**APPENDIX 1**

## Proposed Amendments to Corporate Governance and Voting Guidelines

| Area | Location in Guidelines | Proposed Amendment | Rationale |
|---|---|---|---|
| | | | |
| Shareholder proposals | Shareholder Proposals<br>(page 12) | Existing wording replaced with revised wording:<br>*"We will support resolutions requesting reporting or reasonable action that is in shareholders' best interests on material business risks, sustainability-related issues, climate risk and lobbying, unless we determine that the company has already sufficiently addressed the substance of the proposal."* | Provides additional clarity and formalises the Company's current approach to shareholder proposals. |
| Shareholder rights | Memorandum and Articles of Association<br>(page 11) | Existing wording replaced with revised wording:<br>*"Where a company adopts amendments to its articles of association that materially reduce shareholder rights without submitting them to a shareholder vote, we will vote against the board member considered most accountable."* | Reinforces the principle that material changes to shareholder rights should be subject to shareholder approval. |
| Dual-class share structures | Shareholder Rights – Voting Rights<br>(page 10) | Wording to be added:<br>*"Where a company with a dual-class share structure demonstrates associated poor corporate governance practices, we will vote against the board member responsible for governance oversight."* | Provides an additional accountability mechanism where governance concerns arise alongside structures that reduce shareholder influence. |
| Climate-related voting expectations | Climate Change<br>(pages 12-13) | Wording to be added:<br>*"Where a company has materially scaled back its climate strategy without adequate explanation, we will oppose the election of the Chair."* | Reflects emerging practice among stewardship-focused investors and provides a response where climate commitments are weakened significantly. |