usefulness to shareholders, and is more likely to create confusion among shareholders and other stakeholders. In light of uncertain methodologies, Bank of Montreal emphasized that adoption of an ESR metric could create legal and reputational risks. For all these reasons, several of the banks contended that a more viable solution would be an unaffiliated third-party provider, such as BloombergNEF, which already estimates and publishes a version of an ESR, based on its own internally developed methodology. However, BNEF’s metric does not incorporate private transactions such as direct lending and bilateral loans by the banks.

Although the lower support for the U.S. proposals follows the broader trend of decreased support for shareholder proposals, another reason for the decline could be that the companies have provided what investors deem to be sufficient disclosure on this topic. For example, all the Canadian banks reported on their carbon-related assets relative to total assets, based on TCFD guidance, and maintained financed emissions reduction targets. Further, all the U.S. banks, apart from Wells Fargo, also maintained financed emissions reduction targets. However, while it does not have a reduction target, Wells Fargo maintained a goal to deploy \$500 billion in sustainable finance by 2030.

Despite these initiatives, investors may change their views on these proposals over time if more companies begin to disclose this information, leaving those that don’t as outliers.

Climate Lobbying

Shareholder proposals concerning how companies are spending treasury funds for electioneering or lobbying purposes have been one of the most popular types of shareholder resolutions for more than a decade. Investors have increasingly been concerned with, and engaging companies on, how their money is being spent and whether or not it is being used to further stated corporate goals. For example, one concern that has arisen in recent years is that companies may be outwardly proclaiming their environmental sustainability while at the same time indirectly funding lobbying efforts aimed at curbing climate regulations through their membership in trade associations.

There have been several approaches to ensuring companies’ values are aligned with their political spending. In particular, investors have sought to learn about companies’ indirect spending, namely their spending conducted through companies’ trade association memberships. Proponents often argue in supporting statements that they are concerned the target company’s money is being spent to lobby against progressive climate legislation.

Historically, the issue of indirect lobbying on climate-related issues was merely an implicit component of broader lobbying proposals. Proposals with a specific focus on climate-related lobbying have appeared in the

U.S. since 2020, and in Australia since 2017. However, the momentum behind this issue may have slowed in the last year. In 2025, only three proposals in the U.S. went to a vote requesting the targeted companies produce reports describing if, and how, their lobbying activities (both direct and through trade associations) align with their net zero ambitions and/or the goals of the Paris Agreement. The proposals also generally asked that the requested report address the risks presented by any misaligned lobbying, as well as the companies' plans, if any, to mitigate these risks.

In 2025, the three proposals on this topic were submitted at **Bank of America Corporation, Mondelez International, Inc., and Verizon Communications Inc.**

Climate Lobbying Proposals	2021	2022	2023	2024	2025
Number of Proposals	6	3	10	9	3
Majority-Supported	5	0	1	0	0
Average Shareholder Support	62%	31%	35%	24%	14%

Glass Lewis Benchmark Policy Recommendations

The benchmark policy is broadly supportive of companies providing disclosure to shareholders that allows them to understand their high-level legislative priorities and how their political spending is aligned with their broader goals and objectives. However, we have recommended against an increasing number of these proposals, largely because of how these resolutions have been targeted.

When the first three climate lobbying proposals were introduced in 2020, they were aimed at emissions-intensive companies, none of which had provided sufficient disclosure concerning how they were ensuring their political spending was aligned with their broader goals. The same was largely true in 2021, when six proposals on this topic went to a vote.

Given that most of the companies that saw this proposal in 2020 and 2021 were emissions-intensive and had not provided sufficient disclosure on this topic, we recommended in favor of all such proposals in both years. In 2022, Glass Lewis recommended in favor of two of the three proposals that went to a vote and in 2023, we recommended in favor of four of the ten climate lobbying resolutions that went a vote. Our recommended support has continued to drop since that time. In 2024, we recommended in favor of two of the nine proposals on this topic and in 2025, we did not recommend in favor of any of these proposals.

Our recommendations were largely dependent on the targeting of these proposals and the level of disclosure provided by the targeted companies. In some cases, we did not find that the proponent had made a particularly compelling case that narrow reporting on how a company's lobbying aligned with its net zero by 2050 commitment would benefit shareholders, particularly when the proposal was targeted at non-emissions-intensive companies. In other cases, we found that companies had already provided sufficient reporting addressing their efforts to align their lobbying activities with their climate goals.

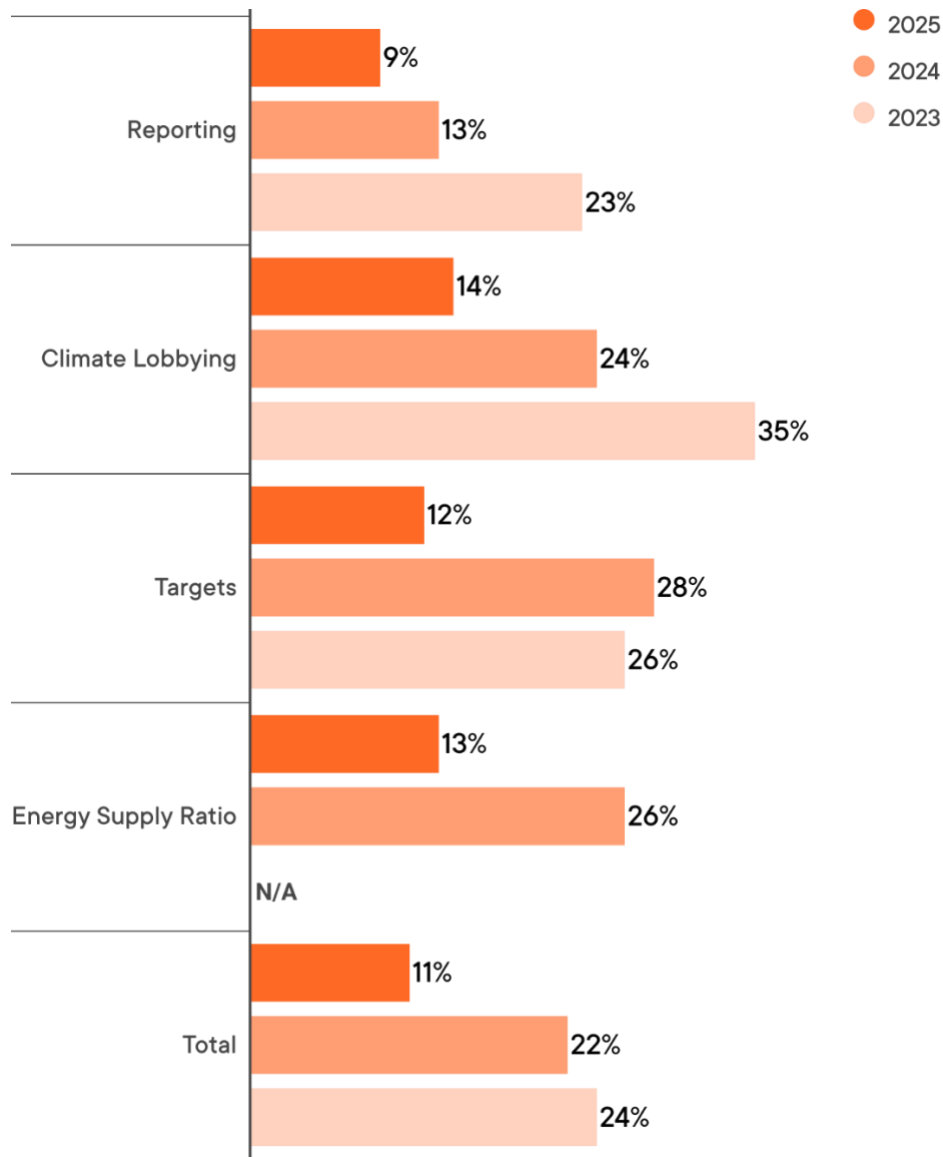
Voting Outcomes

In 2025, none of these proposals received majority shareholder support. All three proposals received between 11% and 16% shareholder support

Emissions Reduction Targets

For many years, shareholders have proposed resolutions requesting that companies adopt GHG reduction targets. Particularly given the increased focus on issues related to the environment and climate change, it is unsurprising that shareholders are continuing to press companies to take steps to minimize their environmental impacts. However, over the last decade there has been a shift in how shareholders are approaching this issue, the number of proposals going to a vote, and how these proposals are targeted.

Average Shareholder Support for Climate-Related Shareholder Proposals



From 2019 through 2021, we reviewed ten of these proposals in total. The subsequent increase in the number of proposals likely resulted from changes in how the SEC allows companies to omit shareholder proposals. Prior to 2022, the SEC had interpreted these proposals as dealing with “ordinary business” matters and allowed

companies to exclude them on that basis. However, when the SEC changed its criteria for allowing no-action requests in 2022, proposals asking companies to establish GHG reduction targets became more commonplace.

This has also had an impact on how these proposals are targeted. Initially, these proposals had been targeted almost exclusively at companies operating in the oil and gas industry or in heavily emitting industries, such as utilities. In the last several years, proponents have submitted proposals at companies that are less emissions-intensive. In the last year, only two of the 17 proposals on this topic were at companies where GHG emissions presented a material risk to the target companies, down from 33% and 41% and 33% in 2023 and 2024, respectively. Further, one of these two proposals, submitted at **ConocoPhillips**, requested the elimination of the oil and gas company's GHG reduction targets (the only proposal of its kind in 2025).

Emissions Reduction Targets Proposals	2021	2022	2023	2024	2025
Number of Proposals	4	21	29	27	17
Majority-Supported	4	7	1	2	0
Average Shareholder Support	69%	43%	26%	28%	12%

Voting Outcomes

In 2025, average support for these proposals dropped by more than half, to 12%. Moreover, unlike previous years, none of these proposals received majority shareholder support. In the last year, the highest support for one of these proposals (30.4%) was at **BJ's Wholesale Club Holdings, Inc.** Fewer than half of these proposals received over 10% support. This is a stark departure from 2024 when average support was 28% and two of these proposals received majority shareholder support, with a third proposal receiving 49.9%.

Glass Lewis Benchmark Policy Recommendations

Although the benchmark policy generally recommends support for shareholder requests to improve disclosure on material sustainability issues, we have found that some shareholder proposals requesting that companies set emissions reductions goals occasionally overstep the boundary between the purview of shareholders and that of the board in the day-to-day management of a company's business. Glass Lewis reviews these proposals on a case-by-case basis, taking into account the companies' current initiatives and disclosure, the materiality of emissions to the company in question, as well as the specific wording of the resolution and what it requests. In certain circumstances, particularly when emissions present a material issue for companies, setting GHG emissions reduction targets can significantly affect the way a company operates.

In 2022, we recommended in favor of 65% of the resolutions that went to a vote. However, we only recommended in favor of 28% of these resolutions in 2023. The drop in support is due to a number of factors. One of these factors is that the requests of several of the proposals that went to a vote in 2023 became more prescriptive and narrowly targeted. For example, a proposal that went to a vote at **Chevron Corporation** in 2022 requested that the company set medium- and long-term targets to reduce its Scope 1, 2, and 3 GHG emissions. However, in 2023, the proposal requested that Chevron set a medium-term reduction target for its Scope 3 emissions.

In 2024, we recommended in favor of a far higher proportion of these proposals, 59%, reflecting less narrowly-drawn requests and improved targeting of companies compared to 2023. Although we only recommended support for 35% of these proposals in 2025, we found in the last two years that proposals requesting targets were more frequently submitted at companies that had very little disclosure concerning their climate initiatives. In some cases, these companies had not even disclosed their emissions data. As such, we determined in these cases that support for the resolutions would encourage, at a minimum, additional climate-related disclosures in order to ensure that these companies were not significantly lagging their peers or failing to provide shareholders with disclosures that meet baseline expectations.

Say on Climate

Shareholder Proposals

Companies' adoption of an annual shareholder vote on their climate strategies, or Say on Climate, was arguably the dominant issue of the 2021 proxy season. While the vast majority of management proposals on this topic were put to a vote outside of the United States, shareholders of U.S. companies were among the first to propose via the shareholder resolution process that these companies follow suit by adopting a Say on Climate vote. However, in 2021 none of these proposals received majority shareholder support, with support ranging from 7% to 39%. Although the initiative was widely embraced throughout Europe and Australia, North American companies and investors were not keen to adopt this mechanism. As a result, there have been no shareholder proposals on this topic at U.S. companies since 2021.

While the concept of Say on Climate appears to have lost traction among U.S. companies, there has been more movement on this issue in Canada. Since 2021, two Canadian companies have held annual Say on Climate votes (discussed in more detail below) and a handful of shareholder proposals requesting that companies adopt a Say on Climate vote were featured on the ballots of Canadian issuers. In the first half of 2025, 10 of these proposals went to a vote (down slightly from 12 during the same period in 2024).

These Say on Climate proposals were solely submitted by the prolific Canadian proponent, Mouvement d'éducation et de défense des actionnaires, or MÉDAC, the group responsible for the vast majority of shareholder proposals in the market. Specifically, these proposals requested that companies hold an annual advisory vote on their "environmental and climate objectives and action plan." They were submitted at companies in a wide variety of industries, including financial services, construction and engineering and aerospace and defense. On the whole, these proposals received 13.3% support, consistent with the support seen for these proposals in 2024. In the first half of 2025, the highest support (23%) was for a proposal at **iA Financial Corporation Inc.** and the lowest support (5.5%) was seen for a proposal at **Power Corporation of Canada**.

Although it is likely that similar proposals will be submitted at Canadian companies in the coming years, the low support for these proposals makes it unlikely that larger investors will be pushing for the adoption of a Say on Climate votes at other North American issuers.

Management Proposals

Background

During the 2021 proxy season, a number of companies had proactively adopted a Say on Climate vote. In the United States, both **S&P Global** and **Moody's Corporation** asked shareholders to vote on their climate transition plans. However, in the following years, no other U.S. company and only two Canadian companies (**Canadian National Railway Company** and **Canadian Pacific Kansas City Limited**) put their climate transition plans up for a vote.

Management Say on Climate Proposals	2021	2022	2023	2024	2025
Number of Proposals	20	41	23	21	19*
Average Shareholder Support	93.7%	89.1%	91.6%	89.7%	94.6%

** both Rio Tinto plc and Rio Tinto Limited held Say on Climate votes in 2025, but are counted as one vote for the purpose of this analysis*

During the 2021 proxy season, approximately 20 (mainly European) companies held a Say on Climate vote. In 2022, the number of these proposals more than doubled, with 41 total proposals being put to a shareholder vote. However, since 2023, the number has gradually declined.

In each of the last five years, more than 80% of the Say on Climate proposals were submitted to European companies, the majority of which were at UK and French companies. Given broader European mandates aimed at mitigating climate change and promoting responsible investment, it is unsurprising that these proposals have gained the most momentum in these markets.

France, in particular, has embraced this concept more than some other European markets. For example, French regulators introduced a provision in a 2023 bill that would require French issuers to place their climate plans up for a shareholder vote. However, following opposition from companies and investors, this proposed requirement was removed in early 2024.

The inclusion of a provision that would require French companies to adopt Say on Climate votes notably did not result in an increase in the number of French companies proposing such a vote at their 2024 AGMs. In fact, the number of these companies holding a Say on Climate vote dropped from 10 in the first half 2023 to 6 in 2024. However, there was a slight increase in the number of French companies putting these proposals in 2025 (8 companies), but this could likely be explained by those companies holding a Say on Climate vote on a triennial basis. Though only eight French companies offered shareholders the ability to approve their climate plans, another seven included their climate transition plans as the subject of non-voting items at their AGMs, up from six the prior year. Although it appears that Say on Climate votes will not be adopted by the broader market, it is possible that, going forward, we see growth in the number of companies using non-voting items as a mechanism by which they inform and engage with their investors on climate-related issues.

Between 2021 and 2022, we also saw a growing number of Australian companies holding a vote on their climate transition plans. In all of 2022, a total of eight Australian companies put a Say on Climate proposal on the ballots for their AGMs. However, in 2023, only three companies (**Incitec Pivot Limited**, **Westpac Banking Corporation**, and **Orica Limited**) held such a vote. The following year, this number dropped to two (**Woodside Energy Group**

Limited and **BHP Group Limited**). In the first half of 2025, only one company (**Santos Limited**) held such a vote. It should be noted that the majority of Australian companies hold their AGMs during the second half of the year. However, given the sharp decrease in the number of companies requesting shareholder approval on their climate plans in the last three years, it is not clear that the momentum will continue to grow in the Australian market.

Case Study

Say What? Continued Opposition to Woodside's Climate Plan

In 2024, Woodside Energy Group Limited was the first company to fail its Say on Climate vote, with 58% shareholder opposition to its Climate Transition Action Plan ("CTAP"). Following this show of opposition, the Australian Centre for Corporate Responsibility ("ACCR") initiated a campaign that called for shareholders to vote against the reelection of three Woodside directors—Ann Pickard, Ben Wyatt, and Tony O'Neill. ACCR argued that Woodside had failed for years to provide an adequate response to shareholder concerns regarding its climate strategy. The four main points of contention, as presented in ACCR's statement, included: (i) the company's share price underperformance; (ii) its flawed capital allocation strategy; (iii) its failure to prioritize capital returns; and (iv) its lack of board responsiveness.

Woodside sharply countered ACCR's statement in its 2025 Notice of Meeting, claiming that ACCR's proposals misrepresented the company's approach to capital allocation, shareholder returns, and climate strategy. Moreover, it asserted that "[i]t is not consistent with responsible corporate governance to either individually or collectively oppose the re-election of directors in the form proposed, or for the reasons stated, in the Members' Statement." Further rebutting the charges, Woodside explained that it had produced additional disclosure in its Climate-related Investor Engagement report, tailored to the feedback from more than 250 engagement meetings in 2024. Generally, those disclosures addressed: (i) the technologies incorporated in Woodside's asset decarbonization plans; (ii) its implemented or sanctioned decarbonization projects; (iii) its Scope 1 and 2 emissions performance relative to industry benchmarks; and (iv) considerations around setting new Scope 1 and 2 GHG emissions targets.

Notwithstanding the supplemental disclosure from Woodside, there were still concerns that Woodside's response lacked concrete action, in direct contradiction to its shareholder feedback. Woodside's own statement indicated that shareholders were seeking more robust targets, longer-term targets, methane reduction targets, and a reduction in Woodside's reliance on carbon credits.

Shareholder Support for Say on Climate Proposals

While Woodside Energy was the only Australian company to propose a Say on Climate vote in 2024, this was a particularly notable vote. The last time it had asked for approval of its climate transition plan (in 2022), only 51% of its shareholders approved the resolution, representing the lowest vote of any Say on Climate globally in the two years that companies had placed these resolutions on their agendas. In 2024, Woodside again set the record for the lowest support for a Say on Climate, when only 41.6% of shareholders offered their support for the plan, making it the first company to have a failed Say on Climate vote.

With only a few exceptions, such as the votes at Woodside, Say on Climate proposals have received relatively strong shareholder support since their introduction in 2021. There were likely several factors leading to the high levels of support initially received by these proposals, including some shareholder confusion on how to analyze

and vote on these proposals, as well as their novelty. In addition, there was and still is some level of self-selection bias. The companies who adopted these voluntary votes presumably have dedicated time and effort into constructing climate policies that they feel confident will win shareholder approval. Therefore, shareholders, as a general rule, were not frequently voting on the climate plans of companies considered by the broader market to be laggards with respect to climate-related issues.

Despite self-selection bias still playing a role in the companies who choose to adopt a Say on Climate vote, we saw significantly more opposition to these proposals in 2022. In the first half of 2021, Say on Climate votes received 93.7% average support, with the highest support for proposals at **Atos SE** and **Gestamp Automocion S.A.** (99.6%) and the lowest support at **Shell plc** (83.2%).

In 2022, however, average support for Say on Climate proposals dropped to 89.1%. In large part, this decline was a result of very strong opposition to the Australian Say on Climate proposals at Woodside, **Santos Limited**, and **Rio Tinto Limited**, which received 51%, 63% and 84% support, respectively. To put in context the outlier status of these proposals, when these three companies were removed from the total, average support for proposals in 2022 rose to 92.3%, relatively consistent with the support levels seen in 2021. Higher opposition to Australian proposals has continued in the following years. Interestingly, **Glencore plc**, which has significant Australian operations and which faced public opposition to its climate plan by Australian activists, received the third-lowest shareholder support (76.3%) in 2022 after Woodside and Santos. Outside of these companies, we also saw lower than 80% support for proposals at **M&G plc** (79.6%) and **Shell** (79.9%). It is notable that the support for the Shell proposal declined on a year-over-year basis, particularly given it already received the lowest support of these resolutions in 2021.

Although most proposals that went to a vote in 2023 received well above 90% support, there were three main outliers that received 80% or lower support: **Credit Suisse Group AG**, Shell, and Glencore. It is likely that the result at Credit Suisse had little to do with its climate plan, and that the extremely low support (53.1%) was more a function of adverse shareholder sentiment to its overall performance. Credit Suisse's April 2023 AGM occurred in the midst of the banks' collapse and shortly following the announcement that it would be acquired by UBS.

In 2024, average support dropped to 89.7% largely the result of the aforementioned Woodside vote; when this is excluded, average support rose to 92.2%. Other than Woodside, four companies received approval of under 80%: **Repsol S.A.**, **Sasol Limited**, **TotalEnergies SE**, and Shell. The remaining 16 companies all received over 89% approval.

Shell had held Say on Climate votes in 2021, 2022, 2023 and 2024. There was not a significant difference in the vote results for Shell's proposal, which has hovered around 80% for the last four years (83.2% in 2021, 79.9% in 2022, 80.0% in 2023, and 78% in 2024). During this time, a Dutch court ruled that Shell must reduce the carbon emissions of its activities by 45% by the end of 2030 compared to 2019 levels, which would require it to substantially accelerate the process of reducing emissions-producing fuels like oil and gas. The oil and gas major has also been the subject of substantial public opposition, aided in part by environmental NGO campaigns. This could play a role in the company's consistent lower-than-average shareholder support. In a break from the previous years, in 2025, Shell determined to not hold a Say on Climate vote and, instead, announced it would be moving to a triennial vote on its climate transition plan.

The 2024 vote at TotalEnergies, which received 74.6% support, could have also been influenced by certain outside factors. Specifically, the company did not appear to address its engagement efforts with shareholders

over the past year. This is notable given the lower-than-average support for its 2023 proposal, which received 85.8% support, representing the fourth-lowest support of any proposal globally in that year. There was also significant concern with TotalEnergies' decision to omit a shareholder proposal requesting the appointment of an independent board chair from its 2024 ballot. Given this was not the first time the energy giant had determined to omit such a proposal, it was likely that the company's lack of responsiveness to shareholders played a part in the repeated lower-than-average support for its proposals. Although it had held annual Say on Climate votes between 2022 and 2024, in a move similar to Shell, TotalEnergies also determined to not hold a Say on Climate vote in 2025.

While there were several notable votes in 2024, there were no notable examples of significant shareholder dissent to any of the climate plans in 2025. Following past precedent, the lowest support for any of the Say on Climate proposals (85.8%) was at the sole Australian company to hold such a vote, Santos Limited. In fact, there was only one other instance of a company receiving less than 90% support for their Say on Climate vote, Holcim Ltd, which received 89.8% backing for its climate transition plan.

Although we anticipate companies, particularly those domiciled in Europe, will continue to hold Say on Climate votes in future years, the momentum behind the Say on Climate movement has slowed significantly. In the last five years, it appears that investor demand for these votes has cooled and given the broader anti-ESG movement, it is likely that we will continue to see a reduced number of these proposals in the coming years.

Glass Lewis Benchmark Policy Recommendations

Glass Lewis has taken a case-by-case approach with regard to our benchmark policy recommendations on Say on Climate proposals. In the years since companies first adopted these proposals, there have been no broadly adopted best practices or standardized approaches to these proposals. When Glass Lewis approaches these resolutions, we look to companies to provide shareholders with context as to how they view the roles of the board and shareholders in executing their strategies, and to provide disclosure concerning how they intend to interpret the vote results.

These two areas represent our greatest areas of focus with respect to Say on Climate votes. We are concerned that placing a company's long-term business strategy up for shareholder approval could result in less ownership and accountability for directors. In addition, we are concerned that, for some companies, this up/down vote could take the place of shareholder engagement on climate-related issues.

There is also concern that these votes could keep companies, operating under the premise that shareholders overwhelmingly approved their climate plan (as is the case for the vast majority of companies), from evolving their plans to meet best practice and/or scientific and technological developments. Although much of the disclosure we have seen in the last five years to this effect has been fairly boiler-plate, these are important considerations that must be explored by both shareholders and the companies that choose to adopt this vote, in order to ensure that Say on Climate votes help to fulfill companies' stated objective of advancing the transition to a lower-carbon economy, as opposed to hindering engagement or progress on this matter.

Given the importance of these governance concerns, we first and foremost look for disclosures that directly address them. When such disclosures are absent, we will generally recommend that shareholders abstain on these resolutions. During the 2021 proxy season, we recommended shareholders abstain from seven (or 35%) of these proposals. However, since that time, companies began providing more disclosure on these matters, as evidenced by our recommendations that shareholders abstain from only six (or 15%) of the proposals that went to a vote in 2022, four of the proposals (17%) in 2023 and seven of the proposals (32%) in 2024.

Consistent with the previous year, in 2025, we recommended that shareholders abstain from six of the 19 proposals (32%). This notably included three of four companies to provide a first-time Say on Climate vote in 2025. This is somewhat unsurprising given it is relatively common for companies that are first offering shareholders a vote on their climate transition plans to omit information regarding issues such as shareholder engagement.

In 2021, Glass Lewis recommended shareholders vote against two companies' climate plans on account of what we considered to be problematic aspects of their transition plans. The following year, we recommended that shareholders vote against six Say on Climate proposals, or 15% of those that went to a vote during the 2022 proxy season.

In both 2023 and 2024, we recommended that shareholders oppose two of these votes. In 2023, we recommended against a proposal at **AlzChem Group AG** as a result of the German chemical company failing to provide TCFD-aligned disclosures, the results of its scenario analysis, or an indication of whether its GHG emissions received third-party assurance. We also recommended that shareholders oppose a Say on Climate plan at the Spanish airport company, Ferrovial, largely as a result of disclosure that we found to be purely qualitative and overly broad. In 2024, we, again, recommended that shareholders oppose two climate plans, at Woodside at TotalEnergies. Each of these companies had, in our view, failed to provide sufficient responsiveness to shareholders, and we also maintained concerns regarding certain aspects of their disclosures.

We recommended that shareholders vote against one Say on Climate proposal in 2025, at **LNA Sante SA**, which was offering its first Say on Climate vote. We recommended against this proposal based on concerns that the company had not provided sufficient disclosure to allow shareholders to understand its climate-related strategies and goals. For example, the firm had failed to provide TCFD-aligned disclosure, nor did it provide information concerning its GHG emissions reduction strategies or targets. We ultimately questioned the choice to place such limited disclosures up for a vote on a voluntary basis.

For more details concerning all the Say on Climate proposals that went to a vote in 2025, please see Appendix B.

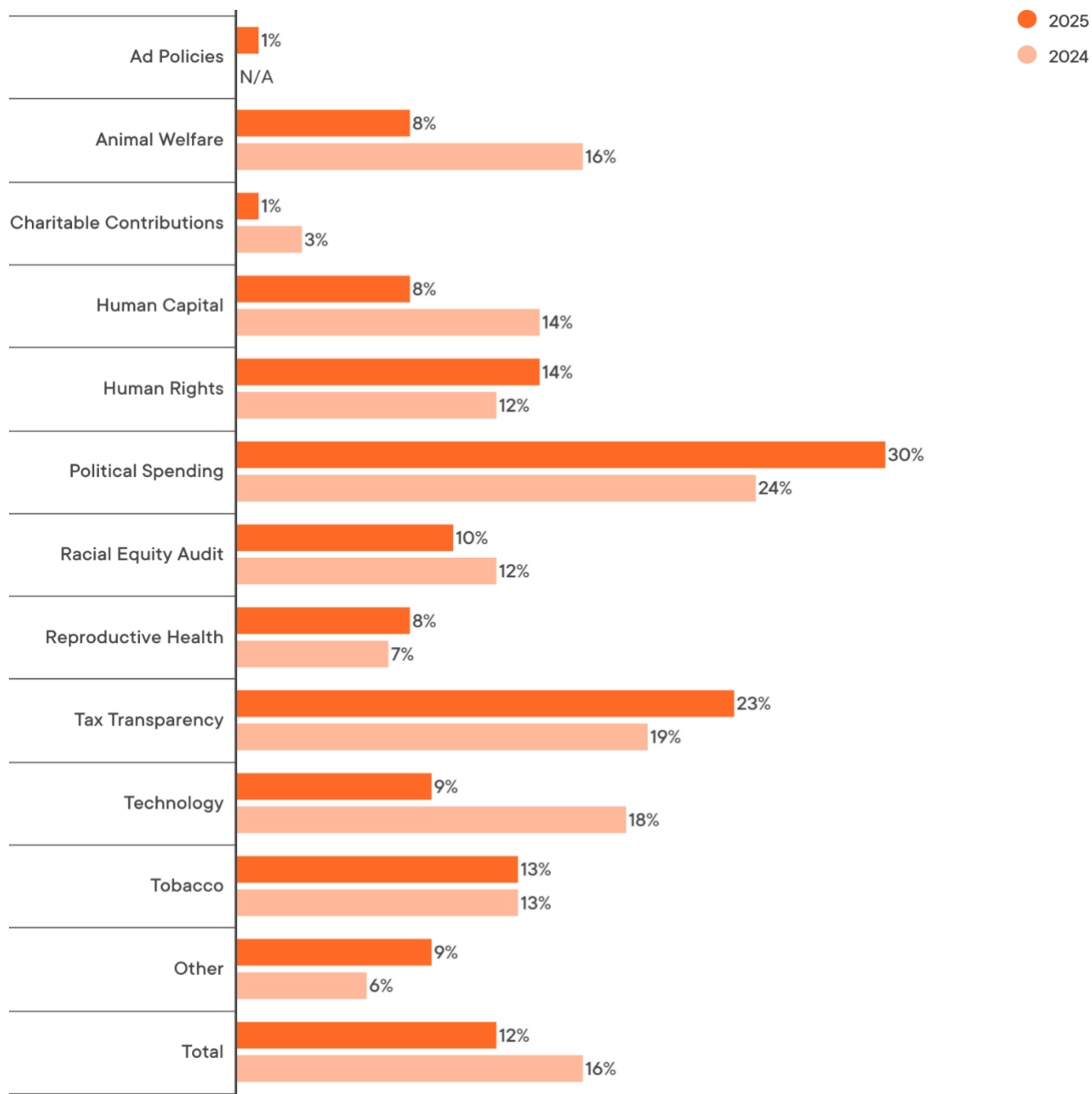
Human Capital Management

Issues related to human capital management were at the forefront of the past several proxy seasons, and 2025 was no exception. In the past five years, we have seen an increased focus on how companies are managing and capitalizing on their workforces. With the momentum of broad social changes, proponents have challenged companies on the diversity of their workforces, their sexual harassment mitigation initiatives, and their workforce policies.

HCM Proposals	2021	2022	2023	2024	2025
Number of Proposals	21	36	42	64	46
Proportion of all Social Proposals	17%	17%	18%	26%	33%
Average Shareholder Support	45%	34%	23%	14%	8%

Despite a decrease in average support in recent years, there is clearly a significant continued investor interest in this issue, as evidenced by these proposals representing a growing proportion of socially-related proposals over the last two years.

Support for Social Proposals



Diversity Reporting

After doubling in 2024, the number of proposals requesting additional reporting on diversity-related issues once again returned to levels that had been seen over the previous five years. However, support for these initiatives remain low, particularly when compared to prior years. In the last four years, only one of these proposals (at **Expeditors International of Washington, Inc.** in 2023) has received majority support. This is a significant departure from previous years; in 2020, more than half of the proposals submitted to a vote received more than 50% approval, and in 2021, two-thirds of the diversity-reporting proposals were approved by shareholders. In 2025, the highest support (37%) was for a proposal requesting that **Planet Fitness, Inc.** disclose its EEO-1 report.

Diversity Reporting Proposals	2020	2021	2022	2023	2024	2025
Number of Proposals	7	11	8	9	23	10
Average Shareholder Support	55%	61%	29%	18%	12%	15%

Glass Lewis Benchmark Policy Recommendations

Prior to the 2019 season, Glass Lewis revised its benchmark policy approach to these diversity-reporting proposals in the context of increased investor stewardship expectations regarding board composition. In 2018, we had recommended in support of two of the seven proposals submitted to a vote. However, in 2019 and 2020, we recommended in favor of all but one of these proposals, and in 2021, we recommended in favor of every proposal requesting additional disclosure on companies' diversity initiatives. In 2022, we recommended shareholders support 82% of these proposals. Our recommended support for these proposals dropped in 2023 and 2024 when we recommended in favor of 22% and 30%, respectively. However, in 2025, we recommended in favor of half of these proposals.

The benchmark policy generally recommends in favor of proposals requesting that companies disclose their EEO-1 reports, on the basis that this reporting provides shareholders with comparable data that allows them to understand how companies are managing this issue over time. Moreover, because companies are already required to produce (but not disclose) this information, the resources required to provide this disclosure is negligible.

When reviewing other types of diversity-related reporting requests, we expect proponents to effectively articulate: (i) why additional reporting would benefit shareholders, (ii) that the company had mismanaged issues related to diversity and inclusion, or (iii) that the target company's reporting was ineffective in allowing shareholders to judge how it was managing these issues. When these issues are effectively articulated, we will generally recommend in favor of these proposals. However, when proponents are unable to demonstrate that this is a matter that is potentially being managed to the detriment of shareholders, we generally will not recommend in favor of these resolutions. As such, much of the explanation for the change in our benchmark policy's recommended support levels is based largely on the targeting of these proposals, as opposed to changed views on the issue.

Case Study

Waging Wars: Living Wage Proposals in the U.S. and UK

Factors emerging out of the pandemic, relating to economic recovery as well as inflation and the rising cost of living, have contributed to a debate on whether employers should be ensuring their employees are receiving a “living wage,” particularly for those companies in the retail sector. For instance, during the 2024 proxy season, five U.S. companies were targeted with shareholder proposals dealing with this issue, though none received particularly strong support. The five proposals seen in 2024 marked a significant increase from prior years; since 2018, only one proposal each year had gone to a vote that directly related to living wage issues, though, in that time, a variety of proposals had indirectly addressed the topic. During the 2025 season, fewer living wage proposals went to a vote, with just three proposals targeted at companies outside the U.S., but the season nevertheless provided some notable developments and several proposals gained significantly more shareholder support than in previous years.

In 2025, living wage proposals appeared mostly at UK-listed firms. Specifically, proposals on this topic were submitted by the NGO ShareAction at **JD Sports Fashion**, **Marks and Spencer Group**, and **Next plc**. This was not, however, the first time British shareholders voted on living wage-related proposal, as the same proponent had submitted a proposal at J Sainsbury plc three years earlier. At the time, ShareAction aimed to require Sainsbury's to gain accreditation as a Living Wage employer, but the proposal only received 16.7% shareholder support. ShareAction's 2025 proposal differed significantly, instead requesting more detailed disclosure on decision processes and oversight associated with providing a living wage to its employees and sought a cost/benefit analyses of implementing real Living Wage rates for different types of workers.

During the 2025 season, the targeted companies had generally already provided some disclosure concerning its workforce investments—for instance, JD Sports's annual report discussed its £100m investments in people costs, stating that they were “the right choice for the long-term health of the business.” Further, the UK firms acknowledged, to varying degrees, cost-of-living considerations in their current disclosures, whether related to consumer projections or wage determinations. The regulatory environment surrounding this issue had also changed since these proposals were first introduced in the UK. Just this year, the British government increased the National Living Wage for workers 21 and over more than 6%, and also increased the National Minimum Wage for two age groups under 21. Moreover, separate from required wage rates, the Living Wage Foundation noted that almost 16,000 private employers in the UK had received accreditation for voluntarily providing workers with the Real Living Wage, set by the Foundation, as of late spring 2025.

While they were not approved by shareholders, several of these proposals received notable shareholder support. Namely, the proposals at both Marks and Spencer and Next plc received 30.7% and 26.9%, respectively, while the proposal at JD Sports still only reached 13.7% support (though it should be noted that JD Sports is a controlled company, thus the vote results for a management-backed initiative are expected to be somewhat lower than their non-controlled counterparts). These vote results represent a significant increase from the 16.7% support garnered for the living wage proposal at Sainsbury's in 2022, and they also proved significantly higher than those achieved by U.S. proposals in the previous season (where support ranged between 4.4% and 16.6%).

This difference in vote outcomes is likely due to several factors. Shareholder proposals in the UK are generally considered special resolutions, and are binding in nature, requiring 75% approval, whereas in the U.S. the

proposals are typically nonbinding and only require majority support. Despite being binding, the 2025 UK proposals only requested additional disclosure, while the 2022 proposal at Sainsbury required the company to adopt a somewhat rigid policy. The requests of the 2025 proposals and those submitted at U.S. companies were also considerably different. Similar to the Sainsbury proposal, the U.S. proposals generally requested that companies adopt policies ensuring that workers were paid minimum earnings “necessary to meet a family’s basic needs.” Moreover, the two different countries have increasingly divergent policies regarding wage policies. For example, the U.S. has not updated its federal minimum wage since 2007. Further, while multiple organizations promote the development of living wage tools and standards across the U.S. (including the living wage calculator from MIT, Living Wage For US, the IDH Sustainable Trade Initiative, and the Living Wage Network), figures from these organizations do not indicate the same extent of support as that seen in Britain. For example, For Us states only that it has “more than 75 employers” certified in its network and the Living Wage Foundation maintains only that “2,500 small- and medium-sized businesses” have been certified. The same restraint appears true of larger corporations, as well, given that in 2023, only 30 Russell 1000 companies required or encouraged suppliers to pay living wages.

Undoubtedly, the debate about what figure or rate sufficiently amounts to a “decent standard of living” for a worker and his or her family, and whether and how to ensure corporations are providing it to their workforces, will continue to develop. What the 2025 season demonstrates is that shareholders, at least those in the UK, are more open to less prescriptive approaches that focus more on pushing firms to share how they are thinking about wages than on forcing specific policies.

Employment Practices

The number of proposals related to employment practices has skyrocketed in recent years, covering a variety of specific practices and areas.

Employment Practices Proposals	2021	2022	2023	2024	2025
Number of Proposals	5	23	29	37	22
Average Shareholder Support	31%	34%	26%	16%	9%

Harassment & Discrimination Policies

This year, only one proposal (down from five in 2024 and four in 2023) was submitted requesting additional information concerning the effectiveness of workplace sexual harassment and discrimination policies. This proposal was submitted at **Wells Fargo & Company**, where it had also gone to a vote in each of the previous two years.

In 2023, the proposal was approved by shareholders, receiving 55% support. In 2024, Wells Fargo asserted that its recently-released racial equity audit provided a sufficient response to this resolution. Upon close examination, Glass Lewis was unconvinced that the racial equity audit demonstrated appropriate responsiveness to the request of the resolution. As a result, our benchmark policy recommended in favor of the proposal for the second year in a row. The proposal received 28.5% support, the second-highest support for a proposal on this topic last year. In 2025, Glass Lewis also recommended in favor of this resolution, as the bank had significantly decreased the amount of ESG-related reporting, including removing its racial equity audit from

its website. As such, we found that Wells Fargo had not provided sufficient information to shareholders concerning this issue. However, despite the more limited reporting, the proposal only received 15.3% support in its third year on the ballot.

Employee Safety

Over the last several years, a variety of proposals regarding the steps companies were taking to ensure the safety of its employees. A 2025 proposal at **Walmart Inc.** requested reporting on the governance measures employed since 2019 to “more effectively monitor and manage human rights risks related to workplace health and safety” including whether and how the board oversees policies that affect the retailer’s injury rates, attendance policies impacting worker health and safety and other relevant measures. The proposal received 7% support. A separate proposal in 2024 at Walmart requested a third-party audit on workplace safety and violence. The proposal, which emphasized instances of gun violence at the retailers’ stores, received 19.2% support last year.

Another 2025 proposal requested a third-party audit on the impact of **Yum! Brands Inc.’s** policies and practices on the safety and well-being of workers through its operations. This proposal received 18.9% support. Finally, a proposal, resubmitted from 2023 and 2024, requested a report on the working conditions of **Amazon.com, Inc.’s** working conditions. Support for this proposal was 22.5%, down from 31.2% and 35.4% in the prior two years, respectively.

Hiring Policies

There have also been a handful of proposals in recent years requesting additional information on companies’ hiring policies, specifically with respect to individuals with arrest or incarceration records. They generally requested that targeted companies publish an analysis of whether their hiring practices related to people with arrest or incarceration records are aligned with publicly stated diversity commitments and whether those practices pose reputational or legal risk due to potential discrimination. Two of these proposals (down from four in 2024) went to a vote during the 2025 proxy season, both of which were resubmitted from the prior year. The proposal at **IDEX Corporation** received 14.5% (16.8% in 2024) and the proposal at **A.O. Smith Corporation** received 4.3% support (6.8% in 2024).

There were also several instances of proposals aimed at companies’ DEI-related hiring and recruitment policies. Specifically, these proposals, which were submitted at **Lockheed Martin Corporation and International Business Machines Corporation** requested an assessment of how DEI requirements for hiring and recruitment impact “risks related to discrimination against individuals based on their race, color, religion (including religious views), sex national origin, or political views.” Both proposals were withdrawn prior to going to a vote.

LGBTQ+ Equity and Inclusion

Finally, similar proposals were submitted at two companies, **International Paper Company** and **Lennar Corporation**, requesting reporting on their LGBTQ+ equity and inclusion efforts in their human capital management strategies. Both of these proposals were resubmitted from 2024. The proposals received 9% at Lennar and 6.5% at International Paper, down from 16.8% and 22.6%, respectively, the previous year.

Freedom of Association

Over the past three years, unionization has been a critical issue for many investors, particularly in light of high-profile unionization efforts and allegations of anti-unionization activities at companies such as **Starbucks Corporation** and **Amazon.com, Inc.** In response, shareholders have historically submitted two different types of proposals concerning employees' ability to unionize.

One type of proposal, which was resubmitted at **SkyWest, Inc.**, requested that the airline adopt and publicly disclose a policy reflecting a commitment to respect the international human rights of freedom of association and collective bargaining. This proposal received 28.8% support, up slightly from 25.7% in 2024.

The other type of proposal has been aimed at companies who had already adopted a policy on freedom of association. In 2025, this proposal was resubmitted at **Warrior Met Coal, Inc.** requesting that the board commission an independent, third-party assessment of the adherence to these companies' stated commitments to workers' freedom of association and collective bargaining rights. It received 2.8% support, down significantly from 46.1% in 2024. The reason for the decreased support was likely due to the company's actions following the 2024 vote result. It had announced that it was commissioning a third-party assessment of its respect for human rights, including the internationally recognized human rights of freedom of association and collective bargaining, with results to be available in its 2025 Corporate Responsibility Report.

A new proposal was also submitted in 2025 at **Starbucks** by the National Center for Public Policy Research. The proposal, which received 1% shareholder support, requested that the coffee giant study the human rights risk to all employees, and the devaluation risks to shareholder assets, from its response to labor organizing efforts.

Freedom of Association Proposals	2023	2024	2025
Number of Proposals	8	10	3
Majority Supported	1 (Starbucks)	0	0
Average Shareholder Support	36%	26%	11%

Glass Lewis Benchmark Policy Recommendations

Given the importance of human capital to the targeted companies as well as concerns regarding the potential reputational, regulatory, and operational risks associated with allegations of anti-union activities, Glass Lewis' benchmark policy has been broadly supportive of these proposals in cases where these issues represented material risks to the targeted companies.

In 2023, we recommended in favor of all the proposals dealing with freedom of association. In 2024, we recommended in favor of all but two of these proposals. However, in the last year, we only recommended in favor of the proposal at SkyWest, which we had also recommended in support of in 2024. However, we viewed Warrior Met's commissioned report to sufficiently satisfy the request of the proposal and did not view the reporting requested at Starbucks necessary given its existing reporting, which included a freedom of association and collective bargaining assessment and a human rights impact assessment that discussed issues related to freedom of association.

Human Rights

Investors have increasingly been raising concerns regarding companies' human rights-related risks and considerations, particularly with regard to supply chains. Alongside an increase in all shareholder proposals and a growing interest in human rights-related issues on the part of investors, we saw a notable increase in the number of human rights-related proposals going to a vote in 2024. However, the number of these proposals more than halved in 2025 compared to the previous year.

Human Rights Proposals	2021	2022	2023	2024	2025
Number of Proposals	9	19	16	26	12
Average Shareholder Support	31%	23%	16%	12%	14%

Historically, these shareholder proposals received relatively low support. Of the nine human rights-related proposals submitted to a vote in 2018, only three received over 10% shareholder support. However, from 2019 to 2022, support for human rights proposals increased, averaging between 23% and 31%. These support levels were buoyed to some extent by proposals that were unopposed by management; in both 2019 and 2021, unopposed proposals received upwards of 85% support. Since 2019 there has only been one other human rights proposal to receive majority shareholder support, a 2022 management-opposed proposal that requested that **Sturm, Ruger & Company, Inc.** undertake a human rights impact assessment.

In 2025, the highest support (37%) was for a proposal requesting that **Gilead Sciences, Inc.** adopt a human rights policy. The lowest support (4.5%) was for a proposal at **Alphabet Inc.** requesting a third-party report on how it conducts due diligence in conflict-affected and high-risk areas.

Glass Lewis Benchmark Policy Recommendations

Prior to 2024, the benchmark policy had historically recommended in favor of approximately 20-25% of all human rights-related proposals since 2020. However, our recommended support levels dropped in 2024 to just 8%. In 2025, our recommended support increased to 17%. Specifically, we recommended in favor of the proposal at Gilead Sciences. We also recommended in favor of a similar proposal at **Dollar General Corporation**.

Political Contributions and Lobbying Expenditures

For over a decade, resolutions related to corporate political spending have been among the most frequent type of proposals to go to a vote. Given the attention paid to elections and corporate influence in politics, it is unsurprising that disclosure of companies' political spending has been a significant focus of investors. Accordingly, shareholders have been consistently engaging companies on this issue and filing shareholder proposals requesting additional disclosure of their corporate political spending.

The majority of the proposals filed on this topic have generally requested that companies produce a report on either their electioneering expenditures or their lobbying activities. On average, proposals requesting a report on a company's electioneering expenditures have historically fared better with shareholders than those requesting reports on lobbying. However, we saw this trend reversed in the last four years.

Proposals	2021	2022	2023	2024	2025
Overall -- Number of Proposals	41	49	53	56	23
Overall -- Majority Supported	9	5	1	1	5
Overall -- Average Shareholder Support	41%	32%	25%	24%	30%
Political Contributions -- % of Total Proposals	36%	18%	15%	34%	61%
Lobbying -- % of Total Proposals	56%	43%	36%	39%	30%
Alignment -- % of Total Proposals	8%	27%	28%	18%	9%

Political Contributions and Electioneering Expenditures

In 2025, approximately 61% of all political spending proposals requested that companies provide a semi-annually updated report disclosing a specific accounting of political contributions and the policies and procedures related thereto, up from 34% the year prior. The majority of these proposals requested that companies disclose: (i) monetary and non-monetary direct and indirect political contributions and expenditures; (ii) the identity of the recipient of such expenditures; (iii) the title of individuals responsible for decision-making; and (iv) any related policies and procedures that govern such contributions.

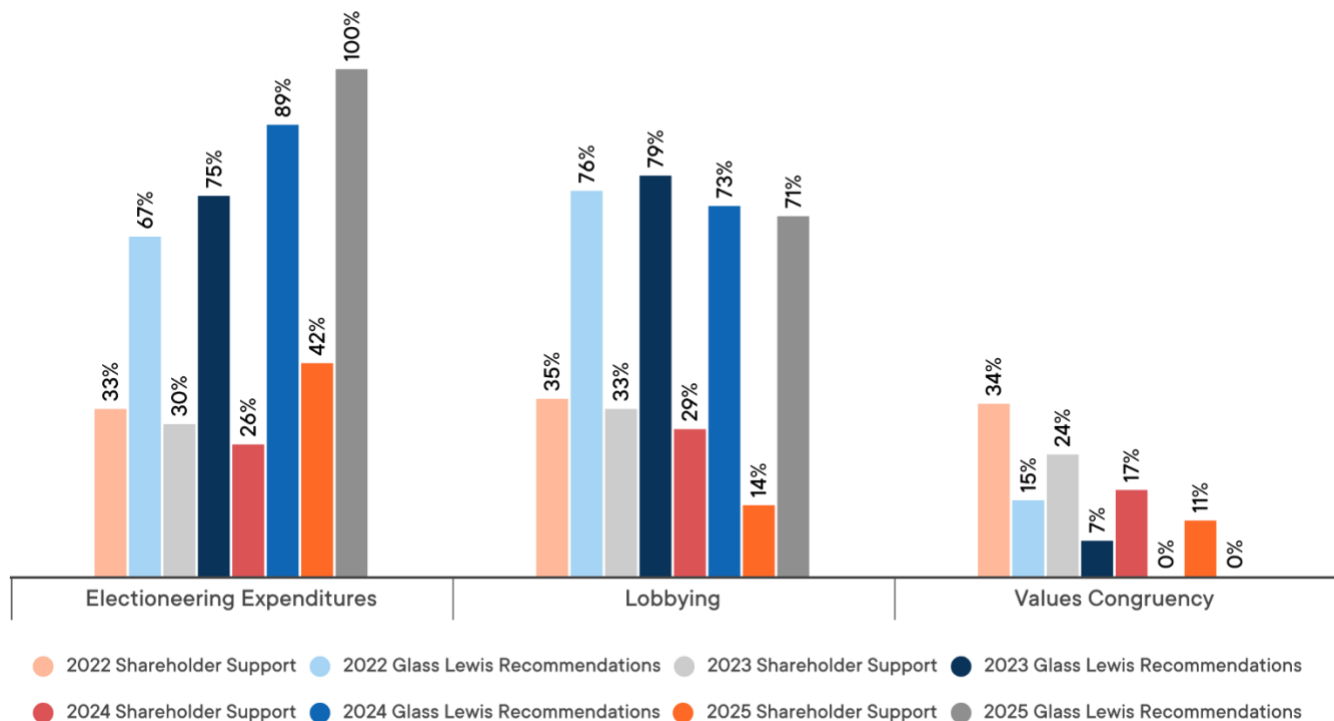
Lobbying Expenditures

Approximately 30% of all political spending proposals in 2024 requested that companies provide semi-annual reporting regarding their lobbying activities and expenditures, down slightly from 39% in 2024. Lobbying proposals generally request that companies disclose: (i) policies and procedures governing direct and indirect lobbying and grassroots lobbying communications; (ii) payments made for the purpose of direct or indirect lobbying or grassroots lobbying communications and the recipients of such payments; (iii) memberships in and payments to any tax-exempt organization that writes and endorses model legislation; and (iv) a description of the board and management oversight of lobbying expenditures.

Values Alignment/Congruency

Over the last three years, there have been a number of proposals requesting that companies report on the alignment between their political and lobbying spending and their corporate values or policies. Specifically, these proposals generally requested that companies provide a report disclosing whether incongruencies between political and electioneering expenditures and company values were identified during the preceding year, including a summary of any actions taken regarding pausing or terminating support for organizations or politicians, as well as the types of incongruent policy advocacy triggering those decisions. Although these proposals had been gaining in popularity in recent years, representing nearly 20% of all political spending proposals in 2024, and 28% of proposals in 2023, there were only 2 of these proposals that went to a vote in 2025. These proposals included a more specific request that was resubmitted from 2024. The proposal requested that **Lockheed Martin Corporation** conduct an evaluation and issue a report describing the alignment of its political activities with its human rights policy.

Support for Corporate Political Spending Proposals



Glass Lewis Benchmark Policy Recommendations

Glass Lewis' benchmark policy generally views increased disclosure of corporate political spending as a benefit to shareholders, allowing them to weigh the risks and benefits of such spending. Further, we expect companies to generally disclose information regarding the policies and procedures employed when they make these spending decisions, and the board to maintain an active role in the oversight of the spending process. When evaluating these proposals, Glass Lewis considers, among other things: (i) the level of oversight afforded to corporate political spending or lobbying; (ii) the disclosure currently provided by the target company; and (iii) the level of disclosure and oversight of political spending provided by the company's peers. For example, we would recommend support for a proposal if a company did not maintain explicit board oversight of its political spending. Conversely, we might recommend voting against such a proposal if a company's disclosure was in line with or superior to that provided by its peers.

In 2025, we recommended that shareholders vote in favor of approximately 90% of all political contribution and lobbying proposals, an increase from the prior year, when we recommended in favor of 80% of these proposals. When broken down by proposal type, we supported 100% of political contributions proposals (76% in 2022, 75% in 2023, 89% in 2024) and 71% of lobbying proposals (67% in 2022, 79% in 2023, 73% in 2024). Although we supported a higher proportion of lobbying and political contributions proposals, we did not recommend in favor of any proposals requesting more information on companies' values alignment. We also did not recommend supporting any of these proposals in 2021 but recommended in favor of 15% in 2022 and 7% in 2023.

Voting Outcomes

In a typical year, a handful of political contributions and lobbying proposals receive majority shareholder support. After a drop in 2023 and 2024, when only one proposal received majority shareholder support in each year, five such proposals were approved in 2025. All of these proposals requested additional information on the companies' political contributions and electioneering expenditures and received between 51% -56% support. These five proposals represented the only environmental and social proposals to receive majority support in 2025.

Case Study

Dollar for Dollar: Food Waste Proposals at U.S. and Canadian Firms

During the 2025 proxy season, shareholders considered a series of proposals at restaurant and food retailers requesting that the target companies address food loss and waste. These were aimed at the operational waste that occurs when businesses discard food and beverages that, due to damage, expiration, or other reasons, are no longer fit for human consumption and thus unable to be sold. Specifically, The Accountability Board, the proponent behind these proposals, requested that these companies disclose the type and quantity of wasted food, including the method of disposal, in a "food transparency report," along with measurable, timebound targets to reduce the amount of food they waste. In support of these requests, proponents pointed out the environmental impact of food waste, as well as the simple fact that discarded food and beverages are discarded products that could otherwise be sold. It is, therefore, somewhat unsurprising that, for many of the companies targeted by this proposal, SASB had identified food waste as a financially material topic.

Despite this financial materiality, these proposals did not receive particularly strong shareholder backing. Three proposals on this topic went to a vote at U.S. companies, while another four were submitted at Canadian companies. On the whole, these proposals received just over 12% support on average, with the Canadian proposals receiving slightly higher support (14.8%) than their U.S. counterparts (9.2%).

Of these proposals, the highest support (20.7%) was for a shareholder proposal at **Dollarama Inc**, a Canadian dollar store chain whose food offerings consist mostly of prepackaged candy and drinks. In comparison, a proposal at a U.S. company with similar operations, **Dollar General Corporation**, received less than half the support (10.1%). This could indicate that industry alone was not the determining factor for shareholders when determining how to vote on these proposals. Rather, a comparison of Dollarama and Dollar General suggests that shareholders at Canadian firms may have seen food waste management as a more salient issue than at U.S. companies due to a higher level of government and media scrutiny.

The Dollarama proposal requested that the company establish a policy to minimize waste in its operations by setting objectives and developing a formal action plan. In its supporting statement, the proponent cited Quebec's Bill 697 "An Act to Combat Waste," which was introduced to the province's national assembly in 2024 for the purpose of: (i) reducing food waste in Québec by half by 2030; (ii) requiring processors, distributors, and retailers to enter into agreements for the donation of their unsold, but still edible, products to organizations; (iii) establishing a public registry to list unsold products from manufacturers, distributors, and retailers; and (iv) prohibiting intentionally rendering unsold products unfit for consumption. In addition to Quebec, Ontario and British Columbia maintain official policies on food waste, as does the Canadian federal government, which has set a goal to reduce food loss and waste across the country by 50% as part of its overall climate change strategy. A number of major municipalities in Canada have done so as well, including Toronto, Vancouver, and York. The

proponent also highlighted a 2024 investigative report that alleged Dollarama routinely discarded large amounts of still-edible food and beverages as a matter of policy. Quebec’s environmental minister later requested a meeting with the company in response to the report.

At Dollar General, proponents requested that the firm publish a food waste transparency report that discloses the types and quantities of food and beverages in its waste streams (including disposal methods) along with measurable, timebound food waste reduction targets. The supporting statement for this resolution focused on the environmental and financial impact of food waste, as well as the quality of the firm’s food waste disclosures and its lack of existing reduction targets. Unlike at Dollarama, however, the proponent did not appear to provide strong evidence that the issue of food waste had been mismanaged by the retailer, only citing an employee’s 2024 Reddit post in an exempt solicitation. Additionally, while there are also U.S. policies on food waste at the federal level and, in some cases, the state and local levels, relatively few place requirements on private businesses.

In their responses to the proposals, both Dollarama and Dollar General highlighted that the majority of the products they sold were non-perishable, and that they were already making efforts to divert perishable items from landfills. Both companies also had provided disclosure concerning how they manage food waste. Further, while neither company had food waste targets, they were not outliers in this respect. Despite these similarities, Dollarama was unique having a credible report of its mismanagement of this issue, and that it operates in a market where mismanagement of food waste and loss is more likely to result in financial penalties. As such, the Dollarama proposal serves as a reminder that actual evidence of risk could be more important to shareholders when they are considering environmental and social shareholder proposals than just theoretical risk.

Racial Equity/Civil Rights Audits

In the wake of the murder of George Floyd, the focus on racial equity intensified significantly. As part of this focus, shareholders submitted a new type of proposal to a vote during the 2021 season, addressing how companies were assessing their impacts on communities of color. The vast majority of these proposals, which were mostly submitted at financial institutions, requested that the target companies undertake a racial equity audit analyzing their adverse impacts on nonwhite stakeholders and communities of color. The proposal also specified that boards should seek input from civil rights organizations, employees, and customers when determining the specific matters to be analyzed.

In the second half of 2024, a number of companies began rolling back a number of their diversity, equity and inclusion initiatives. This rollback was further accelerated following the election of Donald Trump in late 2024. Many of the 2025 proposals were submitted to companies who had undertaken such a rollback, including **Caterpillar Inc., Walmart Inc., PepsiCo, Inc., The Boeing Company, and Deere & Company.**

Racial Equity/Civil Rights Audit Proposals	2021	2022	2023	2024	2025
Number of Proposals	12	36	24	7	9
Majority Supported	0	8	0	0	0
Average Support	28%	30%	15%	12%	10%

Glass Lewis Benchmark Policy Recommendations

In 2021, Glass Lewis' benchmark policy recommended in favor of nearly all racial equity proposals. In the following years, our recommended support for these proposals dropped, to 50% in 2022 and to 38% in 2023. In 2024, we recommended in favor of a significantly higher proportion of these proposals (86%). However, in 2025, we recommended in favor of only 3 of the 9 proposals on this topic, at Deere, PepsiCo, and Walmart.

In each of the cases where we recommended that shareholders vote in favor of these proposals in 2025, the company had faced significant legal penalties as a result of diversity-related issues or consumer backlash to the rollback of their DEI initiatives. For example, at the time of its AGM, PepsiCo was facing a potential boycott as a result of rolling back its DEI initiatives. Deere also faced significant customer backlash as a result of similar actions and faced several boycotts, including one from the National Black Farmers' Association. Walmart, which had received similar proposals at previous AGMs, also had rolled back several of its DEI-related initiatives, after which it was documented that foot traffic at the retailers' stores had dropped. It also faced a drop in web traffic and app usage during a targeted boycott as a result of its DEI rollbacks. In these cases, we determined that undertaking the requested audit could serve to help mitigate financial risks to these companies.

In other cases, we did not find that the proponents had made compelling arguments as to why adoption of this proposal would serve shareholders' interests. For example, although Boeing had rolled back its DEI-related initiatives, its primary sales are to the government and, thus, was somewhat insulated from consumer boycotts relative to some of the other companies that received this proposal. In addition, it had come under scrutiny from some lawmakers and state officials for its DEI programs. As such, it was not clear that expending the resources required to undertake the requested audit would serve to mitigate any of these risks. In fact, we were concerned that adoption of the proposal could exacerbate them.

Voting Outcomes

Support for racial equity and civil rights audit proposals has fluctuated significantly over the last three years. No proposals on this topic received majority shareholder support in the last year. The lowest support for one of these proposals was 0.7% (at **Berkshire Hathaway Inc.**) and the highest support was 29% at **Deere & Company**.

Reproductive Health

The issue of abortion has been extremely contentious and hotly debated in U.S. politics in the last several decades. However, it has not been the topic of many shareholder proposals during this time. For more than a decade, no shareholder proposals that explicitly and directly dealt with abortion had gone to a vote. However, that changed in 2022.

Reproductive Health Proposals	2022	2023	2024	2025
Number of Proposals	3	12	10	4
Average Shareholder Support	25%	10%	7%	8%

During the 2022 proxy season, there were three proposals dealing with reproductive health. These proposals requested that the companies report on any known and potential risks and costs caused by enacted or proposed

state policies severely restricting reproductive rights, detailing any strategies beyond litigation and legal compliance that could be used to minimize or mitigate these risks.

Shortly following the 2022 proxy season, the United States Supreme Court overturned *Roe v. Wade*, a 1973 ruling that recognized the right to abortion. This controversial 2022 decision gave issues related to reproductive rights added significance for certain investors. This translated into a variety of shareholder proposals that went to a vote during the 2023 season.

2023 Proposals

In 2023, several companies faced proposals similar to those that went to a vote in the prior year. In addition, a number of companies were also targeted with proposals that requested additional information on the feasibility of diminishing the extent to which they would be a target of abortion-related law enforcement requests by expanding consumer privacy protections and controls over sensitive personal user data. The companies targeted by this proposal were largely chosen as a result of their abilities to access personal data. For example, proponents of the proposals at **Alphabet Inc.** and **Meta Platforms, Inc.** discussed the potentially sensitive personal data that is shared among users of these companies' social media platforms and other services. This issue had particular salience for Meta, where it was widely reported that it had satisfied a warrant for private Facebook messages from a defendant facing felony charges for allegedly helping her daughter terminate a pregnancy.

Two other abortion-related proposals also went to a vote during the 2023 proxy season: one proposal requested that **Tenet Healthcare Corporation** report on its current policy regarding the availability of abortions in its operations, and another requested that **Eli Lilly and Company** issue a report detailing the known and reasonably foreseeable risks and costs caused by the company opposing or otherwise altering its policy in response to enacted or proposed state policies regulating abortion.

2024 Proposals

In 2024, 10 proposals concerning reproductive health went to a vote, the majority of which essentially requested reporting on the risks and costs to the targeted companies caused by policies restricting reproductive rights or access to reproductive health medications.

Another two proposals, submitted at **Booking Holdings Inc.** and **Laboratory Corporation of America Holdings** also mirrored proposals that had been submitted in previous years. Specifically, these proposals requested more information on the risks of these companies' fulfilling information requests relating to the enforcement of state laws criminalizing abortion access.

HCA Healthcare Inc. faced two proposals related to reproductive health. The first was the aforementioned proposal requesting information on risks related to access to abortions. The second was a novel proposal requesting that the healthcare company report on the strategies and programs for improving maternal health outcomes. The proposal specifically requested that the reporting include "data collected from the more than 218,000 babies delivered annually at network hospitals and the programs and services being deployed to reduce the incidence of maternal mortality and severe maternal morbidities (SMM), with details about how racial and ethnic disparities in this population of patients are being identified and eliminated."

Another proposal, submitted at Alphabet, deviated from the proposal submitted at that company the year prior. In 2024, proponents requested that the tech giant produce a report assessing the effectiveness of its policies and actions to reduce the dissemination of false and misleading content related to reproductive health care.

This was the sole proposal for which we recommended in favor. We had broader concerns regarding the dissemination of false and misleading information and its overall content governance. We, therefore, determined that shareholders could benefit from additional disclosure concerning how it was mitigating potentially material risks associated with spreading misinformation and disinformation, including that related to reproductive healthcare.

2025 Proposals

In 2025, the number of proposals dealing with reproductive health dropped significantly. Further, the four proposals on this topic each had a different request. A proposal at **Dollar General Corporation** mirrored previous requests and was focused on reporting on the sufficiency of employees' access to healthcare. While the proposal itself did not mention access to reproductive care, it was heavily implied by the supporting statement and the exempt solicitation filed by the proponent.

Proposals at **Walmart Inc.** and **The Kroger Co.** were related to their pharmacy operations and focused largely on what customer information they were providing to law enforcement. The proposal at Walmart asked for an independent, third-party assessment of its policies regarding law enforcement requests relating to the use of medications by customers and employees. Similar to the Dollar General proposal, issues related to abortion were not explicitly mentioned in the request of the resolution, but were emphasized in the supporting statement. The proposal at Kroger, on the other hand, requested additional information concerning known and potential risks and costs of fulfilling information requests about customers for the enforcement of state laws criminalizing access to reproductive or gender-affirming healthcare.

A proposal at Tenet Healthcare did not deal with issues related to abortion. Rather, this proposal requested reporting on the strategies and programs for improving material health outcomes, similar to a proposal that went to a vote at HCA Healthcare the year prior.

Voting Outcomes

Support for these proposals has notably decreased over the past four years. In 2025, the highest support (14%) was for the Kroger proposal. All other proposals received between 4-8% support.

Technology-Related Proposals

Every year since 2020, the companies that received the highest number of shareholder proposals have been the large tech companies, namely, **Meta Platforms, Inc.**, **Alphabet, Inc.**, and **Amazon.com, Inc.** Between just these three firms, shareholders voted on over 200 shareholder proposals over the last six years, with 29 of these proposals going to a vote in 2025. The topics of these proposals have varied widely, underscoring the scope of these companies and their pervasiveness in society.

Proposals at GOOGL, META, AMZN	2022	2023	2024	2025
Number of Proposals	44	42	36	29
Average Shareholder Support (overall)	19%	22%	14%	10.1%

A number of these proposals have requested traditional governance reforms, such as implementing a majority vote standard for the election of directors, or the appointment of an independent chair. However, there have been a number of topics that are unique to these companies' operations.

For example, Meta shareholders voted on a proposal requesting additional disclosure on the use of deepfake identifying software to combat the risks of online child exploitation. In addition, Alphabet faced a shareholder proposal requesting that it assess and issue a report that evaluates how it oversees risks related to generative AI bias against religion (including religious views) or political views and whether such discrimination could impact customers', users' and other individuals' exercise of their constitutionally protected civil rights.

Finally, Amazon was targeted for the potential environmental implications of its AI data centers and how they impact its climate commitments. Amazon has also faced a number of proposals focused on its treatment of workers, including the working conditions at its warehouses.

It is important to note that, of these three companies, Amazon is the only company without a multi-class voting structure. Because the unequal voting rights between insiders and outside investors, shareholder support levels are typically lower than at other high-profile companies. The highest support at these companies (30.7%) requested that Alphabet eliminate its multi-class share structure. The lowest support (0.1%) was for a proposal at Meta that requested an assessment to determine if adding Bitcoin to the treasury was in the best interests of shareholders.

Artificial Intelligence

Artificial intelligence ("AI") has rapidly evolved in recent years to become an invaluable tool for companies in myriad industries. However, alongside the potential benefits of this new technology comes some potential risks, which shareholders have recently taken steps to understand and address at a number of companies. Proposals dealing with this issue debuted in 2024, when there were 9 proposals explicitly dealing with companies' use of AI. In 2025, another 9 proposals dealing with this issue went to a vote.

Although these proposals took a variety of forms, most of them, unsurprisingly, have been submitted at tech companies and addressed some of the unique risks faced by companies in this industry. For example, in 2024, Meta Platforms and Alphabet were targeted with proposals requesting disclosure on the risks presented by their role in facilitating misinformation and disinformation disseminated or generated using AI. The tech giants' role in spreading misinformation and disinformation are issues that have been addressed by numerous shareholder proposals over the years. However, the emphasis on AI was novel, and carried over to 2025, when both of these companies each faced several proposals explicitly dealing with this issue. For example, Meta faced a shareholder proposal dealing with the technology used to identify deepfake images, while Alphabet shareholders voted on a proposal dealing with risks related to potential generative AI bias against religion.

In 2024, a number of media and entertainment companies (including **Paramount Global**, **Netflix Inc.**, and **Warner Bros. Discovery, Inc.**) were targeted with AI proposals, likely as a result of the integral role of AI technologies in the 2023 actors and writers guild strikes. However, in 2024, all but one of the proposals dealing with companies' use of AI were submitted at tech companies. The only exception was a proposal at Berkshire Hathaway asking for the creation of a board committee charged with overseeing AI-related issues (discussed in more detail in "Director Expertise, Oversight, and the Creation of a Committee").

Average support for these proposals was notably lower than in 2024. In 2024, these proposals received average support of 21.4%, while this figure dropped to 9.8% in 2025. This is likely primarily a function of the voting

structures of the companies where this proposal was submitted, as nearly all of the tech companies targeted in 2025 have multi-class voting structures with unequal voting rights, which serve to artificially depress support for shareholder proposals.

Anti-ESG Proposals

In the last several years, shareholders have voted on an increasing number of what are sometimes called “anti-ESG” shareholder proposals. Generally, proponents of these proposals are critical of companies’ efforts with respect to environmental and social issues. As such, these proposals are generally aimed at curbing those efforts. Although a handful of these proposals have gone to a vote in prior years, we witnessed a marked increase in the number of, and the attention given to, these types of proposals beginning in 2022.

Anti-ESG Proposals	2021	2022	2023	2024	2025
Number of Proposals	9	45	68	94	74
Average Shareholder Support	2.7%	9.1%	5.0%	2.5%	2.5%
Proportion of All Shareholder Proposals	2%	9%	12%	16%	17%

in 2022, more than twice as many anti-ESG proposals went to vote (45) than in the prior three years combined (21). That figure has continued growing since and, in the 2025 proxy season, anti-ESG proposals represented 17% of the total number of shareholder proposals that went to a vote.

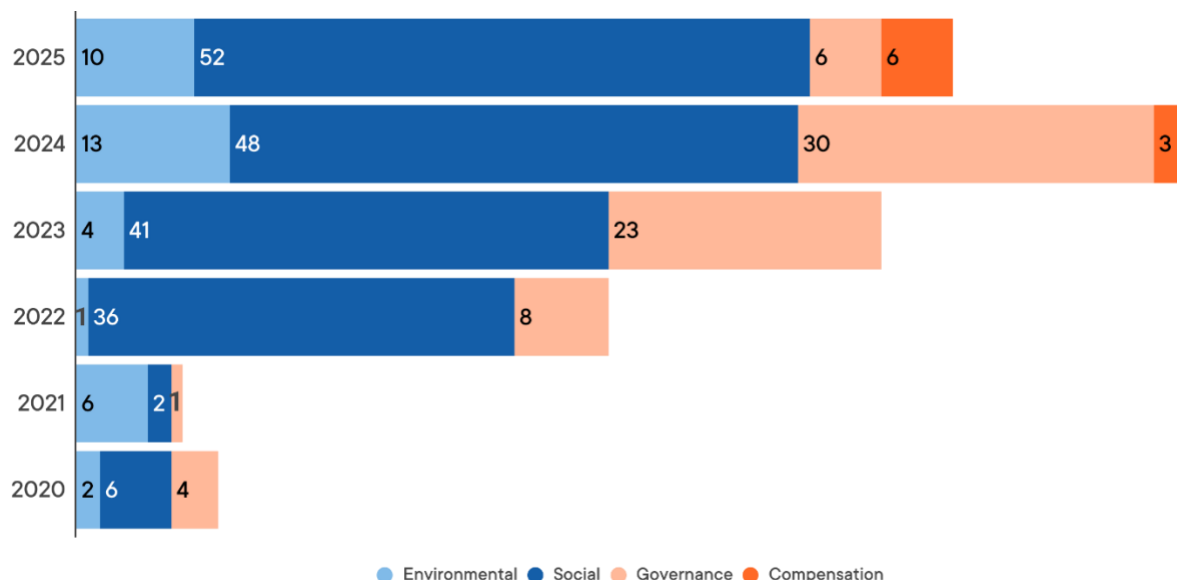
Shareholder Voting

Historically, these proposals have received relatively low shareholder support. For example, the vast majority of the proposals submitted in 2017 did not reach 3%, the support threshold required for a first-year proposal to be resubmitted the following year, and the most popular proposal only received 4.7% support. However, in each of 2018 and 2019, two of these proposals received over 21% support, and in 2020, one proposal, which was modeled after a traditional lobbying proposal, received 29% shareholder support. In both 2024 and 2025, average support reached a record low of 2.5% support. In fact, 61 (or 87%) of the 70 proposals that received less than 3% support in 2025 were “anti-ESG” proposals. This is an increase from 2024, when 80% of the proposals that received less than 3% support were anti-ESG proposals.

Proponents

Historically, the most frequent proponents of these proposals were the National Center for Public Policy Research (“NCPPr”) and the National Legal and Policy Center (“NLPC”), both conservative think tanks. However, in recent years, there have been several new entrants, including Bowyer Research, The American Family Association, Inspire Investing, and The American Conservative Values Fund ETF. In 2025, three groups, NLPC, NCPPr, and Bowyer Research, submitted the vast majority of these proposals.

Anti-ESG Proposals



NCPPR was the most frequent anti-ESG proponent in both 2024 and 2025. In 2024, NCPPR submitted 48 proposals, which received 1.9% average support. In 2025, the group submitted 25 resolutions that received 1.6% average support. The highest support (7.2%) was for a proposal at **Target Corporation** requesting more information on the retailer’s affirmative action-related risks.

Bowyer Research was the second-most frequent anti-ESG proponent, submitting 21 proposals that received 1.7% support. The highest support for a Bowyer proposal (8.9%) was at **Apple Inc.**, where the group requested additional information on software that identifies child sexual abuse material.

NLPC was the third-most frequent proponent in 2025, being named as a proponent of 19 proposals that received 4.7% support on average. This is relatively consistent with 2024, when the group was named as a proponent of 23 shareholder proposals that received just under 4% average support. In 2025, NLPC submitted the only anti-ESG proposals that received over 10% support, with three proposals on risks related to AI data sourcing at **Apple**, **Alphabet Inc.** and **Amazon.com, Inc.** each receiving between 10.8% and 12.4% support. Another NLPC proposal requesting an independent chair at **Comcast Corporation** received 26.7% support.

Proposal Types

The relatively higher levels of support for NLPC proposals compared to other anti-ESG proposals is arguably a function of the types of proposals that it put to a vote. Namely, NLPC has received strong support for proposals requesting that companies appoint an independent chair (for more information on this type of proposal, see “Independent Chair”), a request that commonly receives relatively high shareholder backing. In 2023, it submitted nine proposals on this topic that all received between 10-27% support. In 2024, it submitted two proposals on this topic (at **Goldman Sachs Group, Inc.** and **Salesforce, Inc.**), which were the only two anti-ESG proposals to receive above 13% support (33% at Goldman and 21% at Salesforce). In 2025, it submitted one proposal on this topic at Comcast, which was also the only anti-ESG proposal to receive above 13% support.

In addition to these independent chair proposals, there were several proposals that were commonly submitted by these groups, including, but not limited to, the following requests:

- That the board of directors revisit incentive guidelines for executive pay in order to identify and consider eliminating DEI goals for compensation inducements
- That the board provide an analysis of how charitable partnerships impact risks related to discrimination against individuals based on their speech or religious exercise
- That the board conduct an evaluation and report on an assessment of how affirmative action initiatives impact risks related to actual and perceived discrimination on the basis of protected categories under civil rights law
- That the board conduct an assessment to determine if adding Bitcoin to the treasury is in the best interests of shareholders
- That the board conduct an evaluation and report to shareholders on how it oversees risks related to discrimination against ad buyers and sellers based on their political or religious status or views
- That the company produce an annual report on net zero activities, including memberships in organizations advocating net zero goals and policies, activities and transactions involving net zero goals and policies, and corporate commitments or agreements involving net zero goals and policies
- That the board oversee an independent racial discrimination audit analyzing legal and reputational risks stemming from race-based initiatives

Appendix A

Majority-Supported Shareholder Proposals

Company Name	Proposal Name	GL Rec	MGMT Rec	2025 Support	Proponent
Governance					
AEye, Inc.	Board Declassification	For	Against	51.4%	Ransom P. Wuller
Agilent Technologies, Inc.	Board Declassification	For	Undetermined	97.6%	John Chevedden
Akamai Technologies, Inc.	Special Meetings	For	Against	51.2%	John Chevedden
Albemarle Corporation	Simple Majority Vote	For	Against	68.4%	John Chevedden
Alexandria Real Estate Equities, Inc.	Simple Majority Vote	For	Against	84.1%	John Chevedden
Arrow Electronics, Inc.	Simple Majority Vote	For	Against	83.0%	John Chevedden
Asbury Automotive Group, Inc.	Simple Majority Vote	For	Against	59.5%	John Chevedden
Boston Scientific Corporation	Simple Majority Vote	For	Undetermined	95.9%	John Chevedden
CDW Corporation	Written Consent	For	Against	51.0%	John Chevedden
Celanese Corporation	Simple Majority Vote	Against	Against	64.4%	John Chevedden
Choice Hotels International, Inc.	Simple Majority Vote	For	For	96.9%	The Accountability Board
CMS Energy Corporation	Special Meetings	For	Against	70.2%	John Chevedden
Duke Energy Corporation	Simple Majority Vote	For	For	98.0%	John Chevedden
Entegris, Inc.	Simple Majority Vote	For	Undetermined	89.8%	John Chevedden
EPAM Systems, Inc.	Simple Majority Vote	Against	Against	52.3%	John Chevedden
Fidelity National Financial, Inc.	Board Declassification	For	Undetermined	94.7%	Not disclosed
First American Financial Corporation	Simple Majority Vote	For	Against	86.0%	John Chevedden
Fortune Brands Innovations, Inc.	Simple Majority Vote	For	Undetermined	98.2%	John Chevedden
Graphic Packaging Holding Company	Board Declassification	For	Undetermined	98.2%	Not disclosed
Hologic, Inc.	Simple Majority Vote	For	Undetermined	84.8%	John Chevedden
Hubspot, Inc.	Simple Majority Vote	Against	Against	53.0%	John Chevedden
ICU Medical, Inc.	Simple Majority Vote	For	Against	85.6%	John Chevedden
IDEXX Laboratories, Inc.	Board Declassification	For	Undetermined	94.2%	John Chevedden

Keysight Technologies, Inc.	Board Declassification	For	Undetermined	98.5%	John Chevedden
Lantheus Holdings, Inc.	Board Declassification	For	Undetermined	98.8%	James McRitchie
LKQ Corporation	Special Meetings	For	Undetermined	84.9%	John Chevedden
Lumen Technologies, Inc.	Simple Majority Vote	For	Undetermined	97.1%	John Chevedden
Markel Group Inc.	Simple Majority Vote	For	Against	71.1%	John Chevedden
Medpace Holdings, Inc.	Simple Majority Vote	For	Against	69.4%	Not disclosed
Molina Healthcare, Inc.	Special Meetings	For	Against	69.0%	John Chevedden
Monolithic Power Systems, Inc.	Special Meetings	For	Against	58.3%	John Chevedden
Murphy USA Inc.	Board Declassification	For	Against	73.6%	John Chevedden
nCino, Inc.	Board Declassification	For	Undetermined	87.0%	James McRitchie
Papa John's International, Inc.	Simple Majority Vote	For	Undetermined	97.5%	The Accountability Board
Post Holdings, Inc.	Simple Majority Vote	For	Against	59.3%	The Accountability Board
Regions Financial Corporation	Simple Majority Vote	For	Undetermined	98.1%	John Chevedden
Revvity, Inc.	Special Meetings	For	Against	65.5%	John Chevedden
Sanmina Corporation	Special Meetings	For	Against	56.5%	John Chevedden
Select Medical Holdings Corporation	Board Declassification	For	Undetermined	80.0%	John Chevedden
Skyworks Solutions, Inc.	Simple Majority Vote	For	Undetermined	98.8%	John Chevedden
Teledyne Technologies Inc.	Special Meetings	For	Against	59.1%	John Chevedden
The Charles Schwab Corporation	Board Declassification	For	Against	84.0%	John Chevedden, on behalf of James McRitchie
TreeHouse Foods, Inc.	Simple Majority Vote	For	For	99.6%	The Accountability Board
US Foods Holding Corp.	Special Meetings	For	Undetermined	89.3%	The Accountability Board
Social					
Cboe Global Markets, Inc.	Political Contributions and Expenditures Report	For	Against	56.1%	John Chevedden
Crown Holdings, Inc.	Political Contributions and Expenditures Report	For	Against	52.7%	John Chevedden
Meritage Homes Corporation	Political Contributions and Expenditures Report	For	Against	57.9%	John Chevedden
Spirit AeroSystems Holdings, Inc.	Political Contributions and Expenditures Report	For	Against	52.7%	John Chevedden
Teradyne, Inc..	Political Contributions and Expenditures Report	For	Against	51.0%	John Chevedden

Appendix B

Say on Climate Proposals

Ticker	Company Name	Country of Origin	Glass Lewis Rec	% For	% Against	% Abstain
AENA	Aena S.M.E. S.A.	ESP	Abstain	92.5%	1.6%	5.8%
ALTA	Altarea	FRA	Abstain	97.2%	2.8%	
AMUN	Amundi	FRA	For	96.6%	3.4%	
AV.	Aviva plc	GBR	For	97.8%	2.2%	
CNR	Canadian National Railway Company	CAN	For	95.2%	4.8%	
CP	Canadian Pacific Kansas City Limited	CAN	For	91.7%	8.3%	
CARM	Carmila	FRA	Abstain	93.0%	7.0%	
CNA	Centrica plc	GBR	For	93.4%	6.6%	
ENGI	Engie	FRA	For	96.9%	3.1%	
EQNR	Equinor ASA	NOR	For	93.9%	4.3%	1.9%
FER	Ferrovial S.E.	NLD	For	91.1%	3.5%	5.3%
FLY	Foncière Lyonnaise	FRA	Abstain	100.0%	0.0%	
HOLN	Holcim Ltd	CHE	For	89.8%	1.9%	8.3%
ICAD	Icade	FRA	For	99.3%	0.7%	
INW	INWIT - Infrastructure Wireless Italiane S.p.A	ITA	Abstain	94.5%	2.4%	3.1%
LNA	LNA Sante SA	FRA	Against	97.4%	2.6%	
OVH	OVH Groupe	FRA	Abstain	100.0%	0.0%	
RIO	Rio Tinto Limited	AUS/GBR	For	93.3%	6.7%	
STO	Santos Limited	AUS	For	85.8%	14.2%	

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