



Macquarie Asset Management

Shareholder Rights Directive II Report

2025

1. Introduction

Macquarie Asset Management (“**MAM**”) is the asset management division of the Macquarie Group, a global financial services group. Macquarie Group offers services and capabilities in asset management, retail and business banking, wealth management, leasing and asset financing, market access, commodity trading, specialist advisory, capital raising and principal investment.

MAM is trusted by institutions, governments, foundations and individuals to invest their assets. We focus on generating positive outcomes for our clients, portfolio companies and communities. This starts with understanding their needs and providing solutions that seek to deliver superior results over the long term. MAM is an integrated asset manager offering a diverse range of capabilities across public and private markets and comprises of four divisions: Real Assets, Real Estate, Credit and Equities & Multi-Asset.

This report contains disclosures required by Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (“**Shareholder Rights Directive II**” or “**SRD II**”) and describes how MAM's policies and procedures meet the requirements of SRD II.

1.1 Entities in scope

This report has been written in accordance with the requirements of:

- (a) Article 3(g)(1)(b) of SRD II which applies to each of the following MAM entities:
 - Macquarie Investment Management Austria Kapitalanlage AG (“**MIMAK**”); and
 - Macquarie Investment Management Europe S.A. (“**MIME SA**”); and
- (b) Rule 2.2B.5R(1)(b) of the Conduct of Business Sourcebook in the FCA Rules (“**COBS**”) which applies to Macquarie Investment Management Europe Limited (“**MIMEL**”),

(together, the “**SRD II Entities**”).

2. Directive

SRD II is a set of rules to promote the exercise of shareholder voting rights at general meetings and improve the transparency of stewardship activities undertaken by European asset managers. The 2017 revision (Directive (EU) 2017/828) aims to encourage long-term shareholder engagement to ensure that decisions are made for the long-term stability of a company and take into account environmental and social issues.

Pursuant to Article 3(g)(1)(b) of SRD II and COBS Rule 2.2B.5R(1)(b), the SRD II Entities are required to issue annual disclosures outlining how our engagement policy has been implemented, including a general description of voting behaviour, an explanation of the most significant votes, and the use of the services of proxy advisors.

2.1 Reporting

Pursuant to SRD II, the SRD II Entities are required to publicly disclose an engagement policy that describes:

- how we integrate shareholder engagement across our investment strategies;
- how we monitor investee companies on relevant matters, including strategy, financial and non-financial performance and risk, capital structure, social and environmental impact, and corporate governance;
- conduct dialogues with investee companies;
- exercise voting rights and other rights attached to shares;
- cooperate with other shareholders; and
- communicate with relevant stakeholders of the investee companies and manage actual and potential conflicts of interests in relation to their engagement.

Our policies and stewardship reporting demonstrate how the SRD II Entities meet the requirement of SRD II related to engagement with public companies and other parties involved in the investments lifecycle of our funds. MAM's Engagement Policy outlining our approach to fulfil these requirements can be found [here](#).

How we engage with issuers to maintain and enhance the value of assets is described under Principle 9 of MAM's [Stewardship Report](#).

2.2 General description of voting behaviour

Our investment teams have access to specialized Environmental, Social and Governance (“**ESG**”) research, governance and proxy analysis. Investment teams determine how best to leverage this information in their investment process, including how to use the information when monitoring investee companies and determining when to engage with management of the companies invested in.

Our internal investment teams are often active proxy voters and exercise voting rights responsibly. We act as owners and seek to ensure that proxies are voted in the best interests of our clients, with the goal of maximizing the value of the client's investments, and that our proxy voting activities adhere to the requirements of all applicable rules and general fiduciary principles. In instances where voting on selective matters has not yielded the result desired by our teams, each team has the ability to escalate the matter with company management and/or reduce the team's holdings in the company or divest from the position in its entirety.

Although MAM will usually vote proxies in accordance with our [Voting Guidelines](#), each MAM portfolio management team reserves the right to vote certain issues counter to the Guidelines if, after a thorough review of the matter, the team believes that a client's best interests would be served by such a vote. In all cases, the MAM portfolio management team responsible for voting proxies on behalf of a client will have the final decision on how to vote proxies, subject to these Procedures. Additional information on our voting behaviour is described under Principle 12 of MAM's [Stewardship Report](#) and MAM's [Engagement Policy](#).

2.3 Most significant votes

MAM utilises a proactive proxy alert system which is applied across all SRD II Entities. Through this process, investment teams are alerted directly when an ESG or corporate strategic issue comes up for a proxy vote for a company which they hold in portfolios they manage on behalf of MAM's clients. MAM and the SRD II Entities consider ‘most significant votes’ as being when the shareholder resolution relates to an issue listed in **Table 1** below.

To access MAM's proxy voting reporting on most significant votes, please click [here](#).

See **Appendix A¹** for a list of MAM's most significant votes in 2024 for the SRD II Entities.

Table 1: Most significant votes

ESG Issue	
<ul style="list-style-type: none">• Report on climate change• Climate change action• GHG emissions• Human rights risk assessment• Board diversity• Gender pay gap• Link executive pay to social criteria	<ul style="list-style-type: none">• Renewable energy• Improve human rights standards or policies• Report on sustainability• Energy efficiency• Publish two-degree scenario analysis• Anti-social proposal
Corporate strategic issue	
<ul style="list-style-type: none">• Adopt or increase supermajority vote requirement for mergers• Amend articles/bylaws/charter to remove anti-takeover provisions• Amend right to call special meeting• Approve acquisition or issue shares in connection acquisition• Approve merger agreement• Approver merge by absorption• Approve liquidation plan	<ul style="list-style-type: none">• Approve reorganization/restructuring plan• Approve request for bankruptcy protection• Approve sale of company assets• Approve special-purpose acquisition company transactions• Approve spin-off agreement• Elect director (proxy contest-related)• Grant authority to board to implement anti-takeover measures during a takeover

¹ There are no proxy votes to report for MIMAK or MIMEL. MIMAK is fairly passive from an equities perspective given the entity primary manages multi-asset funds and clients. Proxy voting for MIMEL is delegated to other investment teams in MAM as MIMEL doesn't actively manage any equities mandates.

2.4 Use of proxy advisors

MAM's use of the services of proxy advisors is described under Principle 12 of MAM's Stewardship Report which can be found [here](#).

3. Contacts

For any queries, please contact mimemea.institutionalaccounts@macquarie.com.

Appendix A – MIME SA most significant votes for 2024

Company Name	Country	Meeting Date	Proposal Description	Management Recommendation	Vote Decision	Category
Spirit Realty Capital, Inc.	USA	19-Jan-24	Approve Merger Agreement	For	For	Strategic
Euronav NV	Belgium	07-Feb-24	Approve Acquisition of CMB.Tech NV	For	For	Strategic
Healthpeak Properties, Inc.	USA	21-Feb-24	Issue Shares in Connection with Merger	For	For	Strategic
Apple Inc.	USA	28-Feb-24	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	Against	Against	E&S Blended
Apple Inc.	USA	28-Feb-24	Report on Median Gender/Racial Pay Gap	Against	Against	Social
Applied Materials, Inc.	USA	07-Mar-24	Report on Median and Adjusted Gender/Racial Pay Gaps	Against	Against	Social
Starbucks Corporation	USA	13-Mar-24	Conduct Audit and Report on Systemic Discrimination	Against	Against	E&S Blended
Frasers Centrepoint Trust	Singapore	25-Mar-24	Approve Acquisition as an Interested Person Transaction	For	For	Strategic
APA CORPORATION	USA	27-Mar-24	Issue Shares in Connection with Acquisition	For	For	Strategic
The Cigna Group	USA	24-Apr-24	Report on Risks Created by the Company's Diversity, Equity, and Inclusion Efforts	Against	Against	E&S Blended
The PNC Financial Services Group, Inc.	USA	24-Apr-24	Report on Risk Management and Implementation of Human Rights Statement	Against	For	Social
Johnson & Johnson	USA	25-Apr-24	Report on Gender-Based Compensation and Benefits Inequities	Against	Against	E&S Blended
Lockheed Martin Corporation	USA	02-May-24	Report on Reducing Full Value Chain GHG Emissions Aligned with Paris Agreement Goal	Against	For	Environmental
RTX Corporation	USA	02-May-24	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	For	Environmental
RTX Corporation	USA	02-May-24	Report on Human Rights Impact Assessment	Against	For	Social
Expeditors International of Washington, Inc.	USA	07-May-24	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	Environmental
Enbridge Inc.	Canada	08-May-24	SP 2: Disclose the Company's Scope 3 Emissions	Against	Against	Environmental
Chord Energy Corporation	USA	14-May-24	Issue Shares in Connection with Merger	For	For	Strategic
BlackRock, Inc.	USA	15-May-24	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	Against	Against	E&S Blended

BlackRock, Inc.	USA	15-May-24	Report on Proxy Voting Record and Policies for Climate Change-Related Proposals	Against	For	Environmental
The Travelers Companies, Inc.	USA	15-May-24	Report on Methane Emissions	Against	Against	Environmental
The Travelers Companies, Inc.	USA	15-May-24	Report on Human Rights Risk in Underwriting	Against	Against	Social
AT&T Inc.	USA	16-May-24	Report on Respecting Workforce Civil Liberties	Against	Against	E&S Blended
CVS Health Corporation	USA	16-May-24	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	Against	For	Social
The Home Depot, Inc.	USA	16-May-24	Adopt Policy to Require Board of Directors Members to Disclose their Political Donations	Against	Against	E&S Blended
The Home Depot, Inc.	USA	16-May-24	Report on Civil Rights and Non-Discrimination Audit	Against	Against	E&S Blended
Shell Plc	United Kingdom	21-May-24	Advise Shell to Align its Medium-Term Emissions Reduction Targets Covering the Greenhouse Gas (GHG) Emissions of the Use of its Energy Products (Scope 3) with the Goal of the Paris Climate Agreement	Against	Against	Environmental
American Tower Corporation	USA	22-May-24	Report on Median and Adjusted Gender/Racial Pay Gaps	Against	For	Social
Ross Stores, Inc.	USA	22-May-24	Disclose All Material Value Chain GHG Emissions	Against	For	Environmental
NextEra Energy, Inc.	USA	23-May-24	Disclose Board Skills and Diversity Matrix	Against	For	Social
Merck & Co., Inc.	USA	28-May-24	Report on Civil Rights and Non-Discrimination Audit	Against	Against	E&S Blended
Chevron Corporation	USA	29-May-24	Commission Third Party Assessment on Company's Human Rights Policies	Against	For	Social
Exxon Mobil Corporation	USA	29-May-24	Report on Median Gender/Racial Pay Gaps	Against	For	Social
Meta Platforms, Inc.	USA	29-May-24	Report on Human Rights Impact Assessment of Targeted Advertising	Against	For	Social
TC Energy Corporation	Canada	04-Jun-24	Approve Spin-Off Agreement with South Bow Corporation	For	For	Strategic
TC Energy Corporation	Canada	04-Jun-24	SP 1: Disclosure of Board's Independent Assessment From Failing to Obtain Free, Prior, and Informed Consent of TC Energy's Projects.	Against	Against	Social
The TJX Companies, Inc.	USA	04-Jun-24	Report on Effectiveness of Social Compliance Efforts in Supply Chain	Against	For	Social
Chesapeake Energy Corporation	USA	18-Jun-24	Issue Shares in Connection with Merger	For	For	Strategic
Alcoa Corporation	USA	16-Jul-24	Issue Shares in Connection with Transaction	For	For	Strategic
NIKE, Inc.	USA	10-Sep-24	Report on Median Gender/Racial Pay Gaps	Against	Against	Social
NIKE, Inc.	USA	10-Sep-24	Report on Median Gender/Racial Pay Gaps	Against	For	Social

NIKE, Inc.	USA	10-Sep-24	Report on Effectiveness of Supply Chain Management on Equity Goals and Human Rights Commitments	Against	Against	Social
NIKE, Inc.	USA	10-Sep-24	Report on Effectiveness of Supply Chain Management on Equity Goals and Human Rights Commitments	Against	For	Social
NIKE, Inc.	USA	10-Sep-24	Report on Congruency of Voluntary Partnerships with Company's Fiduciary Duties	Against	Against	E&S Blended
International Paper Company	USA	11-Oct-24	Issue Shares in Connection with Acquisition	For	For	Strategic
APA Group	Australia	24-Oct-24	Approve Climate Risk Safeguarding	Against	Against	Environmental
Oracle Corporation	USA	14-Nov-24	Report on Climate Risk in Retirement Plan Options	Against	Against	Environmental
KEPPEL DC REIT	Singapore	20-Dec-24	Approve Acquisition of Interests in Keppel DC Singapore 7 and Keppel DC Singapore 8	For	For	Strategic
KEPPEL DC REIT	Singapore	20-Dec-24	Approve Issuance of Sponsor Subscription Units to Keppel DC Investment Holdings Pte. Ltd and Acquisition Fee Units to Keppel DC REIT Management Pte. Ltd.	For	For	Strategic