



EUROPE, MIDDLE EAST, and AFRICA (EMEA)

Proxy Voting Guidelines

Benchmark Policy Changes for 2024 for U.K. and Ireland, Sub-Saharan Africa,
Continental Europe, and EMEA Regional

Effective for Meetings on or after February 1, 2024

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U.K. and Ireland

Board of Directors

Director Elections – Board Diversity

Current ISS Policy:	New ISS Policy:
<p>The 2018 UK Corporate Governance Code notes that both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.</p> <p><i>Gender Diversity</i> ISS will generally recommend against the chair of the nomination committee (or other directors on a case-by-case basis) in the following cases:</p> <ul style="list-style-type: none"> ▪ The company is a constituent of the FTSE 350 (excluding investment companies) and the board does not comprise at least 33 percent representation of women, in line with the recommendation of the Hampton Alexander Review. ▪ The company (excluding investment companies) is a constituent of any of the following, and there is not at least one woman on the board: <ul style="list-style-type: none"> ▪ FTSE SmallCap; ▪ ISEQ 20; ▪ Listed on the AIM with a market capitalisation of over GBP 500 million. <p>Mitigating factors include:</p> <ul style="list-style-type: none"> ▪ Compliance with the relevant board diversity standard at the preceding AGM and a firm commitment, publicly available, to comply with the relevant standard within a year. ▪ Other relevant factors as applicable. <p>For companies with financial years beginning on or after 1 April 2022, the following guidelines will apply:</p>	<p>The 2018 UK Corporate Governance Code notes that both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.</p> <p><i>Gender Diversity</i> For standard and premium listed companies, ISS may consider recommending against the chair of the nomination committee (or other directors on a case-by-case basis) if the company has not met the reporting requirements of the FCA Listing Rules, in respect of board diversity, including the following targets on board diversity as at a chosen reference date within its accounting period:</p> <ul style="list-style-type: none"> ▪ At least 40% of the board are women; and ▪ At least one of the senior board positions (Chair, CEO, Senior Independent Director or CFO) is a woman⁴. <p>In respect of ISEQ 20 constituents and AIM-listed companies with a market capitalisation of over GBP 500 million, ISS will generally recommend against the chair of the nomination committee (or other directors on a case-by-case basis) if there is not at least one woman on the board.</p> <p>Mitigating factors include:</p> <ul style="list-style-type: none"> ▪ Compliance with the relevant board diversity standard at the preceding AGM and a firm commitment, publicly available, to comply with the relevant standard within a year. ▪ Other relevant factors as applicable.

For standard and premium listed companies, ISS may consider recommending against the chair of the nomination committee (or other directors on a case-by-case basis) if the company has not met the reporting requirements of the FCA Listing Rules, which require boards to meet the following targets:

- At least 40% of the board are women; and
- At least one of the senior board positions (Chair, CEO, Senior Independent Director or CFO) is a woman⁴.

In respect of ISEQ 20 constituents and AIM-listed companies with a market capitalisation of over GBP 500 million, ISS will generally recommend against the chair of the nomination committee (or other directors on a case-by-case basis) if there is not at least one woman on the board.

Mitigating factors include:

- Compliance with the relevant board diversity standard at the preceding AGM and a firm commitment, publicly available, to comply with the relevant standard within a year.
- Other relevant factors as applicable.

Ethnic Diversity

ISS will generally recommend against the chair of the nomination committee (or other directors on a case-by-case basis) if the company is a constituent of the FTSE 100 index (excluding investment companies) and has not appointed at least one individual from an ethnic minority background to the board.

Furthermore, there is an expectation for constituents of the following indices (excluding investment companies) to appoint at least one individual from an ethnic minority background to the board by 2024:

- FTSE 250 index;
- FTSE SmallCap;
- ISEQ 20;
- Listed on the AIM with a market capitalisation of over GBP 500 million.

The abovementioned companies are expected to publicly disclose a roadmap to compliance with best market practice standards of having at least one director from

Ethnic Diversity

For standard and premium listed companies, ISS may consider recommending against the chair of the nomination committee (or other directors on a case-by-case basis) if the company has not met the relevant reporting requirements of the FCA Listing Rules in respect of board diversity, including the target that at least one member of the board is from a minority ethnic background⁵.

Mitigating factors include:

- Compliance with the relevant board diversity standard at the preceding AGM and a firm commitment, publicly available, to comply with the relevant standard within a year.
- Other relevant factors as applicable.

In respect of ISEQ 20 constituents and AIM-listed companies with a market capitalisation of over GBP 500 million, ISS will generally recommend against the chair of the nomination committee (or other directors on a case-by-case basis) if such companies have not appointed at least one individual from an ethnic minority background to the board by 2024.

<p>an ethnic minority background by 2024.</p> <p>For companies with financial years beginning on or after 1 April 2022, the following guideline will apply:</p> <p>For standard and premium listed companies, ISS may consider recommending against the chair of the nomination committee (or other directors on a case-by-case basis) if the company has not met the relevant reporting requirement of the FCA Listing Rules, which require boards to confirm that at least one member of the board is from a minority ethnic background⁵.</p> <p>Mitigating factors include:</p> <ul style="list-style-type: none"> ▪ Compliance with the relevant board diversity standard at the preceding AGM and a firm commitment, publicly available, to comply with the relevant standard within a year. ▪ Other relevant factors as applicable. <p>In respect of ISEQ 20 constituents and AIM-listed companies with a market capitalisation of over GBP 500 million, ISS will generally recommend against the chair of the nomination committee (or other directors on a case-by-case basis) if such companies have not appointed at least one individual from an ethnic minority background to the board by 2024.</p>	
<p>Footnotes:</p> <p>⁵ Defined by reference to categories recommended by the Office for National Statistics (ONS) excluding those listed, by the ONS, as coming from a White ethnic background.</p>	<p>Footnotes:</p> <p>⁵ Defined by reference to categories recommended by the Office for National Statistics (ONS) excluding those listed, by the ONS, as coming from a White ethnic background.</p>

Rationale for Change:

In April 2022, the U.K. Financial Conduct Authority (FCA) [finalised rules](#) requiring listed companies to report information and disclose against targets on the representation of women and ethnic minorities on their boards and executive management. The new rules applied to companies for financial accounting periods starting from 1 April 2022.

Earlier amendments were made, and new wording in relation to the FCA's new rules was added, to ISS' UK and Ireland Proxy Voting Guidelines to reflect these new rules. As a result, the 2023 proxy season represented a transitional stage, insofar as ISS policy was different depending on whether companies' financial years fell before or after 1 April 2022. The former were assessed against the Hampton-Alexander and Parker Review standards, the latter were assessed in accordance with the new board diversity targets outlined in the updated Listing Rules.

Consequently, now that the transitional stage has passed, the FCA's diversity targets outlined in the Listing Rules, will apply to all standard and premium listed companies, irrespective of when their financial year falls. As a result, the proposed amendments update UK policy to reflect this simplification, and merely represent a removal of the differences in the assessment of companies depending on whether their financial year started before 1 April 2022 or after.

Finally, a small amount of text has been added to clarify that companies are expected under the Listing Rules to designate a chosen reference date within their accounting period against which their diversity criteria are assessed against the Listing Rule targets.

Board Independence Classification

Current ISS Policy:	New ISS Policy:
<p>General Recommendation: Directors are assessed on a case-by-case basis, although a non-executive director is likely to be considered as non-independent if one (or more) of the issues listed below apply.</p> <p>In line with the UK Corporate Governance Code:</p> <ul style="list-style-type: none"> ▪ Has been an employee of the company or group during the last FIVE years; ▪ Has, or a connected person has had, within the last THREE years, a material business relationship with the company either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company; ▪ Has received or receives additional remuneration from the company apart from a director's fee, participates in the company's share option or performance-related pay schemes, or is a member of the company's pension scheme; ▪ Has close family ties with any of the company's advisers, directors or senior employees; ▪ Holds cross-directorships or has significant links with other directors through involvement in other companies or bodies; or ▪ Represents a significant shareholder. <p>In addition:</p> <ul style="list-style-type: none"> ▪ Is attested by the board to be a non-independent non-executive director; ▪ Is a former board chair; ▪ Has a substantial personal shareholding of ≥ 1 percent; or ▪ Tenure (see next section). 	<p>General Recommendation: Directors are assessed on a case-by-case basis, although a non-executive director is likely to be considered as non-independent if one (or more) of the issues listed below apply.</p> <p>In line with the UK Corporate Governance Code:</p> <ul style="list-style-type: none"> ▪ Has been an employee of the company or group during the last FIVE years; ▪ Has, or a connected person has had, within the last THREE years, a material business relationship with the company either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company; ▪ Has received or receives additional remuneration from the company apart from a director's fee, participates in the company's share option or performance-related pay schemes, or is a member of the company's pension scheme; ▪ Has close family ties with any of the company's advisers, directors or senior employees; ▪ Holds cross-directorships or has significant links with other directors through involvement in other companies or bodies; or ▪ Represents a significant shareholder*. <p>In addition:</p> <ul style="list-style-type: none"> ▪ Is attested by the board to be a non-independent non-executive director; ▪ Is a former board chair; ▪ Has a substantial personal shareholding of ≥ 1 percent; or ▪ Tenure (see next section). <p>*Recognised as a holding of ≥ 3 percent.</p>

Rationale for Change:

To be consistent with other market policies that explicitly state what is considered to constitute a 'significant shareholding'. For the purposes of historical application of the UK policy, a 3% holding has been used to identify a significant shareholding.

The current [UK Corporate Governance Code](#) does not define the shareholding above which a shareholder is considered a 'significant shareholder'. However, the [AIM rules](#) define it as "any person with a holding of 3% or more in any class of AIM security (excluding treasury shares)". Similarly, the disclosure requirement for a shareholder, under [Rule 5.1.2](#) of the Listing Rules, is 3% and above.

As a result, adding a footnote in relation to this will provide those reading the policy with a practical definition of a significant shareholder. The update increases transparency and brings the UK policy in line with other market policies that define what constitutes 'significant'.

Capital Structure, Smaller Companies, Investment Companies, and Appendix

Authorise Issue of Equity without Pre-emptive Rights

Current ISS Policy:	New ISS Policy:
<p>(From page 29 of existing guidelines)</p> <h3>4. Capital Structure</h3> <h4>Authorise Issue of Equity with and without Pre-emptive Rights</h4> <p>General Recommendation: Generally vote for a resolution to authorise the issuance of equity, unless:</p> <ul style="list-style-type: none"> ▪ The general issuance authority exceeds one-third (33 percent) of the issued share capital. Assuming it is no more than one-third, a further one-third of the issued share capital may also be applied to a fully pre-emptive rights issue taking the acceptable aggregate authority to two-thirds (66 percent); or ▪ The routine authority to disapply pre-emption rights exceeds 20 percent of the issued share capital, provided that any amount above 10 percent is to be used for the purposes of an acquisition or a specified capital investment. For the general disapplication authority and specific disapplication authority, a further disapplication of up to 2 percent may be used for each authority for the purposes of a follow-on offer. <p>ISS will generally support resolutions seeking authorities in line with the Investment Association's Share Capital Management Guidelines and the Pre-Emption Group Statement of Principles⁸. ISS will support an authority to allot up to two-thirds of the existing issued share capital, providing that any amount in excess of one-third of existing issued shares would be applied to fully pre-emptive rights issues only.</p>	<h3>4. Capital Structure</h3> <h4>Authorise Issue of Equity with and without Pre-emptive Rights</h4> <p>General Recommendation: Generally vote for a resolution to authorise the issuance of equity, unless:</p> <ul style="list-style-type: none"> ▪ The general issuance authority exceeds one-third (33 percent) of the issued share capital. Assuming it is no more than one-third, a further one-third of the issued share capital may also be applied to fully pre-emptive offers taking the acceptable aggregate authority to two-thirds (66 percent); or ▪ The routine authority to disapply pre-emption rights exceeds 20 percent of the issued share capital, provided that any amount above 10 percent is to be used for the purposes of an acquisition or a specified capital investment. For the general disapplication authority and specific disapplication authority, a further disapplication of up to 2 percent may be used for each authority for the purposes of a follow-on offer. <p>ISS will generally support resolutions seeking authorities in line with the Investment Association's Share Capital Management Guidelines and the Pre-Emption Group Statement of Principles⁸. ISS will support an authority to allot up to two-thirds of the existing issued share capital, providing that any amount in excess of one-third of existing issued shares would be applied to fully pre-emptive offers only.</p>

<p>(From page 37 of existing guidelines)</p> <h2>6. Smaller Companies</h2> <h3>Authorise Issue of Equity without Pre-emptive Rights</h3> <p>General Recommendation: Generally vote for a resolution to authorise the issuance of equity, unless:</p> <ul style="list-style-type: none"> ▪ The general issuance authority exceeds one-third (33 percent) of the issued share capital. Assuming it is no more than one-third, a further one-third of the issued share capital may also be applied to a fully pre-emptive rights issue taking the acceptable aggregate authority to two-thirds (66 percent); or ▪ The routine authority to disapply pre-emption rights exceeds 20 percent of the issued share capital in any one year. 	<p>(From page 37 of existing guidelines)</p> <h2>6. Smaller Companies</h2> <h3>Authorise Issue of Equity without Pre-emptive Rights</h3> <p>General Recommendation: Generally vote for a resolution to authorise the issuance of equity, unless:</p> <ul style="list-style-type: none"> ▪ The general issuance authority exceeds one-third (33 percent) of the issued share capital. Assuming it is no more than one-third, a further one-third of the issued share capital may also be applied to fully pre-emptive offers taking the acceptable aggregate authority to two-thirds (66 percent); or ▪ The routine authority to disapply pre-emption rights exceeds 20 percent of the issued share capital in any one year.
<p>(From page 39 of existing guidelines)</p> <h2>7. Investment Companies</h2> <h3>Authorise Issue of Equity without Pre-emptive Rights</h3> <p>General Recommendation: Generally vote for a resolution to authorise the issuance of equity if there is a firm commitment from the board that shares would only be issued at a price at or above net asset value¹¹. Otherwise, generally vote for a resolution to authorise the issuance of equity, unless:</p> <ul style="list-style-type: none"> ▪ The general issuance authority exceeds one-third (33 percent) of the issued share capital. Assuming it is no more than one-third, a further one-third of the issued share capital may also be applied to a fully pre- 	<p>(From page 39 of existing guidelines)</p> <h2>7. Investment Companies</h2> <h3>Authorise Issue of Equity without Pre-emptive Rights</h3> <p>General Recommendation: Generally vote for a resolution to authorise the issuance of equity if there is a firm commitment from the board that shares would only be issued at a price at or above net asset value¹¹. Otherwise, generally vote for a resolution to authorise the issuance of equity, unless:</p> <ul style="list-style-type: none"> ▪ The general issuance authority exceeds one-third (33 percent) of the issued share capital. Assuming it is no more than one-third, a further one-third of the issued share capital may also be applied to fully pre-emptive offers taking the acceptable aggregate authority to two-thirds (66 percent); or

<p>emptive rights issue taking the acceptable aggregate authority to two-thirds (66 percent); or</p> <ul style="list-style-type: none"> The routine authority to disapply pre-emption rights exceeds 10 percent of the issued share capital in any one year. 	<ul style="list-style-type: none"> The routine authority to disapply pre-emption rights exceeds 10 percent of the issued share capital in any one year.
<p>(From page 41 of existing guidelines)</p> <h2>8. Appendix</h2> <p>The Investment Association Share Capital Management Guidelines (2016)</p> <p>https://www.ivis.co.uk/media/12250/Share-Capital-Management-Guidelines-July-2016.pdf</p>	<h2>8. Appendix</h2> <p>The Investment Association Share Capital Management Guidelines (2023)</p> <p>https://www.theia.org/sites/default/files/2023-02/Share%20Capital%20Management%20Guidelines%202023.pdf</p>

Rationale for Change:

In February 2023, the U.K. Investment Association ("IA") updated its [share capital management guidelines](#) to reflect best practice developments following the Report of the Secondary Capital Raising Review which was published in July 2022.

The Review provided recommendations on improving further capital raising processes for publicly traded companies in the UK. The review included a recommendation for the Investment Association to update its share capital management guidelines, as follows:

“Recommendation 14 - Companies should continue to be able to seek annual allotment and pre-emption rights disapplication authorities from their shareholders of up to two thirds of their issued share capital, but with the authority extending not just to rights issues as is currently the case but to all forms of fully pre-emptive offers made on the basis of the updated pre-emption provisions set out in Recommendation 15 below, and any follow-on offer as described in Recommendation 6.”

The ISS UK and Ireland Benchmark Proxy Voting Guidelines had previously incorporated the recommendations of the IA's 2016 Share Capital Management Guidelines and now amends the wording of the policy to reflect the changes made to the IA's updated guidelines.

Sub-Saharan Africa

Board of Directors

Director Elections – Bundled

Current ISS Policy:	New ISS Policy:
<p>Vote FOR the re/election of directors, unless:</p> <ul style="list-style-type: none"> ▪ For meetings on or after Feb. 1, 2024, the (re)elections are bundled; ▪ The name(s) and biographies of the candidate(s) are not available at the time of the analysis; ▪ There are concerns about the individual, such as criminal wrongdoing or breach of fiduciary responsibilities; ▪ Repeated absences (referring to a backward-looking period of two FYs) at board and committee meetings (less than 75 percent attendance) have not been explained (in countries where this information is disclosed); and ▪ The overall board level of independence is lower than the recommended one-third threshold following the (re)elections. 	<p>Vote FOR the re/election of directors, unless:</p> <ul style="list-style-type: none"> ▪ The (re)elections are bundled; ▪ The name(s) and biographies of the candidate(s) are not available at the time of the analysis; ▪ There are concerns about the individual, such as criminal wrongdoing or breach of fiduciary responsibilities; ▪ Repeated absences (referring to a backward-looking period of two FYs) at board and committee meetings (less than 75 percent attendance) have not been explained (in countries where this information is disclosed); and ▪ The overall board level of independence is lower than the recommended one-third threshold following the (re)elections.

Rationale for Change:

The one-year transitional period has passed, and the language is amended accordingly..

Continental Europe

Board of Directors

Non-Contested Director Elections – Overboarded Directors (Cyprus and Malta)

Current ISS Policy:	New ISS Policy:
<p>General Recommendation: In Austria, Belgium, Cyprus, Denmark, Finland, France, Germany, Greece, Italy, Luxembourg, Malta, the Netherlands, Norway, Poland, Spain, Sweden, and Switzerland, ISS will generally recommend a vote against a candidate when they hold an excessive number of board appointments, as defined by the following guidelines:</p> <ul style="list-style-type: none"> Any person who holds more than five mandates at listed companies will be classified as overboarded. For the purposes of calculating this limit, a non-executive directorship counts as one mandate, a non-executive chair position counts as two mandates, and a position as executive director (or a comparable role) is counted as three mandates. Also, any person who holds the position of executive director (or a comparable role) at one company and serves as a non-executive chair at a different company will be classified as overboarded. <p>For Cyprus and Malta, this policy is effective as of Feb. 1, 2024.</p>	<p>General Recommendation: In Austria, Belgium, Cyprus, Denmark, Finland, France, Germany, Greece, Italy, Luxembourg, Malta, the Netherlands, Norway, Poland, Spain, Sweden, and Switzerland, ISS will generally recommend a vote against a candidate when they hold an excessive number of board appointments, as defined by the following guidelines:</p> <ul style="list-style-type: none"> Any person who holds more than five mandates at listed companies will be classified as overboarded. For the purposes of calculating this limit, a non-executive directorship counts as one mandate, a non-executive chair position counts as two mandates, and a position as executive director (or a comparable role) is counted as three mandates. Also, any person who holds the position of executive director (or a comparable role) at one company and serves as a non-executive chair at a different company will be classified as overboarded.
<p><u>CEOs and Board Chairs</u></p> <p>An adverse vote recommendation will not be applied to a director within a company where they serve as CEO; instead, any adverse vote recommendations will be applied to their additional seats on other company boards. For chairs, negative recommendations would first be applied towards non-executive, non-chair positions held, but the chair position itself would be targeted where they are being elected as chair for the first time or, when in aggregate their chair positions are three or more in number, or if the chair holds an outside executive position. ISS will take into account board positions held in global publicly listed companies outside the same group, defined as a group of companies in which a</p>	<p><u>CEOs and Board Chairs</u></p> <p>An adverse vote recommendation will not be applied to a director within a company where they serve as CEO; instead, any adverse vote recommendations will be applied to their additional seats on other company boards. For chairs, negative recommendations would first be applied towards non-executive, non-chair positions held, but the chair position itself would be targeted where they are being elected as chair for the first time or, when in aggregate their chair positions are three or more in number, or if the chair holds an outside executive position. ISS will take into account board positions held in global publicly listed companies outside the same group, defined as a group of companies in which a</p>

<p>common shareholder controls at least 50 percent + 1 share of equity capital, alone or in concert.</p> <p>For directors standing for (re)election at French companies, ISS will take into account board appointments as censors in French publicly-listed companies.</p> <p>Executive directors or those in comparable roles within investment holding companies will generally be treated similar to non-executive directors when applying this policy.</p>	<p>common shareholder controls at least 50 percent + 1 share of equity capital, alone or in concert.</p> <p>For directors standing for (re)election at French companies, ISS will take into account board appointments as censors in French publicly-listed companies.</p> <p>Executive directors or those in comparable roles within investment holding companies will generally be treated similar to non-executive directors when applying this policy.</p>
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Rationale for Change:

The policy update removes the transitory provisions for Cyprus and Malta that are now being fully implemented.

Non-Contested Director Elections – Accountability for Capital Structure with Unequal Voting Rights

Current ISS Policy:	New ISS Policy:
<p>For meetings held on or after Feb. 1, 2024, at widely-held companies, generally vote against directors or against the discharge of (non-executive) directors, if the company employs a stock structure with unequal voting rights⁴. Vote recommendations will generally be directed against the nominees primarily responsible for, or benefiting from, the unequal vote structure.</p> <p>Exceptions to this policy will generally be limited to:</p> <ul style="list-style-type: none"> ▪ Newly-public companies⁵ with a sunset provision of no more than seven years from the date of going public; ▪ Situations where the unequal voting rights are considered de minimis⁶; or ▪ The company provides sufficient protections for minority shareholders, for example such as allowing minority shareholders a regular binding vote on whether the capital structure should be maintained or a commitment to abolish the structure by the next AGM. 	<p>At widely-held companies, generally vote against the (re)election of directors or against the discharge of (non-executive) directors, if the company employs a stock structure with unequal voting rights⁴. Vote recommendations will generally be directed against the nominees primarily responsible for, benefiting from, or affiliated with a shareholder benefiting from the unequal vote structure.</p> <p>Exceptions to this policy will generally be limited to:</p> <ul style="list-style-type: none"> ▪ Newly-public companies⁵ with a sunset provision of no more than seven years from the date of going public; ▪ Situations where the unequal voting rights are considered de minimis⁶; or ▪ The company provides sufficient protections for minority shareholders, for example such as allowing minority shareholders a regular binding vote on whether the capital structure should be maintained or a commitment to abolish the structure by the next AGM.
<p>Footnotes:</p> <p>⁴ This generally includes classes of common stock that have additional votes per share than other shares; classes of shares that are not entitled to vote on all the same ballot items or nominees; or stock with time-phased voting rights ("loyalty shares" or "double-voting" shares).</p> <p>⁵ Newly-public companies generally include companies that emerge from bankruptcy, SPAC transactions, spin-offs, direct listings, and those who complete a traditional initial public offering.</p> <p>⁶ Distortion between voting and economic power does not exceed 10 percent, where this is calculated relative to the entire share capital for multiple share classes and on individual shareholder or concert level in case of loyalty share structures.</p>	<p>Footnotes:</p> <p>⁴ This generally includes control-enhancing mechanisms through classes of common stock that have additional votes per share than other shares; classes of shares that are not entitled to vote on all the same ballot items or nominees; or stock with time-phased voting rights ("loyalty shares" or "double-voting" shares).</p> <p>⁵ Newly-public companies generally include companies that emerge from bankruptcy, SPAC transactions, spin-offs, direct listings, and those who complete a traditional initial public offering.</p> <p>⁶ Distortion between voting and economic power does not exceed 10 percentage points, where this is calculated relative to the entire share capital for multiple share classes and on individual shareholder or concert level in case of loyalty share structures.</p>

Rationale for Change:

The changes clarify and define the policy application further without adjusting the context or scope of application. Specifically, the one-year grace period announced in 2022 is removed; the application of the policy regarding control-enhancing share structures is clarified: not in scope are share structures with unequal voting rights but where classes do not have control-enhancing purpose e.g., saving shares, cumulative financing preference shares; and the 'de-minimis' threshold is clarified as to the actual method of calculation.

EMEA Regional

EMEA Regional Policy

Coverage Universe (Serbia)

Current ISS Policy:	New ISS Policy:
<p>These guidelines cover the markets in South-Eastern Europe and the Near East; the markets not covered under a separate ISS policy document (i.e. ISS' Continental Europe, Russia & Kazakhstan, Israel, Middle East & Northern Africa, Sub-Saharan Africa policies).</p> <p>Current coverage includes Albania, Belarus, Bosnia, Georgia, Kosovo, Macedonia, Montenegro, Turkey, and Ukraine.</p>	<p>These guidelines cover the markets in South-Eastern Europe and the Near East; the markets not covered under a separate ISS policy document (i.e., ISS' Continental Europe, Russia & Kazakhstan, Israel, Middle East & Northern Africa, Sub-Saharan Africa policies).</p> <p>Current coverage includes Albania, Belarus, Bosnia, Georgia, Kosovo, Macedonia, Montenegro, Serbia, Turkey, and Ukraine.</p>

Rationale for Change:

Although Serbia currently already falls under the EMEA regional policy, the ISS' Proxy Voting Guidelines for EMEA do not currently list this market. The update reflects ISS' current practice.

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