# Nest’s global voting guidelines

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## Version control

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| | - Introduction of Say-on-Climate vote instructions<br>- Expectation for companies to stop funding new oil and gas projects and align with the IEA’s net zero by 2050 scenario<br>- Increasing the minimum requirements on bard diversity for boards in the US | 14 February 2022 |

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# About this document

## Scope

Nest invests in shares of thousands of companies around the world on behalf of our members. These shares give us a say in how companies are run through voting rights and engagement. We believe sound corporate governance and companies that consider their impact on the society and the environment have a better chance of sustaining long-term economic success which supports better investment outcomes for our members. Our responsibilities as a global asset owner and signatory to the **Financial Reporting Council's Stewardship Code** means we execute stewardship across all of our assets globally in the interest of our members.

This document sets out our views and expectations of best practice corporate governance and sustainability reporting and our guiding principles for voting and engagement for all companies. It should be viewed as a supplement to our UK voting and engagement standard which sets out leading standards of practice for UK companies. Whilst we advocate that all companies we invest in adhere to progressive standards of behaviour and reporting we recognise that the regulatory framework and business culture in other regions may promote different standards requiring a more tailored approach to stewardship. At a minimum, we expect all companies we invest in to adhere to all applicable local regulations, listing standards and follow local best practice.

This document highlights our guiding principles on a range of areas within corporate governance and sustainability. It is informed by local market codes as well as global best practice, such as the **International Corporate Governance Network's (ICGN) Global Governance Principles**.

Nest commits to reviewing its global voting and engagement principles annually to ensure our research, viewpoints and regulatory changes are factored into the way we vote and engage with our investee companies.

## Who is this document for?

The main audiences for this document are the companies Nest invests in and the fund managers we work with. The document sets out expectations to company directors on how Nest expects them to be structured and behave and we use it to engage with our fund managers on the issues important to Nest and our members. It may also be of interest to our members, stakeholders and employers with a detailed interest in the means by which Nest acts as a steward of its assets.

# 1 Global voting guidelines

## 1.1 Corporate leadership

| Principle | Voting/engagement guideline |
|---|---|
| The Board's role and responsibilities | |
| The Board is responsible for the long-term mission and strategy of the company. We expect the Board to act in the long-term interests of the company and its shareholder and other stakeholders.<br><br>We expect non-executive directors to look beyond day-to-day issues and provide independent and balanced advice. | We may vote against re-election of the Chair where there is limited evidence of a board culture that facilitates effective discharge of non-executive duties.<br><br>We may vote against the re-election of one or more non-executive directors where the board fails to appropriately mitigate and respond to significant company events.<br><br>We may vote against the discharge of the directors if there are legal concerns or ongoing litigation. |
| Director independence | |
| We expect to find at least a third of the board comprising independent non-executive directors in all markets, and at least half in most developed markets[1].<br><br>In markets where a dual-board system is in place, we support the adoption of the committee system and a supervisory board that is at least 50% independent.<br><br>We consider it best practice for the non-executive directors to meet without executive directors on a regular basis. | We may vote against the re-election of the Chair, chair of the nomination committee or other board members where the percentage of independent directors on the Board comprises less than 33% in all markets and 50% in developed markets (excluding Japan and Hong Kong).<br><br>We consider non-executive directors to be non-independent if they:<br>› Have been previously employed as an executive officer of the company and there has not been a cooling off period of at least two years<br>› Currently provide professional services or have a material transactional relationship<br>› Receive remuneration from the company in addition to their director's fee<br>› Have close family ties with any of the company's senior management<br>› Hold cross-directorships<br>› Are a significant shareholder<br>› Have been on the board for more than 15 years, or longer than stipulated by local market practice. |
| We expect the Board to appoint an independent, non-executive director as Chair. We also expect boards to appoint | Where the Chair or the Lead Independent Director do not meet our criteria for independence, we will generally vote against their (re)-election. This includes the appointment of a retiring CEO as Chair |

[1] Our definition of developed markets includes Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Luxemburg, Netherlands, New Zealand, Norway, Poland, Portugal, Singapore, South Korea, Spain, Sweden, Switzerland, United Kingdom and United States.

| Principle | Voting/engagement guideline |
|---|---|
| a Lead or Senior Independent Director. We do not expect to find combined CEO/Chair roles without good reason and do not usually expect to see a retiring CEO succeed to become Chair. | of the board unless the company has set out a convincing rationale in the annual report, and there is a sufficient cooling off period of at least two years.<br><br>We may vote against the re-election of the chair of the nomination committee and/or the individual in question if the positions of Chair and CEO are combined without good reason. In markets where the combination of these roles is very common such as the US, we may support the re-election where there is evidence of a truly independent Lead Director. |
| Composition and appointment | |
| We support a three-committee structure of nomination, audit and remuneration committee and a fully independent audit and remuneration committee.<br><br>We expect there to be at least one named financial expert on the audit committee. | Where the audit or the remuneration committee are not fully independent, we may vote against the Chair of the respective committee and any committee members standing for election.<br><br>We may vote against the Chair of the audit committee if there is no named financial expert on the audit committee. |
| The purpose, priorities and skill contribution of each director should be publicly disclosed and clear to shareholders. We welcome boards conducting a regular self-assessment and an independent evaluation.<br><br>The nominations committee should ensure that there is a diverse pipeline of candidates suitable for board and senior management positions. | We may vote against the appointment or re-election of any director where we doubt their capacity for focus, contribution, or where the appointment seems not to clearly meet a skill set need.<br><br>We will vote against the appoint of any director where the company has disclosed insufficient biographical information.<br><br>We may vote against re-election of the chair of the nomination committee or other board members where we doubt the effectiveness of the board's overall composition.<br><br>We will vote against re-election of chair of the nominations committee if there is no indication of momentum or progress to increase diversity on the board where it is needed. |
| Boards should satisfy themselves that plans are in place for orderly succession for appointments to the board and to senior management. | We will vote against the chair of the nominations committee and Chair if an appropriate succession plan has not been put forward at the request of shareholders. |
| Director re-election and commitment | |
| We favour annual elections for all directors and expect directors to stand for election at least once every three years. | We will vote against the Chair or members of the nomination committee standing for re-election where the number of months between directors' re-election is more than 36.<br><br>We will generally vote against proposals to classify the board.[3]<br><br>Where directors are nominated through alternative slates, we will generally vote for the re-election of existing directors provided the board meets our criteria for independence. Where this is not the |

[3] A classified (sometimes called staggered) board is a structure where there are different classes of directors with different term lengths.

| Principle | Voting/engagement guideline |
|---|---|
| We favour individual director elections over slate elections.[2] | case, we will generally support the list with the highest number of independent nominees. |
| We expect all directors to be able to allocate significant time to their roles in order to be able to ask challenging questions based on a sound knowledge of the business. This includes limiting the number of outside appointments and making sufficient time to attend board meetings. | We generally do not support non-executive directors taking on more than four directorships in total or two chairmanships at listed companies and full-time executive directors taking on a chairmanship or more than two non-executive directorships.<br><br>We will generally vote against the re-election of directors who have attended less than 75 per cent of meetings in the past year without good justification. |
| Diversity | |
| We support boards that have a company-wide diversity policy or demonstrate how the board diversity policy filters across the workforce by setting the 'tone from the top'.<br><br>We support further reporting on all aspects of diversity of the board and wider company. | We will vote against the re-election of the Chair of the nomination committee if a company fails to disclose a meaningful policy on board diversity if this is specified by the local market code.<br><br>We will engage with companies to encourage further reporting on all forms of diversity throughout the company. |
| We expect board to appoint at least one female director and adhere to local market codes for gender representation at board level. As the U.S has not adopted a corporate governance code at the federal level (only state level), we expect to see at least 30 per cent of the members on a corporate board to be women. Additionally, for companies in the S&P 500 we expect there to be at least one board member from an ethnically diverse background. | We will vote against the re-election of the Chair and chair of the nomination committee if a company has no female directors on the board or, where applicable, the number of female directors is below a threshold recommended by the relevant national corporate governance code or specified within this policy. |

[2] In these elections, shareholders cannot vote for individual directors but instead vote for a bundled "slate" of investors. This approach is common in some markets such as Italy.

## 1.2 Risk management and sustainability

| Principle | Voting/engagement guideline |
|---|---|
| Risk oversight | |
| Boards should explain to shareholders how they approach overseeing and managing risks.<br><br>Boards should confirm in the annual report they have carried out a robust assessment of the principal risks facing the company, including those that would threaten its business model, future performance, solvency or liquidity. This should include environmental, social and governance risks. | We may not support the annual report where the most relevant principal risks are not being disclosed.<br><br>We may also vote against members of the risk and audit committee where there is evidence of a lack of risk oversight from the board. Where the company has not established a risk and audit committee, we may vote against the report & accounts. |
| Sustainability reporting | |
| We expect the annual report to include details of material sustainability risks and how these are managed and incorporated into strategic reporting. It is important this information is publicly accessible and independently verified.<br><br>Where a risk has materialised during the reporting year, the board should communicate how the company is responding. | We are unlikely to support a resolution to receive the report and accounts where we believe that a company does not disclose information in relation to environmental, employment, social and community risks. This should include the process for assessing, addressing, measuring and monitoring the present and ongoing nature and development of such risks. |
| Climate change | |
| We expect companies to be transparent about their approach to addressing climate change risk. We are a signatory of the **Taskforce on Climate-Related Financial Disclosures** and encourage investee companies to report on climate change using this framework. This should include how their business model is aligned with the goals of the **Paris Agreement.** We expect companies to make a commitment to reducing and reporting on their scope 1 and 2 Greenhouse Gas (GHG) emissions.<br><br>We expect the board to take ownership for climate risk, for example by the risk committee or environmental sustainability committee. | We will not support a resolution to receive the annual report and accounts and will vote against the re-election of the Chair if the company has not disclosed its Scope 1 and 2 GHG emissions.<br><br>Where a company does not have a strategy for addressing climate change risks and/or where it has not reported on progress, we may vote against the directors.<br><br>We will support all shareholder resolutions, where reasonable, that call on companies to disclose more information on how they manage climate change risks. |

| Principle | Voting/engagement guideline |
|---|---|
| Say on Climate votes: call for boards to voluntarily put forward advisory resolutions at their upcoming annual general meetings that seek shareholder approval of the organisation's climate transition action plan.<br><br>As expressed above, we expect companies to be transparent in their approach to addressing climate change, their GHG emission reduction targets, and their TCFD disclosures. | We will review say on climate votes on a case-by-case basis. |
| We will engage with companies on how the impact of climate change and a transition to net zero will impact their stakeholders, employees and the wider community. We will do this through direct engagement as an investor and a partner, and through our participation in coalitions such as Climate Action 100+. | If after a period of engagement companies have not made enough progress on reporting a coherent and robust strategy on climate risk mitigation, we will vote against the directors. Where companies still do not make enough progress after we have taken voting action, we may consider filing a shareholder proposal or excluding the company from our funds. |
| The IEA’s net zero by 2050 report states that “beyond projects already committed as of 2021, there are no new oil and gas fields in our [Net-Zero] pathway”. In other words, the development of new oil and gas fields must stop to reach net-zero emissions by 2050. Unless they are aimed at replacing existing more carbon intensive fossil fuel reserves, or are coupled with significant carbon capture and storage, new oil and gas projects do not fall under the IEA’s pathway to net zero. | We will engage with companies in carbon intensive industries with the goal of having them commit to stop developing new oil and gas fields that do not fall within the IEA’s net zero by 2050 scenario. |
| Where climate change is a material business risk, we expect companies to incentivise their executives to work towards long-term decarbonisation through appropriate remuneration and welcome the use of specific climate change KPI such as GHG emissions reduction targets as part of executives’ variable compensation packages. | We will vote against remuneration-related resolutions where we are concerned that companies are failing to fail to appropriately incentivise link their executives to meet their climate change goals. |
| We also expect companies to be transparent about their lobbying activities with regards to climate change and to regularly assess whether the climate change activities of the industry bodies they are part of are aligned with their own climate change policies. | We may vote against the directors where we believe that a company’s lobbying activities or activities as part of industry bodies are misaligned with their public position on climate change. |

| Principle | Voting/engagement guideline |
|---|---|
| Cyber security | |
| We support boards that take a proactive stance on cyber-security and are having discussions at board level.<br>We expect company disclosure to provide assurance that appropriate policies are in place to prevent, detect and respond to cyber security within the company and its supply chain. | We may engage with companies where we have concerns about their cyber security programs and operational resilience to cyberattacks.<br>Where cyberattacks have been proven to have occurred and boards were found not to have acted on information and/or had no relevant expertise we will vote against the Chair and chair of the audit committees. |
| Workforce | |
| We support companies that provide disclosure on their workforces. | Where we have concerns with a company's reporting on its workforce we may vote against the annual report and accounts. |
| Charitable and political donations | |
| In general, we do not support companies making donations to political parties or political candidates. | We will normally vote against any authority that would allow directors to make donations to political parties. |
| However, we do recognise there are legitimate circumstances where it may be in the interests of a company and its shareholders to support political organisations concerned with policy review and law reform, or sector-specific special interest groups. | We will consider resolutions that seek authority to make donations to such bodies on a case-by-case basis |
| We believe companies should ask their shareholders to approve donations regardless of jurisdiction.<br>We generally support charitable donations based on there being appropriate justification, including financial soundness of the arrangement. | We will consider voting against the report and accounts where shareholders' funds have been used to make political donations without shareholder approval.<br>We generally support shareholder proposals asking for enhanced disclosure on political expenditure or lobbying. |
| Tax management | |
| We support companies committed to tax transparency by presenting to investors and stakeholders a consistent, complete, and accurate profile about their tax operations around the world particularly in jurisdictions with high financial secrecy as highlighted by the **Tax Justice Network**. | We generally do not support proposals that seek reincorporation, or a change of domicile based on lowering investor protection, paying reasonable taxes, or to protect against being taken over.<br>We may not support large business restructurings, mergers and acquisitions where tax planning is a key driver. |

| Principle | Voting/engagement guideline |
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| We do not support boards where tax services form a significant proportion of non-audit fees. We also look out for boards that treat tax as a potential or significant risk for the company. | Where a company's external auditor also provides services in relation to tax and the value of such services is of a significant proportion of the audit fee (25 per cent), we will vote against the audit committee chair. |
| Bribery and corruption | |
| Sound risk management processes are vital for anti-corruption compliance policies to operate effectively. We also expect the remuneration committee to include bribery and corruption in the malus and clawback policy. | Where a board failed to act on information available to it at the time, and bribery occurred as a consequence, we will vote against any board members who sat on the board at the time the bribery occurred. |

## 1.3 Reporting and audit

| Principle | Outcome/voting guideline |
|---|---|
| Informative and future-orientated reporting | |
| We believe the strategic report (or equivalent) within the annual report needs to represent:<br>› a balanced and comprehensive analysis of the company's performance and prospects<br>› a forward-looking outlook<br>› an informative description of principal risks and uncertainties facing the business<br>› analysis using appropriate financial and non-financial key performance indicators. | We will vote against the resolution to approve the report and accounts where reporting does not provide accurate or clear guidance on the principal risks and uncertainties.<br>We will vote against the report & accounts where the accounts have not been audited or the auditor report is not disclosed.<br>We may vote against resolutions to approve the report and accounts where we hold concerns about the company's internal controls including:<br>› where discussions of internal controls do not include appropriate levels of detail and substantiation.<br>› where the auditors have highlighted fundamental uncertainties with the accounts or other areas of concern. |
| External audit independence | |
| We expect companies to appoint an independent external auditor to review the annual accounts.<br>The financial incentives faced by the external auditor need to be managed so as not to influence their independence. | We may vote against appointment of the auditors and the re-election of the chair of the audit committee where we doubt the independence of the external auditor. |

| Principle | Outcome/voting guideline |
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| Competition and re-tendering | |
| We believe in the re-tendering of the external audit contract regularly based on the 'comply or explain' approach in order to support robust standards.<br><br>We encourage companies to look beyond the 'big four' when tendering for audit services. | We may not support the re-election of the external auditor they have been in place for more than 20 years or 24 years where there are joint auditors in place. |
| Audit fees | |
| We expect companies to disclose in the annual report a breakdown of audit and non-audit related fees paid to the external auditors during the year. We will have significant concerns about external auditor objectivity where there is a high proportion of non-audit fees or the absolute financial value of non-audit fees is significant. | We generally do not support resolutions on auditor re-appointments where non-audit fees exceed 70 per cent of audit fees paid to an external auditor in any 12-month period without a compelling rationale. |
| Audit committee report | |
| We welcome a more critical and transparent approach that includes judgement, assessments and key decisions taken. | We are likely to vote against the re-election of the chair of the audit committee where the audit committee report fails to provide meaningful information to assist shareholders understand how the audit committee operates and the issues it addresses. |
| Climate change | |
| We expect auditors to take into account material climate change risks and opportunities in accounting estimates or judgements.<br><br>We also expect consistency in the discussion of climate change risks in the narrative section of the annual report and accounts and the financial statements. | We may vote against the Chair of the Audit Committee where climate change risks are not considered in the financial statements.<br><br>We may vote against the re-election of the auditors where the auditors' report does not indicate how they have taken into account climate-related risks and opportunities in their review of the financial statements. |

## 1.4 Reward

| Principle | Outcome/voting guideline |
|---|---|
| Say-on-pay | |
| We support companies tabling an annual vote on executive remuneration. | Where there is a no annual vote on executive remuneration, we may vote against the approval of executive director fees or the re-election of the Chair of the remuneration committee. |
| Pay in context | |
| We expect the remuneration committee to consider executive remuneration in the context of broader workforce pay and be mindful of pay levels equivalent sectors, industries, and wider public concerns.<br><br>We also support companies voluntarily disclosing how people from different ethnic backgrounds are paid. | We may vote against the annual remuneration report if the board does not consider overall worker pay when setting pay for executive directors, such as preferential pension treatment or large executive salary increase without good justification. |
| Disclosure | |
| We expect to see individualised disclosure of remuneration to allow shareholders to assess the alignment of pay with performance. | We generally do not support remuneration resolutions if individualised disclosure is not available. |
| Structure and components | |
| While we expect companies to develop their remuneration systems to suit the needs of the business, we expect executive remuneration to contain an appropriate level of fixed pay as well as both short- and long-term variable pay awards. We generally do not expect non-executive directors to receive variable pay awards.<br><br>Where the remuneration structure differs significantly from local market practice the remuneration report should explain what this is achieving and why this is needed.<br><br>We expect the board to disclose its policy on executive share ownership requirements and post-departure shareholding requirements. | We may vote against the re-election of the chair of the remuneration committee where there are a significant number of incentive schemes in operation resulting in an opaque incentive structure.<br><br>We will generally vote against remuneration if NEDs can receive variable pay or participate in a share plan.<br><br>We will vote against remuneration where the structure differs significantly to local market practice without reasonable explanation. |

| Principle | Outcome/voting guideline |
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| Performance-related pay | |
| Where Long Term Incentive Plans (LTIPs) are used we expect them to reflect sustained value creation for the company in the long term. By long term we mean at least five years.<br><br>We would prefer to see reward metrics linked to key performance indicators (KPIs) that help executives meet agreed corporate strategic objectives, business aims and sustainability goals which link to long-term value creation. These would align executive director behaviour with real performance rather than share price and similar measures, which may encourage excessive risk taking or poor decision making. | We will vote against remuneration-related resolutions where we consider variable pay to be misaligned with performance and long-term interests of shareholders or we have concerns about the design of the awards. This could include a lack of robust metrics, a significant proportion of non-performance awards, awarding of discretionary awards, excessive severance provisions, lack of clawback provisions or a general lack of disclosure or an unnecessarily complex structure. |

## 1.5 Capital

| Principle | Voting/engagement guideline |
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| Buying own shares | |
| We generally support proposals to return cash to shareholders that we believe enhance net asset value. | We generally support buy-back proposals that do not exceed 10% of the issued share capital and where the number of months for which the authority is sought does not exceed 36 months. |
| Increase in share capital or preferred stock | |
| Share issuance can dilute the holdings of existing shareholders. We support companies issuing shares on a pre-emptive basis to existing shareholders in proportion to their existing holding. Given the complexities of issuing shares on a pre-emptive basis, we generally support companies seeking authority to issue shares with the disapplication of pre-emption rights subject to provisions protecting the rights of existing shareholders. | We generally support share capital proposals on a pre-emptive basis. We also usually approve authorities to issue shares with the disapplication of pre-emption rights except where:<br>› The number of months for which the authority is sought exceeds 36.<br>› The authority sought exceeds 50% of the issued share capital.<br>› The authority (disapplication) sought exceeds 10% of the issued share capital. |
| Dividends | |
| We will generally support companies distributing a dividend to shareholders, unless we have concerns about the dividend cover or pay-out ratio. | We will generally support resolutions to distribute a dividend unless:<br>› Ordinary dividends as a percentage of profits exceeds 100%<br>› The dividend pay-out ratio is lower than 25% |

| Principle | Voting/engagement guideline |
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| We believe in resolutions to approve the final dividend regardless of size. | › There is no cash alternative when a scrip dividend is proposed<br>Where a company has paid a final dividend without seeking shareholder approval we will vote against the report and accounts.<br>We may also vote against the report and accounts if we consider disclosure to be insufficient. |
| Related party transactions | |
| We expect related party transactions to be made on terms equivalent to those that would prevail in an arm's length transaction<br>We expect related party transactions to be overseen and reviewed by the Board with annual disclosure of significant transactions. | We will consider related party transactions on a case-by-case basis but vote against where there is evidence of potential abusive related party transactions. |
| Anti-takeover provisions | |
| We do not expect companies to introduce antitakeover provisions. | We will generally vote against anti-takeover provisions such as "poison pill" arrangements. |

## 1.6 Shareholder rights

| Principle | Voting/engagement guideline |
|---|---|
| Share classes | |
| We support the 'one share, one vote' standard. Where companies have more than one share class, we expect to see a clear rationale for this, as well as additional protections for minority shareholders. We encourage companies to regularly review their share classes. | We may not support the (re)-election of board directors if the company has implemented a multi-class capital structure without a reasonable, time-based sunset provision.[4]<br>We will generally vote against proposals to create a new class of common stock where this deviates from the one share, one vote standard. |
| We favour the democratic election of directors over cumulative voting.[5] | We will generally support proposals seeking to remove cumulative voting from director elections.<br>In markets where cumulative voting is used on director elections, we will cumulate votes behind independent directors only and vote against the non-independent directors. |

[4] A sunset provision is a clause that states that the arrangement will expire by a certain date. It is often used by companies during the initial public offering and allows for the transition to corporate governance standards for listed companies.

[5] Cumulative voting allocates voting rights to shareholders according to the number of shares they hold multiplied by the number of directors to be elected. It allows shareholders to cast their votes across directors or cumulate them behind one or several candidates. It is common in some markets such as Russia.

| Principle | Voting/engagement guideline |
|---|---|
| We are not in favour of shareholder loyalty programmes, such as loyalty shares with tenure voting. | |
| Major decisions | |
| We expect shareholders to have the right to vote on major decisions which affect their interest in the company. | We will vote against proposals that negatively impact shareholders' rights to vote on major decisions, such as:<br>› proposals that give the board exclusive authority to amend the company's bylaws.<br>› bundled resolutions that seek approval for two or more unrelated issues.<br>› resolutions allowing the conduct of any other business. |
| We support simple majority voting except at controlled companies where simple majority voting may disadvantage minority shareholders. | We will generally support the removal of supermajority voting provisions at non-controlled companies. |
| Shareholder proposals | |
| We value the right of shareholders to submit proposals to company general meetings highly.<br>We generally support shareholder proposals that enhance shareholders' rights, are in the economic interests of shareholders, or support sustainability and good governance. | We will review proposals on a case-by-case basis and in accordance with our policy.<br>We are unlikely to support proposals on issues we believe directors or workers have already addressed, are addressing, and where the direction of change is already positive.<br>We are unlikely to support proposals that are not relevant to the ongoing success of the company or for performing at an appropriate level. |
| Meetings | |
| General meetings are an important opportunity for shareholders to engage with the board. They should be efficiently, democratically, and securely facilitated to enable constructive interactivity between the board and shareholders. We expect the board to allow for shareholders to ask questions or make comments to the board and management. | |
| We expect clear and timely communication of shareholder meetings. This includes ensuring sufficient notice of the meeting taking place, the agenda, and the date by which shareholders should cast their voting instructions. | We may vote against the agenda if the meeting materials are not published in sufficient time ahead of the meeting. |

| Principle | Voting/engagement guideline |
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| We believe that physical meetings provide an important forum for both institutional and retail shareholders to engage with the board and senior executives and hold them publicly accountable. Broadcasting meetings virtually can increase shareholder access, but this should complement physical meetings rather than replace them. | We are unlikely to support proposals to hold virtual-only meetings unless this is due to exceptional circumstances such as the coronavirus pandemic. |
| Additional shareholder rights | |
| We oppose company proposals that seek to limit the rights of shareholders, including the exclusive forum provisions to discourage shareholder derivative claims. | We will generally vote against proposals that seek to limit shareholder rights and support proposals that seek to provide additional rights to shareholders. |
| We expect companies to apply provisions to allow shareholders to nominate directors to the board. | We will generally support resolutions allowing a shareholder or a group of shareholders owning in aggregate 3% of the shares for at least 3 years to nominate up to 20% of the board. |
| We support the rights of shareholders to call a special meeting and act by written consent subject to an appropriate ownership threshold of 10%. | We will generally support proposals introducing the right to act by written consent or to allow shareholders owning at least 10% of the shares to call special meetings. We will also generally support resolutions to lower the threshold if it does not fall below 10%. |

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