Global Voting Guidelines 2026

PGGM Investments

Contents

1. Preamble

These PGGM Investments Global Voting Guidelines 2026 hierarchically fall under our Responsible Investment Implementation Framework, which primarily addresses environmental, social and corporate governance (ESG) issues in our listed equities investments and activities. These guidelines are generally applicable for meetings of all companies that are part of the funds and/or segregated accounts managed by PGGM Investments (also referred to as 'PGGM' in this document) on behalf of its client. In all cases where examples are provided in these Global Voting Guidelines, these are used for illustrative purposes only and should not be considered limitative.

As a pension investor, we aim to achieve an optimal return for our client while maintaining a responsible risk profile. Within this core task, we pay particular attention to responsible investment based on the conviction that this can reduce risks and offers opportunities to make a good return with investments that contribute to social and environmental solutions. This is especially true in the long period in which the money of our client is entrusted to us.

PGGM Investments takes into account internationally recognised and/or accepted basic principles on environmental and/or social issues, such as the UN Global Compact, the UN Guiding Principles on Business and Human Rights and the OECD guidelines for multinational enterprises. PGGM is a responsible investor and one of the drafting signatories of the UN-backed Principles for Responsible Investment (PRI). The six principles are created by investors, for investors. They are aimed at developing a more sustainable global financial system by integrating ESG issues in the investment process, being active owners through engagement and voting, asking for more transparency and ESG integration in the investment industry, collaborating towards better implementation of the Principles and reporting investors' activities and progress. PGGM also acknowledges the value of voluntary initiatives, standards and tools such as the IFC/World Bank Standards, the Sustainability Accounting Standards Board (SASB), the Global Reporting Initiative framework, the UNGP Reporting Framework, the UN Sustainable Development Goals (SDGs) and the Task Force on Climate-related Financial Disclosures (TCFD).

2. Basic Voting Principles

i. Voting objectives

Our voting decisions must contribute to our client's fiduciary duty and are based on our client's interests as universal investor and (long-term institutional) shareholder, the impact of these resolutions on the sustainable long-term value creation, the company's business continuity, license to operate and the impact to the ESG performance[1] of the company as a result of these resolutions. The PGGM Investments Global Voting Guidelines 2026 provide practical guidance on PFZW's policy framework for voting activities.

ii. Taking position

When voting we favour clear and decisive voting decisions. For this reason we prefer voting either FOR or AGAINST a resolution on the agenda and see voting ABSTAIN or WITHHOLD as an exception.

iii. Minimum corporate governance standards

We vote AGAINST all resolutions that fail to meet Minimum Corporate Governance Standards[2].

iv. Minimum environmental and/or social principles

We vote AGAINST all resolutions that fail to meet Minimum Environmental (which includes climate, biodiversity, etc.) and/or Social Principles[3].

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[1] Both in financial and non-financial terms, such as minimalizing and/or lower risks (such as reputational risk, environmental risk, social risks such as strikes, etcetera).

[2] PGGM Investments endorses internationally recognised and/or accepted basic principles of good corporate governance and proper checks and balances. It refers to the six basic 'Principles of Corporate Governance' by the Organisation for Economic Development and Co-operation (OECD) and the 'Statement on Global Corporate Governance Principles: Revised' by the International Corporate Governance Network (ICGN). Being a Dutch asset manager with generally only Dutch clients and beneficiaries, our views on specific corporate governance issues are, next to the OECD and ICGN principles, also guided by Dutch law, rules and regulations, the Dutch Corporate Governance Code (2022), and the recommendations of Eumedion (the Dutch representative of the interests of institutional investors in the field of corporate governance) (hereinafter referred to as our 'Dutch Descent'). Accountability, transparency and shareholder rights are key corporate governance issues to PGGM Investments. Locally different views on corporate governance standards and/or local corporate governance codes and/or best practices may be taken into account.

[3] PGGM Investments takes into account internationally recognised and/or accepted basic principles on environmental and/or social issues, such as the UN Global Compact, the UN Guiding Principles on Business and Human Rights and the OECD guidelines for multinational enterprises.

v. Available information/substantiation

We vote AGAINST all resolutions if information is not provided timely and/or insufficiently and/or information is inadequate to make voting decisions in line with these Basic Voting Principles in an informed manner, including – but not limited to – a clear substantiation and/or motivation of the resolution.

vi. Case-by-case

Where these PGGM Investments Global Voting Guidelines 2026 do not provide for an informed voting position, the resolutions will be voted on a case-by-case basis - in line with these Basic Voting Principles.

vii. Conflicts or alignment with basic voting principles

In all cases PGGM may decide to vote AGAINST any proposal if the resolution and/or its consequence are/is deemed to be conflicting with our Basic Voting Principles. PGGM may also decide to vote FOR any proposal that endorses our Basic Voting Principles.

viii. Principle based

These PGGM Investments Global Voting Guidelines 2026 are principle based[4]. We strive that our voting decisions materially live up to these principles and therefore allow ourselves to deviate from a strict interpretation of our voting guidelines should our voting objectives dictate us to do so in specific circumstances. Based on these Basic Voting Principles, the following chapters address some of the most common agenda items and our general default voting position.

[4] It is the spirit and not the letter of a guideline which is important.

3. Operational Items

i. Financial results/Director and auditor reports

Vote FOR approval of financial statements and director and auditor reports, unless:

- The financial statements have not been approved by the auditor;
- There are concerns about the accounts presented or audit procedures used; or
- The company is not responsive to shareholder questions about specific items that should be publicly disclosed.

ii. Appointment of auditors and auditor fees

- Vote FOR the appointment or re-election of auditors and proposals authorizing the board to fix auditor fees, unless:
- There are serious concerns about the accounts presented or the audit procedures used;
- The auditors are changed without explanation;
- Non-audit-related fees are substantial (as in >50% of total audit fees) and/or are routinely in excess of standard annual audit-related fees;
- They have previously served the company in an executive capacity and/or can otherwise be considered affiliated with the company; or
- Serious concerns exist about the integrity and/or reliability of the auditors and/or their firm.

iii. Appointment of internal statutory auditors

Vote FOR the appointment or re-election of statutory auditors, unless:

- There are serious concerns about the statutory reports presented or the audit procedures used;
- Questions exist concerning any of the statutory auditors being appointed; or
- The auditors have previously served the company in an executive capacity and/or can otherwise be considered affiliated with the company.

iv. Allocation of income

Vote FOR approval of the allocation of income, unless:

- The dividend pay-out ratio conflicts with any existing allocation policy and/or has been consistently below 30 percent without adequate explanation; or

v. Share dividend alternative

Vote FOR share (scrip) dividend proposals, unless:

- The proposal does not allow for a cash option, unless management demonstrates that the cash option is harmful to shareholder value.

vi. Amendments to articles of association

Vote amendments to the articles of association on a case-by-case basis, whereby generally:
Vote FOR if the amendments generally provide for an increase of shareholder rights, incorporate and/or improve the compliance with Minimum Corporate Governance Standards, unless:

- A specific amendment is considered to be exceptionally negative for shareholder rights.

Vote AGAINST if the amendments generally provide for a decrease of shareholder rights, relinquish and/or worsen the compliance with Minimum Corporate Governance Standards, unless:

- A specific amendment is considered to be exceptionally positive for shareholder rights.

vii. Voting Standards

Vote AGAINST article amendments concerning the introduction of plurality voting standard(s); and Vote FOR article amendments leading to the abolishment of plurality voting standard(s).
Vote FOR shareholder proposals requesting the introduction of a majority voting standard.

viii. Change in company fiscal term

Vote AGAINST resolutions to change a company's fiscal term, unless:

- The fiscal year is changed to the calendar year.

Lower disclosure threshold for share ownership

Vote AGAINST resolutions to lower the share ownership disclosure threshold below five percent, unless:

- Specific reasons exist to implement a lower threshold[5].

Amend quorum requirements

Vote proposals to amend quorum requirements for shareholder meetings on a case-by-case basis, whereby generally:
Vote FOR if the amendments generally provide for an increase of shareholder rights, incorporate and/or improve the compliance with Minimum Corporate Governance Standards, unless:

- A specific amendment is considered to be exceptionally negative for shareholder rights.

Vote AGAINST the amendments that generally provide for a decrease of shareholder rights, relinquish and/or worsen the compliance with Minimum Corporate Governance Standards, unless:

- A specific amendment is considered to be exceptionally positive for shareholder rights.

Transact other business

Vote AGAINST other business when it appears as a voting item.

[5] Such as legal obligations.

4. Board of directors

Please see the international classification of executive and non-executive directors on pages 13–14.

i. One and two-tier governance structure

Companies in The Netherlands traditionally work with a dualistic governance model (i.e. a two-tier governance structure). In companies with a two-tier governance structure, management and supervision are divided between two company bodies: the management board and the supervisory board. Companies with a one-tier governance structure have a single management board comprised of executive and non-executive directors. In this situation, the latter supervise the former, and there is no supervisory board. Non-executive directors and executive directors have joint oversight responsibility. It is important that independent supervision by non-executive directors is sufficiently ensured. The composition and functioning of a board comprised of both executive and non-executive directors must be such that the supervision by non-executive directors is properly carried out, and independent supervision can be assured.

Best Practices

PGGM requires board nominees and directors to adhere to market best-practice standards at all times. PGGM will therefore oppose the election of board nominees if they did not adhere to market best practice standards on issues not specifically addressed in the policy.

PGGM expects boards to be diverse in the broadest sense: board should be composed of diverse individuals in terms of gender, age, cultural background, tenure, skills, education, experience, expertise and personal qualities that are appropriate to the company's current and long-term business needs. As much as possible, we would like to see a similar diverse composition on the board as within the rest of the organisation. As a minimum requirement for balanced gender representation on boards we require – for both one-tier and two-tier boards – that at least 30% of the seats be held by women and at least 30% by men. The Dutch law 'Ingroeiquotum en Streefcijfers', introduced on January 1st, 2022, regulates that companies that fail to have at least 30% of women and at least 30% of men on their management and supervisory boards cannot elect any new board members until they adhere to this percentage.

PGGM encourages companies to disclose the gender, age, cultural background, tenure, skills, education, experience, expertise and personal qualities of the board in a board matrix.

Directors' responsibilities and duties are increasingly complex, demanding and time-consuming. PGGM believes that directors must be able to devote the time and energy necessary to responsibly fulfil their commitment to the company and effectively represent shareholders' interests. Generally, PGGM believes that:

- Directors should not hold more than five mandates at listed companies;
- A non-executive directorship counts as one mandate;
- A non-executive chairmanship (or lead independent director/senior independent director) counts as two mandates; and
- A position as executive director (or a comparable role) is counted as three mandates.

Also, we consider any person who holds the position of CEO and/or executive director (or a comparable role) at one company and a non-executive chairman (or lead independent director/senior independent director) at a different company to be overboarded.

Voting items

i. Director elections (executive and/or non-executive)

General – all elections

Vote FOR directors (in case of bundled elections, individual elections, shareholder nominees or employee and labour representatives), unless:

- There are clear concerns over the total composition of the board and/or expertise of directors;
- The proposed candidate is considered to be a non-independent director (executive or non-executive) and is becoming a member of a board that comprises less than 50% independent directors after being elected;
- The proposed candidate is considered to be a non-independent director (executive or non-executive) and is becoming a member of the audit committee after being elected;
- The proposed candidate is an executive director and is becoming a member of an audit, nomination and/or remuneration committee;
- The proposed candidate is considered to be a non-independent director and is becoming Chair of one of the board committees after being elected;

- The company failed to establish any board committees;
- The level of attendance falls below 75% of the meetings during the preceding year and no plausible explanation is provided (in countries where this information is disclosed);
- One of the proposed candidates will serve both as Chair and Chief Executive Officer (CEO);
- For continental Europe and UK:
    - The proposed candidate holds more than five mandates at listed companies. A non-executive directorship counts as one mandate, a non-executive chairmanship counts as two mandates, and a position as executive director (or a comparable role) is counted as three mandates;
    - The proposed candidate holds the position of executive director (or a comparable role) at one company and a non-executive chair at a different company;
- For US: the proposed candidate sits on more than five listed company boards, or is an executive director (or a comparable role) of a listed company who sits on the boards of more than two listed companies besides their own – withhold only at their outside boards;
- There are clear concerns over questionable finances or restatements;
- There have been questionable transactions with conflicts of interest;
- There are any records of abuses against (minority) shareholder interests;
- The company engages in activities considered counterproductive for a timely transition to a low-carbon society (determined on an ad hoc basis and dependent on the degree of controversy, e.g., pro fossil fuel lobbying is exposed); or
- There are specific concerns about the individual, such as criminal wrongdoing or breach of fiduciary responsibilities.

PGGM will vote against Chair of the nominating and/or governance committee if the board only consists of non-executive directors of the same gender.

Vote AGAINST the reelection of ALL directors (in case of bundled elections, individual elections, shareholder nominees or employee and labour representatives), and the discharge if applicable, if the company is considered very carbon intensive (for example companies is sectors such as Energy, Utilities, Industrials, Materials, and Autos) and scores lower than 3 as measured through the climate management quality score by the Transition Pathway Initiative (TPI).[6] We will continue voting AGAINST the reelection of directors of these companies if these companies do not show sufficient progress in developing and implementing a Paris-aligned decarbonisation strategy. We elaborate further on our climate-related voting guidelines in section 9.

Bundled elections

In case of bundled elections, vote FOR management nominees[7] in the election of directors, unless:

- There is a vote FOR one of the shareholder nominee/shareholder nominees;
- There is a vote FOR one of the employee and/or labour representatives.

If one (or more) of the elements above is applicable, PGGM Investments will vote against the entire slate of directors.

Individual elections

In case of individual elections, vote FOR individual management nominees, unless:

- There is a vote FOR the shareholder nominee/shareholder nominees;
- There is a vote FOR the employee and/or labour representatives; or
- There is a shareholder nominee on the ballot.

Employee and labour representatives

Vote FOR employee and/or labour representatives if they sit on either the audit or compensation committee and are required by law to be on those committees, unless:

- There are clear concerns over the total composition of the board and/or expertise of the director; or
- There are specific concerns about the individual, such as criminal wrongdoing or breach of fiduciary responsibilities.

Vote AGAINST employee and/or labour representatives if they sit on either the audit or compensation committee, if they are not required to be on those committees, unless:

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[6] When there is no TPI score/assessment available this analysis will be done in-house.
[7] Nominees proposed by and/or proposals made by the (management) board of the company.

- There are clear benefits and/or advantages in the composition of the board and/or expertise of director; or
- They demonstrate a clear ability to contribute positively to board deliberations.

In markets where companies are obliged by law to have a minimum number of employee and/or labour representatives on the board, such as Germany and France, employee and/or labour representatives should not be taken into account in determining the level of independence of the board as whole. In these cases the level of independence of the other board members combined should be at least 50%.

ii. Classification of Directors

As opposed to supervisory board members in two-tier boards, non-executive directors in one-tier boards have a closer involvement with the company's management on topics such as strategy and performance. For simplification reasons we generally treat these two systems in the same way and treat managing directors as executive directors and supervisory board members as non-executive directors ('NED'), unless this is for specific legal reasons.

With regard to director classification, PGGM Investments applies the following criteria:

Non-independent Director

- Employee or executive of the company;
- Any director who is classified as a non-executive, but receives salary, fees, bonus, and/or other benefits that are in line with the highest-paid executives of the company;
- Any director who is attested by the board to be non-independent;
- Any director who has been on the board for over 12 years;
- Any director specifically designated as a representative of a significant shareholder of the company (holding or controlling (directly or indirectly) at least 10% of the company's shares;
- Any director who is also an employee or executive of a significant shareholder of the company;
- Beneficial owner (direct or indirect) of at least 10% of the company's shares, either in economic terms or in voting rights (this may be aggregated if voting power is distributed among more than one member of a defined group, e.g., family members who beneficially own less than 10% individually, but collectively

own more than 10%), unless market best practice dictates a lower ownership and/or disclosure threshold (and in other special market-specific circumstances);

- Government representative;
- Any director who has had an important business relationship with the company, or a company associated with it, in the year prior to the appointment. This includes the case where the board member, or the firm of which he is a shareholder, partner, associate or adviser, has acted as adviser to the company (consultant, external auditor, civil notary and lawyer) and the case where the board member is a management board member or an employee of any bank with which the company has a lasting and/or significant relationship;
- Any director who receives personal financial compensation from the company, or a liaised company, other than the compensation received for the work received as a board member;
- Represents customer, supplier, creditor, banker, or other entity with which company maintains transactional/commercial relationship (unless company discloses information to apply a materiality test[8]);
- Any director who has conflicting or cross-directorships with executive directors or the chairman of the company;
- Relative[9] of a current employee of the company or its affiliates;
- Relative[9] of a former executive of the company or its affiliates;
- A new appointee elected other than by a formal process through the General Meeting (such as a contractual appointment by a substantial shareholder);
- Founder/co-founder/member of founding family but not currently an employee;
- Former executive with less than 5 year cooling off period; or

[8] For purposes of director independence classification, 'material' will be defined as a standard of relationship (financial, personal or otherwise) that a reasonable person might conclude could potentially influence one's objectivity in the boardroom in a manner that would have a meaningful impact on an individual's ability to satisfy requisite fiduciary standards on behalf of shareholders.

[9] 'Relative' follows the Dutch corporate governance code definition of spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.

- Any material[8] connection, either directly or indirectly, to the company other than a board seat.

Employee Representative

Represents employees or employee shareholders of the company (classified as 'employee representative' and is considered a non-independent NED). Their non-independence is however not taken into account when determining the independence of the board as a whole for the purpose of director elections.

Discharge of board and management

Vote FOR discharge of the board and management, unless:

- A (valid) discharge of directors from liabilities disproportionably hinders legal claims against directors;
- There are serious questions about actions of the board and/or management for the year in question; or
- Legal action is being undertaken against the board and/or management by other shareholders, which we deem relevant and/or material.

Vote AGAINST proposals to remove approval of discharge of board and management from the agenda.

Director, officer, and auditor indemnification and liability provisions

Vote proposals seeking indemnification and liability protection for directors and/or officers on a case-by-case basis, whereby we are generally reluctant to vote in favour of proposals that seek for indemnification and liability protection for directors and/or officers, whether it is in the articles of association (bylaws), management and/or employment agreement and/or otherwise.
Vote AGAINST proposals to indemnify auditors.

Board Structure

Vote FOR proposals to fix board size, unless

- The number of board members is lower than three (<3) for the management and/or supervisory board (two-tier) or lower than five (<5) for a one-tier board; or
- The number of board members is higher than fifteen (>15).

Vote AGAINST the nomination committee when less than 30% of the board seats are held by women and less than 30% of the board seats are held by men, unless an adequate explanation is provided.

In markets where information on director ethnicity is available and regulation is applicable, vote AGAINST the nomination committee when there is not at least one director from an ethnic minority on the board, unless an adequate explanation is provided.

Vote AGAINST the introduction of classified boards and mandatory retirement ages for directors.

Vote AGAINST proposals to alter board structure or size in the context of a fight for control of the company and/or its board.

Vote AGAINST proposals to have or result to having more executive directors than non-executive directors on the board.

Vote AGAINST proposals to combine the position of CEO and Chairman of the board into one person.

Vote FOR proposals to split the position of CEO and Chairman of the board over two persons.

5. Remuneration

Best Practices

PGGM believes that fixed salaries are payment for achieving what is expected. In principle, fixed salaries are a fair exchange for executing the job in a reasonable and responsible manner.

Remuneration is paid for the creation of long-term financial performance and sustainable value and remuneration policies incorporate a broad stakeholder perspective.

Intrinsic non-financial motivators are important and should be given significant weighting in the overall rewards system.

PGGM strongly encourages companies to include sustainability criteria (for example, climate-related) with concrete targets into their remuneration plans. These criteria should be challenging and meaningful in relation to the company's business.

PGGM believes that employees and management should be granted variable remuneration only in circumstances in which they meet or exceed challenging financial performance and sustainable long-term value targets.

PGGM encourages companies to adopt an approach in which variable remuneration can only take the form of restricted ordinary listed shares of the company and/or cash, with a preference for restricted ordinary shares.

Upon grant date, variable remuneration is limited to a reasonable multiple of fixed remuneration per individual per annum.

PGGM believes that variable incentive grants should be in ordinary listed shares only and vest over time in five equal annual instalments and should be retained for a minimum period of 5 years. All vested variables must be held through to a minimum of 1 year after departing from the company, provided the vested variable incentives are retained for a minimum period of 5 years.

PGGM encourages companies to bring executive compensation in line with the culture of the company and to disclose the ratio between CEO and median or average employee pay.

PGGM believes that remuneration plans must be subject to clawback mechanisms that can be used to recover (i) remuneration that was awarded based on incorrect (financial) information or has created undesirable outcomes depending on circumstances and/or (ii) decisions that have had, in retrospect, negative impacts on society and/or the environment.

PGGM is of the opinion that non-executive directors in a one-tier board and supervisory board members in a two-tier board should be awarded a fixed amount in cash fees only and that reflect their individual experience and qualifications whilst also based on the expected time commitment.

The remuneration of non-executive directors in a one-tier board or supervisory board members in a two-tier board should promote an adequate performance of their role and should not be dependent on the results of the company. Additional fees for taking further responsibilities such as senior independent director, deputy chairman, committee chairs may be warranted. Meeting attendance fees or special one-off awards should be discouraged.

Vote proposals that bundle compensation for both non-executive directors/supervisory board members and executive directors into a single resolution on a case-by-case basis, whereby PGGM is generally reluctant to vote in favour since we generally oppose to the bundling of resolutions on the agenda when shareholders – like in these cases – should be able to vote on these resolutions in an unbundled manner.

To ensure alignment with (other) shareholders, PGGM strongly encourages executive directors to build up, and maintain, a significant shareownership (of at least 5 times their annual base salary) in the company they work for.

Voting items

Executive Director Remuneration

Vote FOR proposals to award cash and/or ordinary listed shares to executive directors, unless:

- The executive remuneration and/or remuneration policy/structure does not endorse two objectives: (i) Remuneration is paid for the creation of long-term financial absolute returns and sustainable value and (ii) remuneration policies incorporate a broad stakeholder perspective;
- The level and composition of executive remuneration is not consistent with the company's general remuneration policy/structure;
- The remuneration of an executive is not structured in a transparent, clear and comprehensible manner in such a way as to strike a balance between fixed and variable components of remuneration, and within the variable components, between the achievement of short-term and long-term objectives and between pecuniary and non-pecuniary components, whereby the required proportions depend on market conditions and the concrete circumstances in which the company operates
- The remuneration structure does not focus to a considerable extent on achieving the company's long-term objectives and strategies, meaning, under normal circumstances, when the long-term bonus does not constitute a greater part of the total remuneration than the annual (short-term) bonus;

- The remuneration plans allow for any variable pay that is non-performance based (e.g. one-off awards outside of the normal incentive plan, such as retention awards or other discretionary compensation);
- The remuneration plans contain a time-based element which exceeds 20% of total realized pay;
- The remuneration plans allow for vesting of unvested variable remuneration in case an executive director decides to leave voluntarily;
- The remuneration plans are not subject to clawback mechanisms that can be used to recover remuneration that was awarded based on incorrect information;
- The remuneration plans allow for awards other than ordinary listed shares and/or cash, such as share options;
- The granting of the variable components of the remuneration is:
  - not made mainly dependent on the realisation of a limited number of clearly quantifiable and challenging objectives communicated in advance; and/or
  - the objectives have not been published, unless this is contrary to an overriding interest of the company;
- The vesting period of the non-cash related variable remuneration is less than 3 years
- The cash portion exceeds 50% of total variable pay;
- The non-executives/remuneration committee does not at all times have the discretionary power to adjust the level and/or outcome of the variable remuneration components to be granted in order to avoid unfair outcomes (for example, in the event of a takeover and/or to prevent dismissals and/or special write-offs). This authority primarily concerns possibility for the non-executives/remuneration committee to determine the size of the variable remuneration elements to be paid to adjust it downwards before it becomes unconditional.;

- In the case of a public offer, legal merger or demerger, any variable remuneration components granted conditionally and/or rights to shares are not settled at most in proportion to the elapsed performance period;
- The amounts are excessive relative to other companies in the country and/or industry; or

Non-Executive Director Remuneration for one-tier boards

Vote FOR compensation proposals for non-executive directors that are members of a one-tier board, unless:

- It contains any components other than a fixed amount of cash and/or a pre-determined fixed value of restricted ordinary listed shares;
- The non-executive remuneration and/or remuneration policy/structure does not endorse three objectives. (i) Remuneration is paid for the creation of long-term financial absolute returns and sustainable value and (ii) remuneration policies incorporate a broad stakeholder perspective, and (iii) to prevent non-executives from focusing on the short term;
- There is no obligation to hold the awarded pre-determined fixed value of restricted ordinary listed shares for a minimum of 1 year after departing from the company; or
- The amounts at the moment of the total award are excessive relative to other companies in the country and/or industry.

Supervisory Board Member Remuneration for two-tier boards

Vote FOR compensation proposals for non-executive directors that are members of a two-tier board that only include cash fees, unless:

- The non-executive remuneration and/or remuneration policy/structure does not endorse three objectives: (i) to enable the cost-efficient recruitment and retention of qualified and competent non-executives, (ii) to stimulate non-executives to create stakeholder value in the long term, and (iii) to prevent non-executives from financial gain by focusing on the short term; or

- The amounts are excessive relative to other companies in the country and/or industry.
- Vote AGAINST proposals to introduce any other benefits, such as option based components and/or retirement benefits for non-executive directors and supervisory board members.

6. Capital structure

i. Share issuance requests

General issuances:

Vote AGAINST proposals to authorise the board to issue ordinary shares[10] with or without priority/preferential rights, unless:

- The maximum of all authorisations does not exceed ten percent (10%) of the currently issued capital in normal circumstances and/or does not exceed an additional ten percent (10%) of the currently issued capital in cases of share-based mergers and/or acquisitions and the authorisation does not exceed a period of 18 months.

Vote FOR proposals to authorise the board to issue shares with pre-emptive rights to a maximum of fifty percent (50%) over currently issued capital, unless:

- The authorisation exceeds a period of 18 months.

Vote FOR proposals to authorise the board to issue shares without pre-emptive rights to a maximum of ten percent (10%) of currently issued capital with a maximum of an additional ten percent (10%) of currently issued capital for specific situation such as mergers and acquisitions, unless:

- The authorisation exceeds a period of 18 months.

Specific issuances:

Vote on a case-by-case basis on all requests to issue shares, with or without pre-emptive rights.

ii. Increases in authorised capital

Vote FOR non-specific proposals to increase authorised capital up to hundred percent (100%) over the current authorisation unless the increase would leave the company with less than thirty percent (30%) of its new authorisation outstanding, unless:

- The authorisation exceeds a period of 18 months.
- Vote FOR specific proposals to increase authorised capital to any amount, unless:

[10] And any other instruments such as convertible shares and/or other derivatives.

- The increase would leave the company with less than thirty percent (30%) of its new authorisation outstanding after adjusting for all proposed issuances; or
- The authorisation exceeds a period of 18 months.

Vote AGAINST proposals to adopt unlimited capital authorisations.

iii. Reduction of capital

Vote FOR proposals to reduce capital for routine accounting purposes if the terms are favourable to shareholders, unless:

- The authorisation exceeds a period of 18 months.

Vote proposals to reduce capital in connection with corporate restructuring on a case-by-case basis.

iv. Capital structures

Vote FOR resolutions that seek to maintain or convert to a one-share, one-vote capital structure.
Vote AGAINST requests for the creation or continuation of dual-class capital structures and/or the creation of new and/or additional supervoting shares.

v. Preferred shares

Vote FOR the creation of a new class of preferred shares and/or for issuances of preferred shares up to 50 percent of issued capital unless the terms of the preferred shares would adversely affect the rights of existing shareholders.
Vote FOR the creation/issuance of convertible preferred shares as long as the maximum number of ordinary shares that could be issued upon conversion meets PGGM Investments' guidelines on equity issuance requests.
Vote AGAINST the creation of a new class of preference shares that would carry superior voting rights to the ordinary shares.
Vote AGAINST the creation of blank check preferred shares.
Vote AGAINST the creation of blank check preferred authorisations.

vi. Debt issuance requests

Vote non-convertible debt issuance requests with or without pre-emptive rights on a case-by-case basis.
Vote FOR the creation/issuance of convertible debt instruments as long as the maximum number of ordinary shares that could be issued upon conversion meets PGGM Investments' guidelines on equity issuance requests.
Vote FOR proposals to restructure existing debt arrangements, unless:

- The terms of the restructuring would adversely affect the rights of shareholders.

vii. Pledging of assets for debt

Vote proposals to approve the pledging of assets for debt on a case-by-case basis.

viii. Increase in borrowing powers

Vote proposals to approve increases in a company's borrowing powers on a case-by-case basis.

ix. Share repurchase plans

Vote FOR share repurchase plans, unless:

- The resolution does not provide for a maximum repurchase price or the maximum price is more than 10% above the share price 0 to 5 days prior to the repurchase date. If deviation timeframe is not given PGGM will support repurchase plans as long as the maximum price is more than 10% above the share price;
- The plan provides for more than 10% of the issued share capital being repurchased;
- The proposed timeframe for the plan is longer than 18 months;
- There is clear evidence of past abuse of the authority;
- The plan contains no safeguards against selective buybacks; or
- The company does not have any limitations in place with regard to the maximum percentage of issued share capital held in treasury or if this limit is higher than 10%.

x. Reissuance of shares repurchased

Vote FOR requests to reissue any repurchased shares, unless:
The repurchasing of shares is not in accordance with the share repurchase plan on the basis whereof the shares are being repurchased; or
There is clear evidence of abuse of this authority in the past.

xi. Capitalisation of reserves for bonus issues/Increase in par value

Vote AGAINST requests to capitalise reserves for bonus issues of shares and/or to increase par value, unless:

- The board has no existing issuance or repurchase authorisation in place to cover the incurred costs.

7. Other items

i. Reorganisations/Restructurings

Vote reorganisations and/or restructurings on a case-by-case basis, taking into account – amongst others – the social aspects of reorganisations and/or restructurings.

ii. Mergers and acquisitions (M&A)

Vote case-by-case on mergers and acquisitions taking into account the following:
For every M&A analysis, we review publicly available information as of the date of the report and evaluate the merits and drawbacks of the proposed transaction, balancing various and sometimes countervailing factors including -- but not limited to and in a random order-:

- Valuation - Is the value to be received by the target shareholders (or paid by the acquirer) reasonable?
- While the fairness opinion may provide an initial starting point for assessing valuation reasonableness, we place emphasis on the offer premium, market reaction, and strategic rationale.
- Strategic rationale - Does the deal make sense strategically?
- From where is the value derived? Cost and revenue synergies should not be overly aggressive or optimistic, but reasonably achievable. Management should not have a unfavourable track record of unsuccessful integration of historical acquisitions.
- Governance - Will the combined company have a better or worse governance profile than the current governance profiles of the respective parties to the transaction?
- If the governance profile is to change for the worse, the burden is on the company to prove that other issues (such as valuation) outweigh any deterioration in governance; and
- Social and environmental issues.
- Conflicts of interest - Are insiders benefiting (disproportionately and inappropriately) from the transaction as compared to non-insider shareholders?

We will also consider whether any special interests may have influenced these directors and officers to support or recommend the merger.

iii. Mandatory takeover bid waivers

Vote proposals to waive mandatory takeover bid.

Reincorporation proposals

Vote reincorporation proposals on a case-by-case basis.

Expansion of business activities

Vote resolutions to expand business activities unless on a case-by-case basis.

Related-party transactions

Vote related-party transactions on a case-by-case basis.

Antitakeover mechanisms

Vote AGAINST all antitakeover proposals, unless: They are structured in such a way that they give shareholders the ultimate decision on any proposal and/or offer and provided that they are limited in time.

8. Shareholder proposals

Vote FOR all shareholder proposals, unless:

- The shareholder proposal has insufficient relevance to the company;
- The shareholder proposal is not in accordance with the PGGM Global Voting Guidelines 2026;
- The board manages to successfully invalidate the relevance to the company and/or otherwise successfully demonstrate that shareholders should not vote for the shareholder proposal; or
- The shareholder proposal qualifies as a climate change mitigation, nature and biodiversity loss, human rights or health-related proposal. For these proposals, please refer to sections 9, 10, 11 and 12 of these PGGM Investments Global Voting Guidelines 2026.

9. Climate change mitigation

Best Practices

Investors and other stakeholders are increasingly concerned about companies' resilience and contribution to climate change, which is widely seen as one of the top global risks. The interaction between companies and climate change is twofold. First, climate change poses a financial risk to companies (*outside-in*). For example, the expected global temperature increase aggravates the risk of droughts, directly affecting food companies. In addition, heatwaves can cause a decrease in productivity, resulting in lower revenues and operating income. And strengthened regulation of externalities, such as carbon pricing, affects the value of polluting firms. Second, the companies PGGM invests in directly impact the climate (*inside-out*). The strongest driver of this impact is greenhouse gas emissions, which need to be reduced substantially to achieve the objectives of the Paris Agreement.

To ensure that beneficiaries' investments are aligned with their sustainability values, PFZW signed a commitment to be a Net Zero Asset Owner by 2050. This means that PGGM's climate strategy focuses on having a net-zero portfolio in 2050 aligned with the Paris goal of limiting the global average temperature to 1.5°C above pre-industrial levels. We recognise that this requires a systems approach with substantial changes in the supply and demand of energy, changes in agricultural production, and changes in consumption patterns. Therefore, we engage with portfolio companies and assist them in setting and implementing a decarbonisation plan that considers these factors. We expect, and ask, from companies to report on their scope 1, 2 and 3 emissions.

When voting on climate issues, we assess proposals on their alignment with the Paris goals. For example, when a company offers a vote on their decarbonisation plan, we will vote in favour whenever the company has set emission reduction targets aligned with a 1.5°C pathway and supplements this with a credible implementation strategy. Whenever PGGM believes that the implementation of the proposed decarbonisation plan does not sufficiently contribute to the Paris goals, we will vote against.

Voting items

Say on climate

Management-sponsored "Say on Climate" proposals have become more common. In such proposals, companies give their shareholders an advisory vote on the company's decarbonisation strategy. PGGM only votes FOR decarbonisation strategies that are consistent with the goals of the Paris Agreement. Such a strategy should include, amongst others, the following elements:

- Science-based emission reduction targets for all scope 1, scope 2, and - where material - scope 3 emissions.
    - PGGM evaluates scope 3 reduction targets on a case-by-case basis and considers, among other things, the materiality of scope 3 emissions for the sector, the company's range of influence, the realism of the reduction pathway, and financial implications.
    - The company minimizes its reliance on offsets and nature-based solutions in meeting its emission reduction targets, with the exception of the food industry.
- Capital expenditure plans that support the company's emission reduction targets.
- Sufficient board oversight on climate, including climate-related key performance indicators in executive compensation.
- Disclosure of climate-related risks and opportunities, preferably via the TCFD framework.
- Reporting publicly on scope 1, 2 and 3 emissions

Given the complexity of the climate transition, we evaluate say-on-climate proposals on a case-by-case basis and add elements to our evaluation that are tailored towards the company's industry.

Other management-sponsored climate proposals

Vote FOR climate-related proposals by management, unless:

- The proposal would delay necessary decarbonisation strategies;
- The proposal would reduce the company's preparedness for a low-carbon world.

Directors

PGGM will vote against the re-election of directors in companies from carbon intensive sectors (Energy, Utilities, Materials, Industrials, and Food) that have not set a GHG target. This will be done at the discretion of the engagement analyst, who can opt not to do it if it would not be beneficial to our engagement.

Shareholder proposals

Vote FOR climate-related shareholder proposals that:

- Ask for enhanced disclosure on climate-related risks and opportunities, preferably via the framework of the TCFD;
- Request the company to advance their climate transition plans, for example by setting reduction targets on their scope 1 and/or 2 emissions, and/or– where possible and material – scope 3 reduction ambitions;
- Request more transparency on corporate lobbying and membership of industry organisations;
- Submit non-executive board member candidates who have relevant climate-related expertise and/or asking to increase relevant climate-related expertise on the board-level where such knowledge is currently absent and where climate-related risks are material in the near future; or
- Ask for linking executive pay to climate change targets when material and properly specified.
- Ask companies to publicly report on their scope 1, 2 and 3 emissions

Vote AGAINST all other climate-related shareholder proposals, such as – but not limited to – proposals that ask companies to commit to scenarios considered unrealistic and/or which would put them at an unreasonable competitive disadvantage to other companies in their sector.

10. Nature and biodiversity loss

Best Practices

Nature and biodiversity loss represent a systemic risk for the economic system since productive processes depend upon natural resources and ecosystem services.

Since productive processes depend upon natural resources, economic activities will inevitably have a certain degree of negative impact on nature. Nevertheless, PGGM expects investee companies to mitigate the extent of their negative impact by embedding the preservation of nature into their strategies and by adopting virtuous practices such as resource efficiency, circular design and processes, and sustainable procurement. Moreover, by adopting regenerative practices, nature-based solutions, and investing in nature restoration, companies can contribute to fostering nature and biodiversity. The specific mitigants and strategies depend on the type and location of a company's operations.

PGGM encourages companies to take action to understand and mitigate their contribution to the direct drivers of biodiversity and nature loss as defined by the Science-Policy Platform on Biodiversity and Ecosystem Services (IPBES). Namely, (1) changes in the use of land and sea, (2) the exploitation of organisms, (3) climate change[11], (4) pollution, and (5) species invasions.

PGGM acknowledges that guidance and frameworks allowing for a consistent and systematic methodology to address the impact and dependencies of companies on nature are still under development. Despite this challenge and the complexity of the topic, we encourage our investees to develop and implement policies in those areas where tools are more mature (e.g., deforestation). Moreover, we encourage our investees to start collecting the relevant data and assessing their exposure to nature-related risks, impacts and opportunities according to the principles of the final guidance provided by the Taskforce of Nature-related Financial Disclosures (TNFD) and the Science-based Targets Network (SBTN).

PGGM assesses resolutions on their financial, environmental, and social merits. PGGM's vote on any given shareholder proposal does not reflect our view of the importance of the issue at the heart of that proposal. A vote against a nature-related resolution does not imply that PGGM is not supportive of action to address nature and biodiversity loss. Instead, it could be that PGGM is of the view that the resolution is ineffective in reducing the negative impact of the company on nature. This could be the case, for instance, if

[11] Best practices are presented in the dedicated section

companies are incentivised to sell assets to competitors, or if competitors can easily (and are willing to) take over market share.

Voting items

Vote FOR shareholder proposals that:

- Ask companies to assess, monitor and disclose how they contribute to nature depletion via their own operations and supply chains;
- Ask companies to assess, monitor and disclose their direct and indirect exposure to specific nature-related risks (deforestation, water) and/or their dependency to ecosystem services;
- Ask companies to adopt a no deforestation[12] target;
- Ask companies to adopt policies and targets to improve the level of traceability in their supply chain;
- Ask companies to develop and/or disclose the grievance mechanisms in place to deal with eventual incidents of deforestation or pollution in own operations and supply chain;
- Ask companies to adopt targets and policies to improve resource-use (materials and water) intensity;
- Ask companies to adopt a target to increase the recyclability of materials produced and proportion of recycled materials produced;
- Ask companies to adopt a target to use of recycled or other non-virgin materials in the share of materials used;
- Ask companies to develop and implement policies to reduce the waste and/or pollution produced within direct and indirect operations;
- Ask companies to adopt water management systems, policies or targets to minimize their water consumption and their impact on water resources

[12] A "net deforestation" target is not considered sufficient.

- Request more transparency on corporate lobbying and membership of industry organisations;
- Submit non-executive board member candidates who have relevant nature-related expertise and/or asking to increase relevant nature-related expertise on the board-level where such knowledge is currently absent and where nature-related risks are material in the near future;

Vote AGAINST nature-related shareholder proposals that ask companies to set over-prescriptive and unrealistic targets and/or which would put them at an unreasonable competitive disadvantage to other companies in their sector.

PGGM encourages companies to include (non-financial) biodiversity and nature-related metrics in their executive remuneration plans when material. By doing so companies can ensure that executives are incentivised to successfully implement the company's access strategies.

When deemed necessary, PGGM will vote against the (re)election of directors who can be held accountable for companies not taking up their responsibilities to mitigate their negative impact on nature and biodiversity.

11. Human Rights

Best Practices

In 2018, PFZW signed the International Responsible Business Conduct Agreement (or in Dutch: IMVB-Covenant) where OECD Guidelines for Multinational Enterprises (OECD Guidelines) and the UN Guiding Principles on Business and Human Rights (UNGPs) are taken as the basis for identifying, prioritizing, and addressing potential or actual negative impact. Through our investments, PGGM seeks to contribute to a society in which economic development is not at the expense of human rights.

We, therefore, ask our investee companies to not only identify salient human rights risks in their business and supply chains but also ensure that a robust policy and implementation plan are in place to protect human rights. PGGM recognises that more stringent rules and regulations on human rights are gradually being introduced. These will strengthen the enforcement of human rights standards at companies and their supply chains.

During the COVID-19 pandemic, human rights-related incidents significantly increased. This shows that social and economic crises will influence the vulnerable the most. In a global society facing multiple challenges, human rights are largely at risk. Be it the garment workers who cannot receive payments on time due to changes of orders in the pandemic, or mining workers whose labor rights are not well respected in the energy transition (just transition), PGGM aims to leverage our influence in making a positive impact on human rights.

PGGM uses the UNGPs as a frame of reference for the way in which we view our responsibility and the responsibility of (potential) investee companies with regard to respecting human rights.

Voting items

Vote FOR human rights-related shareholder proposals that:

- Request companies to improve human rights due diligence in the supply chain;
- Request companies to improve labor conditions (such as, but not limited to, paid sick leave, support freedom of association)
- Request companies to respect land rights of stakeholder concerned (such as, but not limited to, free, prior and informed consent (FPIC) of indigenous peoples);
- Request companies to address discrimination and to protect rights of vulnerable groups;
- Ask for companies to measure the human rights impact of their products and/or services (whether positive or negative);
- Ask for human rights expertise on the board;
- Request more transparency on corporate lobbying and membership of industry organisations;
- Ask for more transparency on companies' efforts to mitigate human rights risks (such as, but not limited to, child labor and forced labor in own operations and the supply chain);
- Ask for better reporting and/or transparency on any other human rights-related subject (such as, but not limited to, just transition, data privacy, and responsible artificial intelligence)

Due to the diversity of human rights topics, we provide more specific guidance in the following.

Living wage and living income

Earning a living wage or living income is a human right. A living wage or living income should fulfill elements of a decent standard of living, including food, water, housing, education, healthcare, transportation, clothing, and other essential needs including provisions for unexpected events.[13] In many countries, such level of compensation exceeds

[13] PGGM adopts living wage and living income definition by the Global Living Wage Coalition.

what is legally required. We therefore ask companies to share responsibilities in promoting living wages and living incomes in their own operations and in their supply chain.

PGGM is a member of the Platform Living Wage Financials (PLWF). Over the years the platform has evaluated a set of companies in garment, agriculture, and food sector, which have significant impact on living wage and living income. PGGM uses PLWF's assessment results to instruct its voting.

Voting items

Vote AGAINST the re-election of ALL directors if the company is downgraded by the PLWF in comparison to the previous year. A decision can be subject to other considerations, such as, but not limited to, change of the methodology of PLWF's assessment.[14]

Vote AGAINST the re-election of ALL directors if the company remains to be in the lowest category of PLWF's assessment for multiple years. A decision can be subject to other considerations, such as, but not limited to, evidence of meaningful efforts on living wage that is not sufficiently considered in the assessment.

Vote FOR living wage and living income related shareholder proposals that:

- Request companies to promote living wage and living income;
- Ask for companies to measure living wage and living income gap;
- Ask for more transparency on companies' efforts to close living income gap.

Diversity, Equity & Inclusion (DEI)

Diversity, Equity and Inclusion has become a regularly discussed topic within companies' boardrooms since recent years. Companies are increasingly pledging to become more diverse and inclusive and governmental policies are following suit. While in the past years , companies have particularly focused on gender on executive and non-executive boards, social unrest and protests that erupted over racism have broadened the scope of the discussion.

Furthermore, governmental policies are increasingly addressing DEI. In the Netherlands, there has been a legal requirement for listed companies to improve the share of women on boards to 30% since 2021.

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[14] This guideline is not applicable to agriculture, food, and retail companies in 2026 due to a significant change of the methodology of PLWF's assessment on these sectors.

Voting items

Vote FOR DEI-related shareholder proposals that:

- Request companies to increase the diversity of the executive board and/or supervisory board, other levels of management or the general workforce
- Ask companies to disclose and close gender pay gap, including unadjusted pay gap.
- Request asking companies to improve the transparency and/or disclosure of diversity within the organisation or perform a diversity-related audit, including but not limited to racial equity audits, if the local legal environment allows
- Ask companies for transparency on the effectiveness of Diversity, Equity and Inclusion commitments, policies and efforts

12. Health

Best Practices

Health is a very important subject to PGGM, given its strong connection to the healthcare sector.

Health can encompass many subjects, such as access to affordable healthcare and medicines, but also preventive measures companies can take to ensure people lead healthy lives. Over the past decades, other significant risks to global health have also arisen. These risks include issues such as anti-microbial resistance (for example, through the excessive use of antibiotics for patients and farm animals), the unsafe discharge of antibiotics, and the risk of global pandemics.

We consider access to healthcare to be the most prominent health-related issue. Therefore, it has been a central element of our engagement efforts for many years. We believe that healthcare companies have the responsibility, within reason, to ensure their products are available and affordable to everyone who needs them, regardless of location or financial position.

Another prominent issue is the increasing risk of pandemic outbreaks (such as Covid-19), which has shown that, apart from posing a global health risk, there are also opportunities and responsibilities for companies active in healthcare-related sectors. For example, several vaccine producers have been very successful during the pandemic, both from a societal impact as well as a financial perspective. This does however also bring along the responsibility of improving global access to these vaccines as well. In our engagement and voting, we call on companies to take up these responsibilities.

Voting items

Vote FOR health-related shareholder proposals that:

- Request companies to improve/enhance access to healthcare/medicines;
- Ask for companies to measure the societal/health impact of their products and/or services (whether positive or negative);
- Ask for more transparency on companies’ efforts to help mitigate global health risks (such as, but not limited to, pandemic outbreaks and anti-microbial resistance);

- Request consumer information/education on the negative health effects of their products;
- Request more transparency on corporate lobbying and membership of industry organisations; or
- Ask for better reporting and/or transparency on any other health-related subject.

PGGM actively encourages healthcare companies to include (non-financial) health access metrics in their executive remuneration plans. By doing so, companies can ensure that executives have a financial incentive to implement the company's healthcare access strategies successfully.

When deemed necessary, PGGM will vote against the (re)election of directors who can be held accountable for companies not taking up their responsibilities to safeguard access to healthcare. As a consequence, PGGM can also decide to vote against remuneration plans, especially if the design of these plans runs contrary to the objectives of improving healthcare access.

12. Responsible Tax

Best Practices

Taxes play a vital role for a well-functioning society and achieving sustainable development. From a tax perspective, PGGM expects companies to act responsibly, apply good governance, and report transparently. Public tax reporting will enable PGGM, as an investor, and other stakeholders, to understand broader societal tax contributions, related impacts, risks and opportunities, and make informed (investment) decisions.

This means companies are expected to apply at least the tax chapter of the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct (i.e. comply with both the letter and spirit of the tax laws, structure transactions consistent with the underlying economic consequences and use the arm's length principle for transfer pricing, applying tax governance and risk management with board oversight). PGGM also expects companies to publicly report on tax in line with the internationally recognized GRI 207 tax reporting standard (GRI 207: Tax 2019) and that this report has been audited by the company's internal audit (or equivalent) department.

PGGM recommends companies to state and implement additional best practice tax principles, based on responsible tax initiatives such as for example the B-Team Responsible Tax principles and/or local tax code of conduct initiatives such as the Dutch tax governance code of VNO-NCW.
Furthermore, PGGM recommends asking assurance from an external auditor (minimal on a limited assurance level) on public responsible tax reporting.

Voting items

Vote FOR shareholder proposals that:

- Ask companies to become transparent on their approach to tax and apply the GRI 207 tax reporting standard (covering all tax types);
- Ask companies to assess, monitor and disclose how they manage tax compliance, including prevention of tax evasion and tax avoidance;
- Ask companies to develop and implement tax policies to manage tax risks and responsible tax behavior (covering all tax types);
- Ask companies to develop and implement tax governance and tax risk management to manage tax compliance and compliance with the companies' tax policy and public tax endorsements;

- Ask companies to disclose public country by country reporting;
- Ask companies to comply with the tax chapter as included in the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct;
- Ask companies to commit to and monitor compliance with (inter)national responsible tax initiatives like the B-Team responsible tax principles and the VNO-NCW Tax Governance Code;
- Ask companies to integrate non-financial responsible tax metrics in executive remuneration plans;

Vote AGAINST
Any tax-related shareholder proposals that ask companies to take actions that conflict with the above mentioned FOR shareholder proposals, and/or that ask companies to set over-prescriptive targets.