



# 2023 Compliance Statement

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## Introduction

Institutional Shareholder Services (ISS)<sup>1</sup> is pleased to submit the following Compliance Statement to the Best Practices Principles for Providers of Shareholder Voting Research & Analysis 2019 (“The Principles” or “BPP”) for the 12 months ending 31 December 2023.<sup>2</sup>

The BPP consists of a set of principles and accompanying guidance (“Guidance”) that describe a code of conduct for providers of shareholder voting research and analysis. The Principles are designed to facilitate transparency and assist BPP signatories’ conduct in discharging their responsibilities towards their clients. The Principles are the result of a thorough review process by the Best Practice Principles Group (“BPPG”) which referred to the latest updated stewardship codes globally, the requirements of the revised EU Shareholder Rights Directive II (“SRD II”) and the ESMA 2015 Follow-Up Report on the Development of the Best Practice Principles for Providers of Shareholder Voting Research and Analysis (“2015 ESMA Follow-Up Report”). They were developed with input from investors, issuers, and other stakeholders gathered during a public consultation by the BPPG (completed in December 2017) and follow a review by the BPP Review Committee chaired by an independent review chair. The 2019 Principles replaced the original 2014 Principles.

As recognized by The Principles, irrespective of the services used by investors to support their ownership and voting activities, the ultimate responsibility to monitor their investments and make voting decisions lies with each investor. The use of third-party services such as those provided by ISS does not shift this responsibility. Accordingly, the services are designed to assist institutional investors in exercising their shareholder rights in accordance with their proxy voting policies, and in implementing those decisions.

### *About ISS*

Founded in 1985, ISS, now part of the ISS STOXX group of companies,<sup>3</sup> is today a premier provider of independent corporate governance, sustainability, and fund intelligence research, specialized data and analytics, and actionable insights for the world’s leading capital market participants.

Institutional investors turn to ISS for its timely and objective governance research and vote recommendations to help them make informed investment decisions and implement their proxy voting policies, as well as for derived operational and cost efficiencies. Investors may also rely on ISS to help manage the proxy voting process and related recordkeeping and reporting.

The services described in this statement are provided through ISS’ Governance Research and Voting business unit. The statement aims to describe in a meaningful way how ISS complies with all three Principles and the Guidance in the provision of these services.

ISS’ signatories to this statement can be contacted for further information regarding its content.

<sup>1</sup> For more information about ISS, please visit ISS’ website at <https://www.issgovernance.com/>

<sup>2</sup> For more information on the BPP Principles, please see <https://bppgrp.info/wp-content/uploads/2019/07/2019-Best-Practice-Principles-for-Shareholder-Voting-Research-Analysis.pdf>

<sup>3</sup> Press Release, ISS, Institutional Shareholder Services Announces Creation of ISS STOXX (November 7, 2023), <https://insights.issgovernance.com/posts/institutional-shareholder-services-announces-creation-of-iss-stoxx/>. The ISS STOXX group of companies consists of the companies which are wholly owned, directly or indirectly, by ISS Stoxx GmbH, a holding company that owns ISS and is ultimately owned by Deutsche Börse AG and General Atlantic.

## Principle One: Service Quality

### Principle One: Service Quality

BPP Signatories provide services that are delivered in accordance with agreed-upon client specifications.

Signatories should have and publicly disclose their research methodology and, if applicable, “house” voting policies.

## Introduction

As an independent provider of governance research and vote recommendations with nearly 40 years of experience, ISS’ fundamental goal is to serve our clients with their full trust and confidence. We seek to earn and retain this trust by providing high quality services which are understood by our clients to rest upon high degrees of transparency, objectivity, and independence.

ISS aims to help institutional investors understand the governance practices of the companies in which they are invested, given differing proxy ballot items each proxy season and evolving corporate governance practices and requirements in different markets worldwide. In 2023, ISS assisted approximately 2,000 clients make and execute informed proxy voting decisions for approximately 50,500 shareholder meetings in approximately 100 developed and emerging markets worldwide. ISS’ global coverage includes all public company equity meetings for which our clients hold a ballot.<sup>4</sup>

### 2023 ISS Governance Research - Key Coverage Statistics

Markets covered	100
Public companies covered	35,500
Meetings covered	50,500

ISS’ clients are primarily institutional investors, including investment managers, private-sector and public employee benefit plans; ISS does not serve retail investors directly. ISS serves a diverse range of institutional investors. Some pursue short-term investment strategies, while others are long-term buy-and-hold investors. Some are focused solely on maximizing profit, some on long-term risk management and business sustainability, while others seek to achieve reasonable financial returns in a way that aligns with their (or their clients’) stated objectives, or religious or philosophical beliefs. Some ISS clients themselves pursue divergent internal investment and proxy voting strategies, depending on the needs of their own clientele.

ISS’ job is to provide clients with the tools, information, and policy options for them to make their own informed proxy voting decisions and vote their shares in accordance with their respective investment and fiduciary views and responsibilities. To that end, while many clients utilize their own custom policies, ISS continues to embark on thorough review and outreach procedures to update our benchmark and specialty policies, and expand the array of available policy choices, in response to the demands of the market. In addition, ISS is continuing its work on Vote Preference, a suite of solutions launched in 2022 that facilitates asset managers offering voting policy choices to their own asset owner clients. Irrespective of the client’s

<sup>4</sup> The statistics referenced in this Statement are approximate, updated on an annual basis and, unless otherwise noted, relate to the year ending December 31, 2023.

chosen proxy voting policy(ies), ISS supports all vote recommendations with extensive data and research based on publicly available corporate reporting and information. Furthermore, ISS does not hold a monolithic view on, or a stake in, any proxy voting decision and may issue distinct recommendations to different clients on the same ballot items based on the different voting policies selected by those clients.

## Investors' Responsibility for Voting Decisions

ISS provides proxy research and vote recommendations, not voting decisions. The ultimate voting decision for each resolution at a company meeting remains the responsibility of the client. Our Governance Research & Voting service allows for client choice throughout the voting process.

Clients select their voting policy either by creating a custom policy or selecting from our proprietary benchmark and/or specialty voting policies; receive research reports that detail the vote recommendations based on the selected voting policy(ies); and have access to ProxyExchange ("PX"), ISS' proprietary platform through which investor clients access, review, and vote their proxies. Clients using PX can flag meetings or votes for further review, including based on their own screening criteria; execute votes contrary to vote recommendations flowing from their selected voting policy(ies); and, notably, change any vote already cast, up to the ballot distributors vote cut-off deadline. In short, if a client determines it is warranted, they can cancel and change their proxy vote at any time before the voting cut-off date.

ISS' clients use our systems, research, and vote recommendations in a variety of ways. Oftentimes, we are one of many resources that an institutional investor may use in arriving at their voting decisions. For example, some institutional investors have internal research or stewardship teams that conduct proprietary research or engagement and use ISS research as an additional input to supplement their own work. Some ISS clients use ISS research as a screening tool to identify non-routine meetings or proposals or as a flag for engagement or further research. A number of our clients use the services of two or more providers. Accordingly, subscribing clients may ultimately decide to vote differently from the recommendations provided by ISS in any particular situation.

## Independent Research and Recommendations

We understand and take seriously the potential for actual or perceived conflicts of interest which may result from our business activities. ISS has developed and established a robust set of policies, procedures, and practices regarding the identification, avoidance, and management of conflicts of interest to ensure our research, analyses and voting recommendations are independent and free from inappropriate bias or undue influence (See *Principle Two* for a detailed analysis of our Conflicts of Interest procedures and practices).

As a disinterested service provider, ISS has no stake in the outcome of a particular vote and is similarly indifferent as to whether our clients choose to follow an ISS vote recommendation or not. ISS bases its recommendations on the policies that clients select and, in the case of custom clients, formulate. As a result, ISS may offer different recommendations about the same vote to the same client if that client has selected more than one policy in response to the varying investment objectives of its own clients. For example, ISS may advise clients using its benchmark voting policy to vote FOR a certain proposal, while

advising clients who subscribe to ISS' sustainability-based or faith-based policies to vote AGAINST the same proposal.

### **Timely Delivery of Research**

ISS aims for a minimum 2-week target delivery date for its governance research and vote recommendations prior to the meeting date (for markets where company disclosure practices permit), and often significantly exceeds this goal. In 2023, we delivered ISS benchmark research reports on average 19.1 days prior to the meeting date for U.S. meetings (an increase from 17.7 days in 2022), and 16.4 days prior to the meeting date for global (ex-U.S.) meetings (an increase from 16.1 days in 2022).

## **Responsibilities to Clients**

ISS' services are provided pursuant to a written contract with each client. This is typically structured as a master services agreement, which contains contractual terms, including the relevant governing law, how notices are provided, the methods of terminating the contract, and how disputes are resolved. The master services agreement will be incorporated into appendices that describe the specific services being purchased and the costs of such services. The contract provides the agreed basis as to the terms and conditions under which services are delivered. Most services are offered on an annual or multi-year subscription basis.

## **Quality of Research**

ISS' quality controls are designed to ensure high levels of accuracy, quality, and timeliness in the research and voting process. ISS has dedicated internal employees who provide periodic reviews and assessments on the process and procedures along the relevant research, data, and operations functions that contribute to research and associated voting-related services.

ISS has in place robust systems and controls designed to ensure the quality of our governance research and vote recommendations. These include:

- Comprehensive information procurement processes for company-published information and meeting documentation;
- Data consistency and quality checks;
- Research reports and recommendations are prepared by appropriately trained analysts;
- Research reports and recommendations are reviewed by at least one other person with relevant expertise;
- In instances where new material information becomes available after an ISS report has been published and before investor voting deadlines, or where any factual inaccuracies are brought to our attention, an updated report or alert may be issued to clients;
- A free-of-charge copy of the relevant ISS benchmark report is made available to each subject company immediately after the final report has been published to subscribing institutional investor clients;

- Data Verification (DV) portal for issuers that allows for verification of more than 400 governance and compensation datapoints that are principally used and reflected in ISS' research on companies; and
- In some markets, ISS may, at its discretion, also provide companies with an opportunity to review a draft analysis to further check factual accuracy.

### External Audit of Operations

ISS employs a third-party auditor to independently assess its controls under the SSAE 18 process and provide an opinion on the fairness of the presentation and on the suitability of the design and operating effectiveness of ISS' controls. The audit, conducted annually, includes a comprehensive accounting of control objectives and the activities that are executed to support each assertion. The processes of the ISS Research, Data, and Operations teams are subject to the SSAE 18 review. The SSAE-18 audit reports are made available to clients, often as part of their due diligence reviews of ISS' services. For 2023, ISS received an unqualified or "clean" opinion from its external auditor.

## Research Methodology

ISS has a robust research methodology designed to ensure the consistent and timely delivery of high quality and reliable research and recommendations in accordance with clients' chosen policies.

The research methodology covers the following essential features, all as more fully described below:

- The general approach that leads to the generation of research;
- The data and information sources used;
- The extent to which local conditions and customs are taken into account;
- How custom, specialty, or ISS benchmark voting policies and guidelines are applied; and
- The systems and control deployed to ensure the reliability of the use of information in the research process, and any limitations thereof.

In line with its role in the proxy voting process, ISS does not choose the ballots or agenda items on which we render advice. We provide services only to clients who have hired us to do so; analyze only the companies designated by our clients; and base proxy vote recommendations on voting criteria and policies selected, and in many cases, customized, by our clients. As environmental and social (E&S) shareholder proposals have become more numerous in recent years, so have the number of proposals on which ISS has provided recommendations<sup>5</sup>. The degree to, and manner in, which ISS incorporates certain factors into its analysis and vote recommendations – whether an E&S matter or a more traditionally core governance topic – depends on the nature of the proxy ballot issue and the client's particular voting guidelines. In all cases, our research is grounded in the same objective, independent and analytical approach.

<sup>5</sup> ISS Insights will regularly publish analysis and summaries of the trends and outcomes of previous proxy seasons; these insights include market- and topic-specific analysis of shareholder proposal trends, among other trends. See e.g., ISS' analysis of [E&S proposal trends and topics in the 2023 US proxy season](#).



## General Approach

ISS is committed to providing independent, timely, accurate, and insightful research and voting recommendations on every publicly traded company in our subscribing clients' portfolios, based on publicly available information, and in accordance with the policies selected or instructed by each client. Increasingly, ISS prepares research and voting recommendations based on investor clients' *custom voting policies*, which investors develop in-house and, many times, in consultation with their governance departments, board-of-trustees, and/or portfolio managers. ISS also offers its clients a variety of proprietary ISS voting policies which provide choice and different options reflecting both regional differences, and the differing views and requirements of different institutional investors.

ISS' benchmark and specialty policies consider local market regulations and practices, and accompanying research considers company-specific information where it is relevant. Both local and company-specific elements can inform custom policy research to the extent instructed by each client under their own policy.

Our firm has continued our commitment to provide a wide range of high-quality services and products to our clients. We believe our global and local-market footprint and expertise allow us to provide the high-quality research and voting recommendations that our clients require, and to offer a wide range of options that can support clients' diverse and complex needs.

ISS' analysts provide in-depth knowledge of best practices, regulations and investor expectations, and this knowledge informs policy developments and analysis undertaken. In-house expertise includes proficiency on a wide range of topics relevant to our work, including board independence and composition, executive remuneration practices, shareholder rights protections, mergers and acquisitions, environmental and social matters, a variety of local market practices, and the roles of government and industry associations in setting local governance standards.

The research process follows a six-step approach that is designed to ensure the efficient and consistent delivery of high-quality research and voting recommendations to clients:

- Client holdings and meeting feeds received by ISS;
- Procurement of meeting materials (including proxy statements, meeting agendas, etc.);
- Meeting agenda coding – each agenda item tagged with a code to indicate issue type and facilitate application of voting policies and client reporting;
- Data collection – based on publicly disclosed information;
- Benchmark research preparation and delivery; and
- Specialty and custom research preparation and delivery.

Our research services also include:

- Access to research analysts and other specialists: Whether dealing with a complex voting decision or looking for clarity on a complex governance issue, clients have access to ISS' research analysts and other specialists within ISS' Governance Research and Voting business unit.
- Thought leadership: Clients have access to ISS webinars, topical insights, thought leadership output, industry events, educational and thematic research articles, and a range of publications to ensure that they can keep abreast of governance trends and related news in an everchanging landscape (previews and takeaways of thought leadership output are often made available on the [ISS Insights page](#))



## Information Sources

ISS' governance and voting research is based on publicly available information. ISS aims to consider all relevant information released by analyzed companies, such as annual reports, meeting agendas and resolutions, articles of association, and other public filings. All original company materials used by ISS are referenced or made directly available to clients. In addition, company issued information is supplemented by other publicly available information such as information on board changes, regulatory matters, news events, industry trends, etc.

As a result, ISS provides comprehensive data and information, including on board membership, executive remuneration, financial performance, and ownership that provide context as our clients review agenda items.

As part of the research process, ISS may undertake dialogue with company representatives, institutional shareholders, shareholder proposal proponents, and other relevant parties to ensure a full understanding of, and deeper insights into, key issues. Such dialogue can help enrich the analyses for clients and ensure complex or unusual issues are well understood.

Where undertaken, the purpose of dialogue with companies is to help improve the quality of the research produced by ensuring ISS analysts, and therefore ISS clients, have full information and understanding of relevant facts and explanations provided by the company, especially where helpful to supplement public disclosures. This type of dialogue can also serve to provide additional transparency regarding company disclosures that ISS may use to provide context for its clients around the application of its policies.

In undertaking such dialogue, ISS specifically requires that companies do not share confidential or material non-public information.

ISS' dialogue with issuers is transparent to clients. ISS' benchmark research reports include a section detailing any relevant dialogue with the company, shareholder proposal proponents or other stakeholders, including the date(s) of dialogue, the topic(s) covered, the initiator of the dialogue, and the outcome.

## Local Conditions and Standards

ISS' research approach is based on structured voting policies and guidelines that incorporate established policy frameworks and internal expertise with investor and, where relevant, broader market feedback. ISS' research teams have relevant expertise, including in local market practices, standards, regulations and languages, to enable the provision of informed research and voting recommendations.

Our benchmark policies are informed by the following main factors:

- ISS institutional investor client views and expectations;
- Relevant input from other market constituents;
- Local regulation and codes of best practices and stewardship codes;
- Global governance standards; and
- New and evolving topics and market trends.

Regarding how an ISS market or regional benchmark voting policy reflects local regulation and market practices, consider this illustrative example: where a UK company has received a significant level of dissent

on a resolution at a general meeting and when assessing the company's explanation, the ISS benchmark voting policy follows guidance provided by the Financial Reporting Council (FRC) in the UK Corporate Governance Code. For example, the UK Corporate Governance Code states that when 20% or more of votes have been cast against the board recommendation for a resolution, the company should explain, when announcing voting results, what actions it intends to take to consult shareholders in order to understand the reasons behind the result. In addition, for purposes of this illustrative example, as listed in the appendix to the [ISS 2024 benchmark voting policy for the UK & Ireland](#), ISS also considers other UK laws, regulation, and market practices, such as the Investor Group Directors' Remuneration Reporting Guidance; the Association of Investment Companies (AIC) Code of Corporate Governance; the Pensions and Lifetime Savings Association (PLSA) Stewardship and Voting Guidelines; and the Investment Association (IA) Principles of Remuneration and related IA guidance and publications. On remuneration specifically, the relevant UK guidance includes, among other references, the Investment Association Principles for Remuneration, the Pensions and Lifetime Savings Association's voting guidelines, and the remuneration section of the UK Corporate Governance Code.

## Proxy Voting Policy Choices: Custom, Specialty, and Benchmark Voting Policies

ISS offers an extensive array of voting policy choices to meet the varied needs of institutional investors and their clients. Investors can choose from ISS' global benchmark policies and from seven ISS specialty policies<sup>6</sup> that evaluate voting issues from a variety of different perspectives – for example, those of public funds, socially-responsible investors, labor unions (Taft-Hartley), boards, faith-based investors, climate-focused investors, and sustainability issues outlined by signatories to the Principles for Responsible Investments (“PRI”). ISS also administers on behalf of clients more than 500 bespoke client custom voting policies and provides customized voting recommendations for institutional investors who want to vote their shares according to their own specific guidelines and philosophies, or those of their underlying clients (See below *Client Custom Voting Policies & Underlying Clients' Direct Ownership of Votes*).

### Flexible Delivery Options

ISS is committed to providing our clients with easy access to a variety of information and opinions from different sources. To that end, in 2013, ISS took the inclusive step of opening PX to research produced by a number of other services providers and continues to maintain this availability.

As a result, ISS clients who also subscribe to certain third-party research can benefit from more efficient workflows by utilizing the PX platform to access their varied research subscriptions in one place.

Furthermore, ISS' governance research and vote recommendations are also currently available to clients via third-party platforms as well as via various other electronic means (such as APIs) to assist subscribing clients who wish to utilize such access.

## Client Custom Voting Policies

Many institutional investors apply their own unique set of corporate governance and responsible investment guidelines in implementing their proxy voting activities. For these clients, ISS prepares voting

<sup>6</sup> For more information on ISS' Policies, please see the ISS Policy Gateway at <https://www.issgovernance.com/policy-gateway/voting-policies/>

recommendations based on the client's custom policy(ies) and may also assist clients in developing such custom policies if requested.

~ 91%

Proportion of ballot shares processed by ISS in 2023 on behalf of our institutional investor clients that are linked to clients' custom voting policies.

ISS administers more than 500 custom voting policies on behalf of clients, and issues vote recommendations based on each individual custom voting policy. In fact, approximately 91% of the total voted shares processed by ISS on behalf of our clients are linked to clients' custom voting policies. In such cases, where our clients design their own proxy voting policies, the vote recommendations ISS makes are derived directly from investors' own proxy voting standards. Of course, even in

these cases, investors are not required to follow the recommendations set by their own guidelines. These custom voting policies reflect clients' unique corporate governance and voting philosophies and may also reflect those of their underlying clients. As a result, the voting recommendations issued under custom policies may well differ from those issues under ISS benchmark or specialty policies.

ISS' custom research analysts are available to provide guidance to clients to assist them in creating and refining their own voting policies and ensure that they accurately reflect their values and priorities, while also often considering local market, standards, and codes of best practice in each market, to the extent clients wish. For example, clients' custom policies should ensure that any new or emerging issues that have garnered increased interest in the investment community are appropriately considered.

## ISS Specialty & Benchmark Voting Policies

### Specialty Policies

Some institutional investors may choose to evaluate governance and other issues from a specialized perspective. ISS offers a variety of thematic policy options that may reflect such perspectives. Today, ISS' seven specialty voting policies comprise the following choices, organized by different markets and [available](#) in full on the ISS website:

- Climate;
- Sustainability;
- Public Fund;
- Socially Responsible Investment ("SRI");
- Catholic Faith-Based;
- Taft-Harley; and
- Global Board-Aligned.

As ISS continuously works to address market demand, in 2023 ISS launched the [Global Board-Aligned Specialty Voting Policy](#) designed to provide subscribing investors with analyses and recommendations that enable them to vote in a manner that upholds foundational corporate governance principles as a means

of protecting and maximizing their investments, while generally aligning with the recommendations of company boards on proposals with an environmental or social focus.<sup>7</sup>

These specialty policies are reviewed annually, considering the annual review and update of ISS' benchmark policies, as well as the evolving market perspectives, best practices, and related legal and market-specific developments.

### **Benchmark Policies**

ISS also provides research and voting recommendations based on ISS' benchmark policies. These policies are market and/or region-specific; based on generally accepted principles of good corporate governance and stewardship; and consider investor views, as well as national and international corporate governance codes and practices, and corporate and other stakeholder views, where relevant. The policies are intended to serve as a tool to assist institutional investors in promoting long-term shareholder value, good governance, and risk mitigation. Full details of all ISS benchmark policies are disclosed publicly on our [website](#), including details of the policy updates that are made annually. Additional information such as [FAQs](#) on a selection of policy-related topics is also provided.

ISS' benchmark policies currently comprise 23 market and regional proxy voting guidelines that together cover markets around the globe where our investor clients have public company equity investments. The policy guidelines and the research undertaken is not “one-size-fits-all.” The policy guidelines are often market-specific on topics where that is relevant and where different regulations, standards, or governance concerns apply (for instance, UK-specific pre-emption rights policy; US-specific poison pill policy), and even within markets, the policies and the analyses are often case-by-case and take into account the specific facts of the companies covered, with an effort to ensure the relevant nuances of each company are understood and its corporate governance practices are viewed in the context of best practices, industry norms and its history. For example, issuer explanations on deviations from “comply-or-explain” corporate governance codes are taken into account and are often quoted directly in the research report.

Topics that shareholders vote on and that are covered under the policy guidelines are qualitative by their nature, and our research reports provide both quantitative and qualitative analysis for our clients, not only to explain and support the ISS voting recommendations, but also to provide information that is relevant for investors as they consider their voting decisions.

ISS' benchmark policies are designed to cover all resolutions put forward by listed companies and by shareholder proposal proponents. This includes all resolutions pertaining to shareholder rights, board elections, executive remuneration and external auditors, as well as resolutions pertaining to corporate transactions and/or ESG matters.

In developing and applying its benchmark policies, ISS refers to the [ISS Global Voting Principles](#). The principles provide four key tenets on accountability, stewardship, independence, and transparency, which underlie our approach to developing ISS voting policies and recommendations on management and shareholder proposals at publicly traded companies. We believe these principles guide our work to assist institutional investors in meeting their fiduciary requirements with respect to voting and by promoting

<sup>7</sup> Press Release, ISS, ISS Launches Global Board-Aligned Voting Policy (March 16, 2023) <https://insights.issgovernance.com/posts/iss-launches-global-board-aligned-voting-policy/>; See also Specialty Policies at <https://www.issgovernance.com/policy-gateway/voting-policies/>

long-term shareholder value creation and risk mitigation at their portfolio firms through the support of responsible global corporate governance practices.

These are designed to respect shareholder rights and provide appropriate transparency, taking into consideration relevant laws, customs, and best practice codes of each market and region, as well as the rights and responsibility of shareholders to make informed voting decisions.

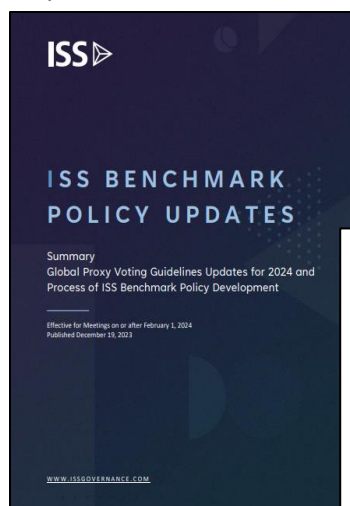
### Benchmark Policy Development and Update Process

The ISS benchmark policies are developed through a robust process that uses ISS' analytics- and experience-driven expertise, as well as input from the broader governance and investor community. The ISS research team engages with institutional investor clients, corporate issuers, the academic community, and industry experts worldwide in gathering input on ISS' policies and methodologies each year, including on new and emerging topics. We believe this enables us to evolve the benchmark policies to consistently provide expert and fact-based research through a shareholder value and risk mitigation lens.

Led by the ISS Global Policy Board, which consists of senior members within Governance Research and Voting, the annual policy development process collects feedback through multiple channels, including:

- An annual policy survey open to all interested parties, and designed to obtain a variety of input from institutional investors, their portfolio companies, and other stakeholder groups, to test policy development concepts and elicit feedback;
- Periodic roundtable sessions with clients and other relevant industry groups;
- Ongoing dialogue with, and feedback from, investor clients, and other participants in the capital markets, including issuers; and
- Public comment periods on proposed policy changes each year.

The ISS Global Policy Board and policy subcommittees use such input to first develop annual draft policy updates and address emerging governance and other voting-related issues. As noted, proposed changes to the benchmark policy(ies) are subject to public comment. Comments received during the open comment period are posted to ISS' website to provide the highest level of transparency into the received feedback. Final policy guidelines are typically published in November or December of each year to apply to meetings held from February onwards of the following year. We believe this provides transparency not only to our clients, but also to companies and other interested parties.



In the annual benchmark voting policy updates document, ISS provides a table summarizing changes to the final policy guidelines, organized by market and topic.

Asia-Pacific		
Hong Kong	Director Election	Aligns the policy language with added provisions in the Hong Kong Corporate Governance Code applicable to companies that have all their independent non-executive directors serving for more than nine years on the board. Specifically, the update recommends a vote against nominees who are part of the nomination committee in the event the company is unable to align with the recommended best practices set out in the revised Hong Kong Corporate Governance Code.
Singapore	Director Election and Director Classification	Aligns the policy language with the 2023 amended Singapore Code of Corporate Governance and removes the two-tier voting mechanism for long-serving independent non-executive directors, consistent with the recent amendments to the Code and the end of the one-year transition period.
India	Board Permanency	Introduces a "check-in mechanism" seeking to prevent non-executive directors from holding a board seat on a permanent basis by virtue of contractual arrangements. This policy update is consistent with recent amendments to the Listing Obligations and Disclosure Requirements, carried out by SEBI, to be in effect as of April 1, 2024, requiring shareholder approval for a director's continuation on the board at least

**Figure 1:** A snapshot of the level of public transparency provided on [2024 updates to the benchmark voting policies](#).

Once finalized, we publish all ISS policy guidelines on our public website each year for full transparency and availability.

## Underlying Clients' Direct Ownership of Votes

With the launch of [Vote Preference](#) in November 2022, ISS is also proud to enable a technological environment<sup>8</sup> that facilitates the ability of asset owners to more directly control their proxy voting decisions (i.e., in cases where their asset managers' portfolios are sub-advised or are in a pooled vehicle). ISS Vote Preference is a market driven product that leverages PX and API technology to allow asset managers to capture and execute the vote intentions of their underlying clients via their client' custom voting policies or use of one of ISS' numerous off-the-shelf policy choices. We believe this use of technology can improve interaction between asset managers and their clients and help ensure that proxy votes are cast in line with the wishes of the underlying beneficiaries.

## Employee Qualification and Training

ISS' Governance Research and Voting unit, part of the Governance Solutions business unit, has a global research team of approximately 380 full-time professional research analysts, located in Europe, North America, Asia, and Australia, with a wide expertise across the markets and topics they cover. In 2023, the research analyst team expanded by more than 10% compared with 2022. In addition, ISS has a large team of professionals collecting data from company disclosures, shareholder meeting materials and other public sources, and ensuring data quality.

### Experience and Qualifications of Research Analysts

Our personnel resources include research and data experts fluent in approximately 40 languages. Many research analysts have advanced degrees in finance, business, law, or other relevant subjects. Permanent employees are supplemented by seasonal temporary resources in some places to help support workload peaks. Such seasonal temporary resources are trained and supervised by appropriately experienced permanent analysts. ISS provides extensive training for incoming analysts and new hires (including for temporary seasonal resources), as well as regular training updates for existing analysts, for example on new policies, regulatory changes, and new governance topics. Much like the structure in the financial institutions we serve, our research group includes market-based analysts (experts knowledgeable in a market or region, often with associated language skills where needed), and subject-matter experts that focus on, for example, financial analysis, executive remuneration, environmental and social topics, custom research, and custom policy development.

The research team includes members with experience in investor stewardship, investment banking, mergers and acquisitions, remuneration consulting, corporate actions, corporate responsibility, and regulatory compliance. Many market analysts are nationals and fluent in the language(s) of the country

<sup>8</sup> See Kantrowitz, Elizabeth and Orifici, Meghan, Technology Advances Facilitate Pass-Through Voting, Harvard Law School Forum, February 24, 2024, at <https://corpgov.law.harvard.edu/2024/02/24/technology-advances-facilitate-pass-through-voting/> ("Historically, several market impediments, including technological limitations, cost prohibitions, and, most importantly, infrastructure constraints, hindered the ability of investment managers to provide for so-called "pass-through" voting. Chief among these impediments was the inability to de-aggregate positions from a pooled vehicle, either by the underlying shareholder or common vote policy selection. To address this, our firm, Institutional Shareholder Services (ISS), built an engine allowing for a range of options to provide underlying investors the opportunity to participate in the voting process. By partnering with investment managers, ISS is able to streamline the de-aggregation process and easily identify the portions of each pooled vehicle that are selecting to engage and utilize a separate vote policy and recommendation.")



or region they cover, with relevant local expertise. In larger markets and regions, research teams also often include sector and topic experts to provide the best possible coverage of complex meeting items.

ISS analysts and other research and data specialists also provide in-depth knowledge of country codes of best practice, relevant legal and regulatory structures, remuneration practices and the role of government and industry associations in setting global governance standards. ISS benchmark research teams are organized by market and region according to where covered public companies are based; custom research teams are organized by region, depending on where custom clients are based and from where support is provided.

ISS does not outsource any part of its research process.

## Staff Diversity and Qualifications

ISS is committed to respecting diversity, equity and inclusion throughout our working environment and developing a culture of equal opportunities and inclusion that values collaboration, integrity, and flexibility. ISS is also committed to a work environment in which all individuals are treated with dignity and respect.

Across its global locations, approximately 44% of the company-wide workforce is female, including approximately 29% of ISS' Leadership Team. Moreover, approximately 34% of ISS' US-based staff self-identify as minorities.

Biographies of select ISS Governance Research and Voting team leaders are available on the [Global Research Leadership](#) page of the ISS website. The minimum education standard for research staff is a bachelor's degree from an accredited college or university, but many also possess graduate degrees (MBA, MA, JD) and/or professional certifications (such as CFA, CPA, CEP). The average tenure of ISS' full-time research analysts is five years, and many senior personnel have ten years or more of experience at ISS as analysts and experts, and/or experience in relevant fields outside of ISS.

Research team members participate as needed in structured training and development programs, which may include on- and off-site development courses, and in-house and external professional training. Many research analysts extend beyond their core research related duties to provide in depth, thematic research pieces covering the latest trends and developments for their market, region, sector, or topic of specialty. These projects are done under the tutelage of team leaders and often involve collaboration across regions, disciplines, and areas of focus.

In addition, ISS has an internal training platform called ISS University. This knowledge-sharing platform is open to all employees and provides learning and development experiences that expand on the expertise of the employees, allowing them to develop strategic skills and thrive in their chosen paths. Amongst other things, the materials provide employees an overview of the different ISS businesses and product suites and many courses are accompanied by an advanced course on each subject.

Training for a new research analyst depends on the individual's experience and specialty but generally includes formal training in corporate governance concepts, ISS policies and processes, and extensive mentoring with one or more senior members of the team. During this period, new analysts may build a



foundation in many relevant areas, including board, compensation, environmental and social, and economic issues.

Moreover, research analysts may attend debriefings with senior staff following speaking presentations to clients and others in the industry at which issues are discussed and debated. Collectively, this helps to ensure analysts are abreast of those issues of importance to clients.

## Timeliness

ISS strives to provide clients with high quality, consistent and timely services, subject in the case of its research and voting services to the availability of sources of information from issuers and shareholder resolution proponents, as well as intermediary constraints (for example, custodian and corporate vote deadlines and intermediary cut-offs).

As discussed above, ISS aims for a minimum 2-week target delivery date for governance research and vote recommendation prior to the meeting date (for markets where company disclosure practices permit) and often significantly exceeds this. In 2023, we delivered research reports on average 19.1 days prior to the meeting date for U.S. meetings (an increase from 17.7 days in 2022), and 16.4 days prior to the meeting date for ex-U.S. meetings (an increase from 16.1 days in 2022).

## Client Feedback & Complaints Management

ISS aims to facilitate and be responsive to questions, comments, feedback or complaints from clients. This is accomplished by, for example, making analysts available to discuss with clients the content of research reports and recommendations. In addition, in many cases, client needs are addressed through the designation by ISS of a relationship manager (client managers) to assess client needs, to act as an on-going source of information, and to receive client feedback on an on-going basis. Moreover, clients subscribing to a custom research service are assigned dedicated custom research analysts that can assist them with many aspects of their custom policy, ranging from its drafting, regular updates, application in particular circumstances or geographies and on individual custom recommendations.

Feedback and complaints from issuers, shareholder proposal proponents and other stakeholders are discussed below within the section on *Principle Three*.

## Client & Supplier Understanding

In establishing a client relationship, ISS seeks to understand how a client will use the services that are being purchased. In general, ISS will initially propose to provide services pursuant to the terms of a standard form of contract, i.e., a master services Agreement. However, ISS may modify its form of contract to address special circumstances that may exist in a specific situation, which may include the availability, completeness, reliability, and timeliness of data to be used by ISS in performing the services.

ISS also provides clients with a framework that enables them to fulfill their due diligence requirements. We do this by making our external operational audits available for review and inviting clients to perform their own due-diligence visits/reviews of our service. During such visits and reviews, clients have the

opportunity to interact with ISS' research and operational team, as well as other teams from ISS. No part of the research process is outsourced to external suppliers.

## Client Disclosure Facilitation

ISS recognizes that many institutional investors may be subject to disclosure requirements regarding their use, if any, of research services. These requirements may be required by stewardship codes such as the UK Stewardship Code for institutional investors, and sometimes these are mandates which are dictated internally by a client.

ISS works with its clients to assist them in these disclosure requirements. ISS' assistance typically includes allowing the identification of ISS as a service provider, a detailed explanation of the type and scope of the services provided, and the voting policies applied on behalf of the client.

### Disclosure of Client Voting Decisions

We do not disclose any voting decisions of our clients, unless specifically instructed by the client to do so.

### Voting Disclosure Service for Institutional Investors

Increasingly, institutional investors are under a legal, fiduciary and/or contractual obligation to publicly disclose their voting records. In this regard, ISS offers a Vote Disclosure Service to help institutional investors disclose their voting policy and voting records to appropriate stakeholders. Stakeholders can easily search and view the voting records disclosed for each security in each portfolio. In response to U.S. Securities and Exchange Commission's ("SEC") adoption of amendments to its vote disclosure rules and the related Form N-PX, requiring enhanced proxy voting disclosure by registered investment funds and disclosure of "say-on-pay" votes for institutional investment managers, ISS expanded our own service offerings with the Form N-PX Vote Disclosure Solution to support investors' data management and reporting needs.

## Principle Two: Conflicts-of-Interest Avoidance or Management

### Principle Two: Conflicts-of-Interest Avoidance or Management

BPP Signatories should have and publicly disclose a conflicts-of-interest policy that details their procedures for avoiding or addressing potential or actual conflicts of interest that may arise in connection with the provision of services.

BPP Signatories should also have a process in place to identify and disclose without delay to their clients, on a case-by-case basis, actual or potential conflicts of interest or business relationships that may influence the preparation of their research, advice and voting recommendations and the actions they have undertaken to eliminate, mitigate and manage actual or potential conflicts of interest.

### Introduction

ISS is committed to conducting business with the highest degree of ethics, integrity, and transparency. As a service provider to institutional investors, ISS understands and takes extremely seriously the potential for actual or perceived conflict of interest which might impact the integrity of research and services we provide to our clients. Such potential conflicts of interest need to be effectively managed and mitigated by appropriate measures. To that end, ISS has adopted and publicly discloses our conflict of interest policies, which detail our procedures for addressing potential or actual conflicts of interest that may arise in connection with the provision of services. The measures undertaken by ISS are described in this section.

#### ISS' Business Practices and Principles

ISS' goal is to serve our clients with their full trust and confidence. We earn and retain this by providing high quality services which rest upon high degrees of transparency, objectivity, and independence. Because of the breadth of our client base, we understand and address the potential for actual or perceived conflicts of interest which may result from our many business activities.

Accordingly, we proudly live by these fundamental tenets:

- We place our clients' interests first and above our own.
- We never use, leverage, or favor a relationship with one client to the deliberate disadvantage of another.
- All aspects of our research, and all voting policies and vote recommendations, are based on fair, thorough, independent, and objective analysis, without regard to any economic or other inappropriate influence.
- We disclose and explain information about our internal processes and methodologies used in the development of our services, voting policies, and our voting recommendations.
- We take strong measures to fully safeguard client information.
- We believe transparency is a keystone of trust, and so, subject to the higher need for client confidentiality, we appropriately disclose any actual or apparent potential conflict of interest relationships or situations as they arise.
- Ultimately, we are guided by this most basic tenet: Do the right thing.

These principles are embedded deeply in our culture and in the policies we develop, the procedures we follow, the decisions we make, and the actions we take every day. We do not and will not tolerate their breach, whether due to conscious action, complacency, indifference, or lapse of ethical judgment.

## Conflicts of Interest Policies

ISS has a dedicated Compliance Department, headed by a Chief Compliance Officer, that routinely reviews the business and updates policies and procedures as necessary to reflect business changes or other developments. Over the years, ISS has implemented specific compliance and disclosure practices described in more detail below.

In general, ISS has identified three primary potential conflicts of interest. These are:

- i) A client relationship between a corporate issuer and ISS Corporate Solutions, Inc. (“ISS-Corporate”), a wholly owned subsidiary of ISS. ISS-Corporate helps companies design and manage their corporate governance, executive compensation, sustainability, and financial programs to align with company goals, reduce risk, and manage the needs of a diverse shareholder base by delivering data, tools, and advisory services;
- ii) A client relationship between ISS and a client that is (or is affiliated with) a corporate issuer or acts as the primary shareholder proposal proponent seeking to have a specific proposal acted on by shareholders; and
- iii) The relationship between ISS and our majority owner, Deutsche Börse AG (“DB”), a public company whose shares are traded on the Frankfurt Stock Exchange and minority owner, General Atlantic (“GA”), a private equity firm.

This subsection should be read and understood in the context of the overall response in this statement regarding *Principle Two*, with particular regard to subsections on *Codes & Related Policies* and *Conflicts Disclosure*; as complemented by illustrative examples (See *Figures 2, 3, and 4*; See also *Appendix*) of the detailed disclosure ISS provides to its clients.

### i) Corporate Issuers That are Clients of ISS-Corporate

ISS-Corporate provides corporate issuers with analytical tools, data, and advisory services to enable them to improve shareholder value and reduce risk through the adoption of improved corporate governance and E&S practices. Some of the products and services offered by ISS-Corporate are closely related to some of the proxy voting matters which will ultimately be analyzed by ISS during its review of an issuer’s proxy statement. For example, subscribers to certain ExecComp services offered by ISS-Corporate receive web-based tools and, in some cases, advisory services that rely upon the analytical framework developed by ISS to assess and make vote recommendations with respect to equity compensation plans that are put to a shareholder vote.

As described below under *ISS Policy Regarding Disclosure of Significant Relationships*, ISS takes the view that in light of the products and services provided by ISS-Corporate, any paying-client relationship between ISS-Corporate and a corporate issuer, where ISS provides vote recommendations and research regarding that issuer, is deemed to be significant. Disclosure of these types of relationships is proactively made available to ISS’ clients.

### *ISS’ Internal Firewall*

Beyond disclosure, a critical component of ISS’ approach to managing this potential conflict of interest is the firewall we maintain between its business for institutional investors and the ISS-Corporate business focused on corporations. This firewall includes the physical, functional, and technological separation between ISS-Corporate and ISS, with a particular focus on the separation of ISS-Corporate from the ISS

business units which provide investment advisory services (which includes the Governance Research and Voting team). A key goal of the firewall is to keep the research team from learning the identity of ISS-Corporate's clients, thereby helping to ensure the objectivity and independence of ISS' governance research and vote recommendations. The firewall manages this potential conflict via several layers of separation:

- ISS-Corporate is a separate legal entity from ISS.
- ISS-Corporate is physically separated from ISS and its day-to-day operations are separately managed.
- ISS' research team works independently from ISS-Corporate.
- ISS-Corporate and ISS staff members are prohibited from discussing a range of matters, including the identity of ISS-Corporate clients.
- ISS employees' salaries, bonuses and other forms of compensation are not linked to any specific ISS-Corporate activity or sale.

ISS-Corporate explicitly informs its corporate clients that ISS will not give preferential treatment to, and is under no obligation to, support any proxy proposal of a corporate issuer and/or any other favorable result to a corporate issuer, whether or not that corporate issuer has purchased products or services from ISS-Corporate

Because of the policies and procedures that we have implemented, we believe the existence of, or potential for, a business relationship between ISS-Corporate and a corporate issuer, or the non-existence thereof, does not affect the impartiality of ISS' research and provides preferential treatment to none.

## **ii) Corporate Issuers That are Clients of ISS**

Within ISS' institutional client base, there is a subset of institutional investor clients who are themselves corporate issuers (or have a parent or affiliated company that is a corporate issuer) or who may act as the primary shareholder proposal proponent seeking to have a specific proposal acted on by shareholders. These clients, in their capacity as institutional investors, may buy any number of ISS' research offerings. The products and services offered to these clients are the same as the products and services available to all of ISS' clients, and the nature of ISS' relationships with these clients is not directly related to the topics covered in ISS' research offerings.

ISS has a broad base of institutional clients with a broad range of portfolio holdings on which ISS provides coverage through our research offerings. Thus, in the ordinary course of its business, ISS will inevitably provide research coverage on:

- This subset of clients who are themselves corporate issuers (or have a parent or affiliated company that is a corporate issuer); or
- Issuers at which an ISS client may have put forth a shareholder proposal.

In these circumstances, these clients could have a particular interest in the research and recommendations provided by ISS. In assessing this scenario, ISS views the potential significance of the relationships with these types of clients as a function of the dollar value of the client relationship and the potential that a client might use its client relationship with ISS as a lever to exert influence on ISS' offerings (whether in their capacity as a corporate issuer, shareholder proposal proponent or otherwise). After considering ISS' business operations and other benchmarks for significance/materiality, including measures used in different contexts under SEC laws and rules, ISS has determined it appropriate to adopt

a 5% threshold, so that ISS will view a relationship with an institutional client as significant if the annual revenues received from that client across all of the businesses within the ISS STOXX group of companies are in excess of 5% of the total, consolidated revenues for the ISS STOXX group of companies for the most recently completed fiscal year. If any of these relationships meet this significance threshold, those relationships are proactively disclosed to ISS' client base.

### iii) Ownership Structure

ISS operates on an arm's length basis from Deutsche Börse AG (DB) and General Atlantic (GA), and these companies have adopted policies designed to protect the independence and integrity of ISS' research offerings. ISS has formally adopted [policies on non-interference](#) and potential conflicts of interest related to [DB](#), [GA](#), and the [ISS STOXX Shareholders' Committee](#). Among other things, these policies to establish appropriate standards and procedures to protect the integrity and independence of the offerings produced by ISS and to safeguard the reputations of ISS and its owners.

The policies also identify situations that exist or give rise to actual or potential conflicts of interest, or to the appearance of conflicts of interest, in connection with the offerings of ISS relating to certain publicly traded companies with which its owners might have a connection and the steps taken to mitigate any actual or potential conflicts.

### ISS' Policy Regarding Disclosure of Significant Relationships

ISS has also adopted a ["Policy Regarding Disclosure of Significant Relationships."](#)

As outlined above –

- ISS takes the view that in light of the products and services provided by ISS-Corporate, any client relationship between ISS-Corporate and a corporate issuer, where ISS provides research offerings regarding that issuer, is significant for purposes of this policy.
- The policy also makes provision for disclosure of relationships with clients, subject to the 5% threshold, who are themselves corporate issuers (or have a parent or affiliated company that is a corporate issuer) or act as the primary shareholder proposal proponent seeking to have a specific proposal acted on by shareholders.
- This policy considers ISS' ownership structure and notes the relationship with DB as "significant" as a corporate issuer itself and due to its majority stake in the holding company that owns ISS.

## Codes & Related Policies

In addition to the conflict mitigation policies described above, ISS maintains policies and procedures within its [Code of Ethics](#) and [General Code of Conduct](#) related to potential conflicts of interest at the employee level (e.g., limitations on personal securities trading, outside business activities, and the giving and receipt of gifts and entertainment). These policies and procedures apply to all employees within the Governance Solutions business unit.

To help ensure the integrity of our product offerings and to ensure conflicts are appropriately managed, ISS maintains a dedicated Compliance team, which carries out regular reviews to help ensure compliance with applicable policies and procedures.

## Code of Ethics

Institutional Shareholder Services Inc. is a registered investment adviser (“RIA”) with the SEC and is subject to the extensive regulatory regime of the Investment Advisers Act of 1940 (“Advisers Act”). As an RIA, ISS has adopted a Code of Ethics to address requirements under the Advisers Act. The Code of Ethics affirms ISS’ relationship of trust with its clients and obligates ISS to carry out its duties solely in the best interest of clients and free from all compromising influences and loyalties.

The Code of Ethics devotes special attention to preventing and disclosing conflicts of interest. In this regard, the Code of Ethics addresses the potential conflicts between the company’s research teams and other services provided by subsidiaries or affiliates, conflicts within the institutional advisory business, conflicts arising from an analyst’s stock ownership, conflicts in connection with an issuer’s review of a draft ISS report, and conflicts generally. In each case, the goal of the Code of Ethics is to prevent conflicts wherever possible, and more generally to manage and disclose potential or actual conflicts.

The Code of Ethics also contains ISS’ personal trading policy which is designed to comply with regulatory requirements and to prevent personal trading practices that could violate applicable securities laws. This policy includes the prohibition of trading on material non-public information, outlines pre-clearance requirements for securities trading, and as well as other reporting and disclosure requirements.

## Code of Conduct

In addition to its Code of Ethics, ISS has developed a General Code of Conduct. The General Code of Conduct is a broad-based “best practices” code that provides a framework to address general corporate policies and practices that apply to ISS as a global business. The areas covered in the General Code of Conduct include:

- Doing the Right Thing;
- Protecting the Company’s Interests;
- Safeguarding and Maintaining Information;
- Treating Others with Dignity and Respect;
- Promoting a Safe and Healthy Working Environment;
- Violations of the General Code of Conduct;
- Reporting Concerns; and
- Compliance Requirements.

## Employee Training

Employees within Governance Solutions are required to complete training related to these documents as well as certify their adherence upon hire and on an annual basis thereafter. Moreover, ISS employees are required to (i) read the above referenced codes and acknowledge and agree to comply within the requirements set within the documents via training platforms; (ii) disclose certain information (e.g., securities and holding accounts, outside business activities, material personal relationships, disciplinary history, etc.) to ISS’ Compliance Department. All employees are prohibited from acting on material non-public information.



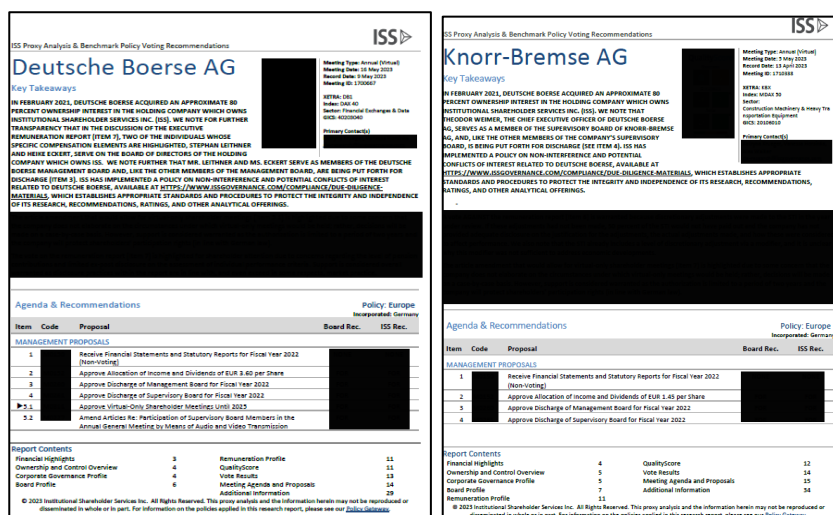
## Conflicts Disclosure

ISS provides its clients with an extensive array of information to help ensure that they are fully informed of potential conflicts and steps ISS has taken to address them. Among other things, ISS makes publicly available our [due diligence materials](#) to assist clients and prospective clients in fulfilling their own obligations regarding the use of independent, third-party providers of research and voting services. These due diligence materials include a section dedicated to ISS' conflicts mitigation policies.

ISS is transparent about our potential conflicts of interest. For example, ISS' standard client contract contains disclosures regarding ISS-Corporate and its work with corporate issuers, and each research report issued by ISS contains a legend indicating that the subject of the analysis or report may be a client of ICS and reminds ISS' institutional clients of how they can inquire about any issuer's use of ISS-Corporate products and services. As illustrated directly below in *Figure 1*, ISS is also transparent in our research reports regarding disclosure of conflicts of interest related to its ownership structure.

### ISS' Disclosure of Conflicts of Interest Related to its Ownership Structure (See Appendix for full page snapshots.)

**Figure 2** provides snapshots of the first pages of ISS' proxy analysis and benchmark voting policy recommendations on the 2023 annual shareholder meetings at DB and its affiliate Knorr-Bremse AG, respectively. The examples illustrate the proactive and prominent disclosure ISS provides (top of the first page) to our clients with respect to conflicts of interest generated by its ownership structure. The text states explicitly ISS' ownership structure and highlights ISS' Policy on Non-Interference and Potential Conflicts of Interest related to DB and its affiliates.



In addition, ISS provides certain conflicts disclosures in a manner that is seamlessly integrated into clients' workflow through PX. For example, PX includes:

- A column indicating in Yes/No fashion whether there is a significant relationship associated with that meeting/research report within both the "Meetings" and "Research" views in PX.
- Where such a relationship exists, users will be able to click-through on a link to get more information about that relationship.
- Onscreen and/or email alerts for notification of the publication of new research with a column on those notifications indicating whether there is a significant relationship associated with the report.
- An additional tab labeled "Disclosure of Significant Relationships" within which a user can use a look-up box to search for entities with which a significant relationship exists.

*Figures 3 and 4* below provide a snapshot of some of these PX features.

## ISS' Disclosure to Clients on ISS' PX Voting Platform of Significant Relationships

**Figures 3 and 4** are screenshots illustrating ISS' disclosure to clients of significant relationships transparently integrated throughout PX. (See *Appendix* for full page snapshots.)

Figure 3 is a snapshot of disclosure of ISS' significant relationships available through PX. This table is accompanied by a statement referring our clients to the full policy available on the ISS due diligence website and ISS' Code of Ethics, in addition to reminding clients they can direct their inquiries to ISS' Compliance department via the [disclosure@issgovernance.com](mailto:disclosure@issgovernance.com) email address. The statement also makes clear that to maintain the integrity of ISS' firewall, information regarding the identify of ISS-Corporate clients may not be shared with ISS employees.

Issuer	Disclosure of Significant ISS Relationships	Ticker	Country	Type	Meeting Date	Industry Sector	Market Cap (USD)
Company 1	No	C1	USA	Annual		Electric Utilities	
Company 2	No	C2	Denmark	Annual		Banks	
Company 3	Yes	C3	USA	Annual/Special		Technology Hardware, Storage & Peripherals	
Company 4	No	C4	Panama	Special		Hotels, Restaurants & Leisure	
Company 5	No	C5	USA	Annual		Communications Equipment	
Company 6	No	C6	USA	Annual		Oil, Gas & Consumable Fuels	
Company 7	No	C7	USA	Annual		Health Care Technology	
Company 8	No	C8	USA	Annual		Specialty Retail	
Company 9	No	C9	USA	Annual		Oil, Gas & Consumable Fuels	
Company 10	No	C10	France	Annual/Special		Oil, Gas & Consumable Fuels	
Company 11	No	C11	USA	Annual		Electric Utilities	
Company 12	No	C12	USA	Annual		Real Estate Investment Trusts (REITs)	
Company 13	Yes	C13	USA	Special		Technology Hardware, Storage & Peripherals	
Company 14	No	C14	United Kingdom	Annual		Banks	
Company 15	Yes	C15	USA	Annual		Internet Software & Services	
Company 16	No	C16	USA	Annual		Multi-Utilities	
Company 17	No	C17	USA	Annual		Metals & Mining	
Company 18	No	C18	USA	Annual		Multi-Utilities	
Company 19	Yes	C19	USA	Special		Media	

Company Name	Ticker	Subscribed Products	Contract Value (USD)
Company 1	C1	ExecComp Analytics (US), ExecComp Analytics - Consultant Access	27,500.00

Figure 4 shows that investor clients can use PX to identify ISS-

Corporate's contractual relationships with corporate issuers, as well as to obtain information on the products the issuers subscribe to and the amount of compensation that ISS-Corporate has received or will receive from the issuer. As described earlier under *Internal Firewall*, ISS does not disclose the name of ISS-Corporate clients on research reports or public facing documents. We believe that these processes ensure transparent and easily accessible conflicts disclosure to clients while also upholding the key confidentiality tenets of the firewall.

ISS has implemented permission restrictions that prevent ISS personnel from accessing the disclosure information which those employees are restricted from viewing under the firewall procedures discussed above.

## Policy-Based Approach Provides Consistency of Application

At its core, ISS is a policy-based organization, and we believe the use of a series of published voting policies provides a very practical and transparent check on the integrity and independence of ISS' research and vote recommendations. Our policy-based approach also provides for a transparent and consistent methodology with which to evaluate shareholder proposals.

ISS does not provide any consultative or advisory service to our clients or other shareholders in the development of, or solicitation of support for, shareholder proposals.

## Principle Three: Communications Policy

### Principle Three: Communications Policy

BPP Signatories should provide high-quality research that enables investor clients to review the research and/or analysis sufficiently in advance of the vote deadline ahead of a general meeting.

Signatories should explain their approach to communication with issuers, shareholder proponents, other stakeholders, media and the public.

BPP Signatories should disclose a policy (or policies) for dialogue with issuers, shareholder proponents and other stakeholders.

BPP Signatories should inform clients about the nature of any dialogue with relevant parties in their research reports, which may also include informing clients of the outcome of that dialogue.

### Introduction

When applying Principle Three, the primary objective of BPP Signatories remains to serve investor clients by enabling them to review the research and/or analysis prior to the vote deadline ahead of a company meeting. Accordingly, Principle Three appropriately leaves it up to BPP Signatories to choose whether or not to engage in dialogue with issuers, shareholder proposal proponents, and other stakeholders and to determine the objectives, timing, frequency, and format of any dialogue.

We believe that we have established open and transparent communication policies consistent with these goals. This section focuses on ISS' communication channels available to market participants, as well as the media, to communicate and engage with ISS, as to be distinguished from those channels exclusively available to ISS' institutional investor clients.

### Transparency into ISS' Processes

As a transparent, policy-based organization, ISS chooses to publish the analytical frameworks underlying our benchmark and series of specialty voting policies. Specifically, ISS makes available to market participants and the public both the most [current proprietary benchmark and voting policies](#) and an [archive of policies](#). In addition, ISS publishes the [ISS global voting principles](#) and responses to [frequently asked questions](#) regarding ISS' research, such as those related to compensation, peer groups, or pay for performance, under the ISS benchmark voting policies.

For example, in the [Canada Executive Compensation FAQ](#) document, ISS addresses frequently asked questions regarding the way in which ISS Governance analyzes executive compensation issues in the context of preparing proxy analyses and determining vote recommendations for Canadian companies. The document explains relevant pay for performance quantitative and qualitative evaluation methodologies, as well as, at a more granular level, how peer companies are determined.

## Investor, Issuer & Public Input

Gathering investor and market input is core to ISS' day-to-day operations. As more fully detailed under *Principle One*, every year, ISS invites engagement with all market participants and the public during the update and formulation of its benchmark policies and guidelines. ISS' policy development process includes a survey to identify issues that merit attention, as well as a notice-and-comment period designed to elicit feedback on the proposed policies and practicality of their implementation. This feedback guides the development of the ISS benchmark policies and informs updates to the ISS specialty voting policies.

## Proxy Season Insights

To further public understanding of corporate governance developments and trends, ISS publishes reports throughout the year previewing and/or summarizing proxy season developments regionally via [ISS Insights](#).

The reports capturing key takeaways are available to the public free of charge; the full reports are available to ISS' institutional investor clients. See *Figure 5: Snapshot of Proxy Season Previews and Reviews for Select Markets*.



Figure 5: Snapshot of Proxy Season Previews & Reviews for Select Markets.

## Dialogue with Issuers, Shareholder Proposal Proponents & Other Stakeholders

ISS' market outreach is not confined to the policy-setting process. ISS' governance research team interacts regularly with company representatives, institutional shareholders, shareholder proposal proponents, and other parties to gain deeper insights and to verify material facts relevant to our research. Topics discussed can range from general policy perspectives to specific voting items. As a research organization, we welcome constructive dialogue on critical issues that helps to ensure a full understanding of the facts and circumstances, which will in turn inform our research and vote recommendations.

ISS' policies regarding communication and engagement with issuers and other stakeholders are designed to gain the greatest possible insight for clients while safeguarding the independence of ISS' research process and our analysts, as well as prioritizing the delivery of timely and high-quality research for the benefit of our institutional investor clients.

Figure 6: FAQs regarding ISS' engagement process

How can a company request an engagement with the ISS Proxy Research teams?
What guidelines must be followed during engagements with ISS Proxy Research analysts?
When will ISS engage?
What safeguards are in place to ensure the integrity and impartiality of ISS research?
Will the engagement discussion be reflected in the proxy research report?

[Additional information](#) including a set of Frequently Asked Questions on our engagement process is available on ISS' website. See *Figure 6* for a preview.

Participants in the dialogue can expect an informed dialogue with experienced ISS representatives on matters of relevance to our research and recommendations, and which may also include information about ISS' policies and procedures. Further, participants can expect that ISS wishes to have the most complete and accurate publicly available information upon which to base our research and recommendations to clients.

To ensure consistency, transparency, and quality in our interactions with issuers, industry groups, shareholder proposal proponents and other financial market stakeholders, ISS has established and communicates the following principles to all participants that guide our engagement broadly: (1) all information must be publicly disclosed; all discussions are on-the-record, and material non-public information should not be disclosed to ISS and will not be used; (2) companies should not mention during any engagement with ISS' proxy research team any past, present or expected contact with ISS-Corporate or its personnel; disclose or discuss any information obtained from the purchase of ISS-Corporate services or products; or identify their company, either directly or indirectly, as an ISS-Corporate client (or prospective client); (3) ISS Governance cannot provide consulting advice, and there is no guarantee of a particular ISS vote recommendation outcome; and (4) the company participants must be appropriate for the topics to be discussed. These guidelines are explained further in the referenced FAQ document (See also *Figure 6*). Our goals with engagement are to facilitate productive and informative dialogue, and to help all stakeholders understand what they may expect from engaging with us.

### **Communication During the Voting Period and Proxy Seasons**

During proxy season in particular, at its discretion, ISS engages with corporate executives, board members, institutional investors, shareholder proposal proponents, and other constituents via meetings, conference calls and participation in industry events. The purpose of such engagement is for ISS to obtain, or communicate, perspectives about governance and voting issues to ensure that its research and policy-driven recommendations are based on the most comprehensive and accurate information available. ISS does not aim to influence companies' corporate governance arrangements.

After the meeting agenda has been released and during busy times such as proxy seasons, analysts will generally engage with companies only to clarify points on which there are questions. For ISS, the sole purpose of such dialogue is to improve the quality and substance of ISS' research and vote recommendations.

### **Transparency of Engagement for Institutional Clients**

ISS considers its dialogue with issuers, shareholder proposal proponents, and other stakeholders to be part of the core service provided to clients and recognizes the value to our clients of transparency into such engagements. ISS' benchmark research includes a summary of any engagement or other dialogue that took place as part of the analysis. Key information released on ISS' dialogue with companies, shareholder proposal proponents, or other stakeholders include the date(s) of dialogue, the topic(s) covered, the initiator of the dialogue, some accompanying notes and the outcome of the dialogue. In some instances, ISS may consider including direct quotes from statements made by participants in the meeting.

## Pre-Publication Review and Data Verification Mechanisms

ISS' highest priority is the timely delivery of independent, quality research to our investor clients. ISS has invested considerable resources over the years in our data collection processes, checks and quality controls, and we believe the result is data with a high degree of factual accuracy. As a client-focused company, we balance interactions with subject companies to confirm factual accuracy with the recognition that some clients object to ISS providing subject companies with access to draft reports on philosophical grounds. For these reasons, ISS' pre-publication issuer review policy differs market to market, consistent with prioritizing our obligations to our clients and meeting local regulatory requirements. ISS responds to frequently asked questions related to draft report reviews in the earlier referenced document ([FAQs: Engagement on Proxy Research](#)).

### Benchmark Report Access to Issuers

All corporate issuers can access – without charge – ISS' final, published benchmark report on their own company. The report is made available once it has been published to ISS clients.

### Pre-Publication Review by Subject Issuers

In certain markets and situations, and consistent with local market regulation, ISS may provide a draft report to the subject corporate issuer. Where provided, the purpose of the draft review is for the subject company to check for factual accuracy the information included in our report and is not an opportunity for the issuer to “lobby” for a particular voting recommendation.

Just as ISS sets clear guidelines for engagement between issuers and ISS research analysts, ISS also makes clear to companies and the public its pre-publication policy. There is no automatic entitlement to review research reports prior to publication, and no drafts are provided in markets or situations where there is insufficient time to do so while still respecting our clients' voting deadlines.

Further, for all markets, ISS does not normally allow pre-publication reviews of pending reports relating to any special meeting or any meeting where the agenda includes a merger or acquisition proposal, proxy fight, or another agenda item that ISS may consider to be of a contentious or controversial nature.

### Data Verification Portal

Since 2022, U.S. issuers subject to ISS' research and vote recommendations can verify more than 400 governance and compensation datapoints via the ISS data verification portal. This mechanism allows companies to review, verify, and provide feedback on core data used by ISS in preparing governance research reports and recommendations.

Datapoints available for verification are principally those used and reflected in ISS' research reports on companies, including:

- Individual director details such as name, gender, ethnicity, etc. (as disclosed);
- Board and committee characteristics to include committee names, memberships, etc.; and
- Individual executive pay figures, including salary and bonus from the summary compensation table and grant details, equity plan details, gross-ups, etc.



## Factual Errors & Complaints, Feedback Management

ISS strives to be as accurate as possible in our research and publications. Our governance research and recommendations are based on public information, so any significant fact which an issuer, a shareholder proposal proponent or any other stakeholder would like to see reflected in our report must be publicly disclosed to all shareholders in a timely fashion, including in markets where such disclosure may not ordinarily be required. In proxy contests, we expect both management and dissident shareholders to publicly file any materials presented to ISS.

ISS makes clear that it does not invite or consider any material non-public information, but to the extent such information is provided to us, whether intentionally or not, it will not be considered or included in our research report.

### New, Significant Information and Factual Errors

If a corporate issuer believes our governance research contains an error, we encourage them to immediately notify us via the [ISS Help Center](#). If we determine that there is a material error that should be brought to our clients' attention, we will promptly issue a "Proxy Alert" which is the mechanism we use to update a previously issued report.

Similarly, if new, significant information relating to a voting issue is publicly disclosed in a timely manner and ISS is informed of its availability, a Proxy Alert may be issued if sufficient time is available before the voting deadlines in that market for our clients to review any changes in the Proxy Alert (which could include a change to a previously issued vote recommendation) and to act upon this information if they so choose. The clients who received the original report will automatically receive any Proxy Alerts issued for that company.

### *Feedback Review Board*

In addition, ISS has instituted a [Feedback Review Board](#) ("FRB") to provide a mechanism to all stakeholders, including corporate issuers, to communicate with ISS. The FRB is an ISS body, comprising senior ISS leadership, that serves as a channel to communicate with ISS any unresolved concerns regarding accuracy of research, accuracy of data, policy application, and general fairness of ISS policies, research, and recommendations.

### BPPG Complaints Procedure

With respect to allegations of a material failure to comply with The Principles, we refer complainants to the [BPPG Complaints Procedure](#) for relevant information. As the document explains, complainants should ensure that they have first submitted their complaint directly to the BPPG signatory within 6 months of the signatory's alleged material non-compliance with The Principles and allowed the procedure to complete before raising the matter with the BPPG committee. All escalated complaints, including the investigation and final decision made by the BPPG committee, regardless of outcome, are shared with the BPP Oversight Committee. The Oversight Committee may recommend additional actions or sanctions.



## Engagement with Media

ISS has set up policies and procedures to respond to media enquiries and speaking engagement requests. All inquiries are routed through [ISS' Press Center](#), and ISS maintains a list of authorized speakers who are subject matter experts that have undergone media training. The ISS Communications team works with the authorized persons as needed to prepare them for media interaction. Media training covers handling of contentious topics, reputational and confidentiality considerations.

ISS' governance research and vote recommendations are proprietary information for the benefit of our clients. Accordingly, ISS will only make available research reports under the benchmark voting policy to the media on a limited, case-by-case basis. When provided, research reports will never be made available to the media prior to their dissemination to clients, and ISS will generally not comment on company specific situations prior to a shareholder meeting. Further, ISS does not issue press releases with respect to vote recommendations made under our benchmark and specialty voting policies.

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ISS trusts that this 2023 Compliance Statement complies with both the letter and spirit of the Best Practice Principles. Please contact Lorraine Kelly via [lorraine.kelly@issgovernance.com](mailto:lorraine.kelly@issgovernance.com) for further information regarding its content.



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Gary Retelny

President & CEO

ISS STOXX



Lorraine Kelly

Global Head of Investment Stewardship

ISS

## Appendix

### Principle Two, Conflicts of Interest

#### Example of ISS' Disclosure to Clients Regarding Ownership-Based Conflicts of Interest

**Figure 2** provides two snapshots of the first pages of ISS' proxy analysis and benchmark voting policy recommendations on the 2023 annual shareholder meetings at DB and its affiliate Knorr-Bremse AG, respectively. The examples illustrate the proactive and prominent disclosure ISS provides (top of the first pages of the reports) to its clients with respect to conflicts of interest generated by its ownership structure. The text states explicitly ISS' ownership structure and highlights ISS' Policy on Non-Interference and Potential Conflicts of Interest related to DB and its subsidiaries.

ISS Proxy Analysis & Benchmark Policy Voting Recommendations

ISS

# Deutsche Boerse AG

**Key Takeaways**

IN FEBRUARY 2021, DEUTSCHE BOERSE ACQUIRED AN APPROXIMATE 80 PERCENT OWNERSHIP INTEREST IN THE HOLDING COMPANY WHICH OWNS INSTITUTIONAL SHAREHOLDER SERVICES INC. (ISS). WE NOTE FOR FURTHER TRANSPARENCY THAT IN THE DISCUSSION OF THE EXECUTIVE REMUNERATION REPORT (ITEM 7), TWO OF THE INDIVIDUALS WHOSE SPECIFIC COMPENSATION ELEMENTS ARE HIGHLIGHTED, STEPHAN LEITHNER AND HEIKE ECKERT, SERVE ON THE BOARD OF DIRECTORS OF THE HOLDING COMPANY WHICH OWNS ISS. WE NOTE FURTHER THAT MR. LEITHNER AND MS. ECKERT SERVE AS MEMBERS OF THE DEUTSCHE BOERSE MANAGEMENT BOARD AND, LIKE THE OTHER MEMBERS OF THE MANAGEMENT BOARD, ARE BEING PUT FORTH FOR DISCHARGE (ITEM 3). ISS HAS IMPLEMENTED A POLICY ON NON-INTERFERENCE AND POTENTIAL CONFLICTS OF INTEREST RELATED TO DEUTSCHE BOERSE, AVAILABLE AT [HTTPS://WWW.ISSGOVERNANCE.COM/COMPLIANCE/DUE-DILIGENCE-MATERIALS](https://www.issgovernance.com/compliance/due-diligence-materials), WHICH ESTABLISHES APPROPRIATE STANDARDS AND PROCEDURES TO PROTECT THE INTEGRITY AND INDEPENDENCE OF ITS RESEARCH, RECOMMENDATIONS, RATINGS, AND OTHER ANALYTICAL OFFERINGS.

Meeting Type: Annual (Virtual)  
Meeting Date: 16 May 2023  
Record Date: 9 May 2023  
Meeting ID: 1700667

XETRA: DB1  
Index: DAX 40  
Sector: Financial Exchanges & Data  
GICS: 40203040

Primary Contact(s)

## Agenda & Recommendations

Policy: Europe  
Incorporated: Germany

Item	Code	Proposal	Board Rec.	ISS Rec.
<b>MANAGEMENT PROPOSALS</b>				
1		Receive Financial Statements and Statutory Reports for Fiscal Year 2022 (Non-Voting)		
2		Approve Allocation of Income and Dividends of EUR 3.60 per Share		
3		Approve Discharge of Management Board for Fiscal Year 2022		
4		Approve Discharge of Supervisory Board for Fiscal Year 2022		
5.1		Approve Virtual-Only Shareholder Meetings Until 2025		
5.2		Amend Articles Re: Participation of Supervisory Board Members in the Annual General Meeting by Means of Audio and Video Transmission		

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## ISS Proxy Analysis & Benchmark Policy Voting Recommendations



# Knorr-Bremse AG

## Key Takeaways

IN FEBRUARY 2021, DEUTSCHE BOERSE ACQUIRED AN APPROXIMATE 80 PERCENT OWNERSHIP INTEREST IN THE HOLDING COMPANY WHICH OWNS INSTITUTIONAL SHAREHOLDER SERVICES INC. (ISS). WE NOTE THAT THEODOR WEIMER, THE CHIEF EXECUTIVE OFFICER OF DEUTSCHE BOERSE AG, SERVES AS A MEMBER OF THE SUPERVISORY BOARD OF KNORR-BREMSE AG, AND, LIKE THE OTHER MEMBERS OF THE COMPANY'S SUPERVISORY BOARD, IS BEING PUT FORTH FOR DISCHARGE (SEE ITEM 4). ISS HAS IMPLEMENTED A POLICY ON NON-INTERFERENCE AND POTENTIAL CONFLICTS OF INTEREST RELATED TO DEUTSCHE BOERSE, AVAILABLE AT [HTTPS://WWW.ISSGOVERNANCE.COM/COMPLIANCE/DUE-DILIGENCE-MATERIALS](https://www.issgovernance.com/compliance/due-diligence-materials), WHICH ESTABLISHES APPROPRIATE STANDARDS AND PROCEDURES TO PROTECT THE INTEGRITY AND INDEPENDENCE OF ITS RESEARCH, RECOMMENDATIONS, RATINGS, AND OTHER ANALYTICAL OFFERINGS.

Meeting Type: Annual (Virtual)  
Meeting Date: 5 May 2023  
Record Date: 13 April 2023  
Meeting ID: 1710338

XETRA: KBX  
Index: MDAX 30  
Sector:  
Construction Machinery & Heavy Transportation Equipment  
GICS: 20106010

Primary Contact(s)

## Agenda & Recommendations

Policy: Europe  
Incorporated: Germany

Item	Code	Proposal	Board Rec.	ISS Rec.
<b>MANAGEMENT PROPOSALS</b>				
1		Receive Financial Statements and Statutory Reports for Fiscal Year 2022 (Non-Voting)		
2		Approve Allocation of Income and Dividends of EUR 1.45 per Share		
3		Approve Discharge of Management Board for Fiscal Year 2022		
4		Approve Discharge of Supervisory Board for Fiscal Year 2022		

## Report Contents

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## Example of ISS' Disclosure to Clients on ISS' PX Voting Platform of Significant Relationships

**Figures 3 and 4**, below, are screenshots illustrating ISS' disclosure to clients of significant relationships transparently integrated throughout PX.

Figure 3 is a snapshot of disclosure of ISS' significant relationships available through PX. This table is accompanied by a statement referring our clients to the full policy available on the ISS due diligence website and ISS' Code of Ethics, in addition to reminding clients they can direct their inquiries to ISS' Compliance department via the [disclosure@issgovernance.com](mailto:disclosure@issgovernance.com) email address. The statement also makes clear that to maintain the integrity of ISS' firewall, information regarding the identify of ISS-Corporate clients may not be shared with ISS employees.

Issuer	Disclosure of Significant ISS Relationships	Ticker	Country	Type	Meeting Date ▲	Industry Sector	Market Cap (USD)
Company 1	No	C1	USA	Annual		Electric Utilities	
Company 2	No	C2	Denmark	Annual		Banks	
Company 3	Yes	C3	USA	Annual/Special		Technology Hardware, Storage & Peripherals	
Company 4	No	C4	Panama	Special		Hotels, Restaurants & Leisure	
Company 5	No	C5	USA	Annual		Communications Equipment	
Company 6	No	C6	USA	Annual		Oil, Gas & Consumable Fuels	
Company 7	No	C7	USA	Annual		Health Care Technology	
Company 8	No	C8	USA	Annual		Specialty Retail	
Company 9	No	C9	USA	Annual		Oil, Gas & Consumable Fuels	
Company 10	No	C10	France	Annual/Special		Oil, Gas & Consumable Fuels	
Company 11	No	C11	USA	Annual		Electric Utilities	
Company 12	No	C12	USA	Annual		Real Estate Investment Trusts (REITs)	
Company 13	Yes	C13	USA	Special		Technology Hardware, Storage & Peripherals	
Company 14	No	C14	United Kingdom	Annual		Banks	
Company 15	Yes	C15	USA	Annual		Internet Software & Services	
Company 16	No	C16	USA	Annual		Multi-Utilities	
Company 17	No	C17	USA	Annual		Metals & Mining	
Company 18	No	C18	USA	Annual		Multi-Utilities	
Company 19	Yes	C19	USA	Special		Media	

Figure 4 shows that investor clients can use PX to identify ISS-Corporate’s contractual relationships with corporate issuers, as well as to obtain information on the products the issuers subscribe to and the amount of compensation that ISS-Corporate has received or will receive from the issuer. As described earlier under *Internal Firewall*, ISS does not disclose the name of ISS-Corporate clients in research reports or public facing documents. We believe that these processes ensure transparent and easily accessible conflicts disclosure to clients while also upholding the key confidentiality tenets of the firewall.

Meetings > Disclosure of Significant ISS Relationships

## Disclosure of Significant ISS Relationships

This portion of ProxyExchange provides ISS' institutional proxy research clients with information regarding any significant relationships that ISS has with corporate issuers (or their affiliates) that are the subject of ISS' proxy research reports, or a security holder proponent on a matter that is the subject of an ISS proxy research report. We refer our clients to ISS' "Policy Regarding Disclosure of Significant Relationships" for information about how ISS assesses and discloses those relationships. That policy can be found on the ISS website at [www.issgovernance.com/compliance/due-diligence-materials/](http://www.issgovernance.com/compliance/due-diligence-materials/). Also at that location of our website are materials regarding ISS' compliance policies and procedures, including ISS' Regulatory Code of Ethics and a Due Diligence Compliance Package. We encourage our clients to review these materials. For any inquiries, please contact [disclosure@issgovernance.com](mailto:disclosure@issgovernance.com). Without limitation, and in keeping with internal firewall procedures put in place by ISS, information regarding the identity of corporate issuers that are clients of ISS Corporate Solutions, Inc., a wholly-owned subsidiary of ISS, may not be shared with ISS employees.

Company Name	Ticker	Subscribed Products*	Contract Value (USD)
Company 1	C1	ExecComp Analytics (US), ExecComp Analytics - Consultant Access	27,500.00

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