

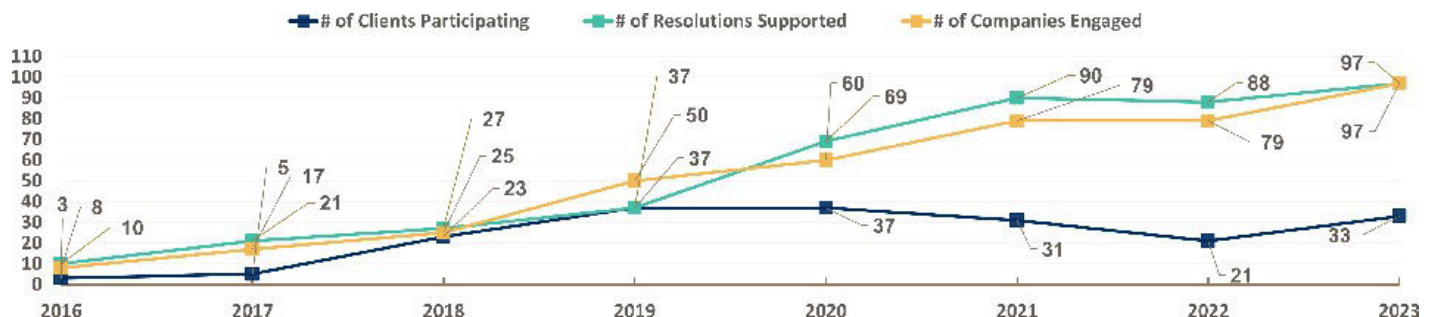
Shareholder voices are an invaluable tool to bring about meaningful, lasting change.

Stewardship is a critical way for investors to further push for positive change and, we believe, represents an important tool for our clients to meet their broader investment and impact objectives beyond portfolio construction alone. Over the past several years, we have seen not only a growth in the number of resolutions being filed but also an increasing call for concrete action and a deeper response from companies. Whereas in 2020 and 2021 a company agreeing to release data or prepare a report was perhaps sufficient for shareholders to feel their concerns were being addressed, we now often see resolutions asking for companies to build on the promises made in previous years and continue to make new commitments, reminding us that advocacy is an ongoing process.

As the requests being made in shareholder resolutions become more specific and arguably more difficult for companies to agree to, we have begun to see something of a divergence between the opinions of the biggest managers like BlackRock and Vanguard and those of independent investors. BlackRock has called an increasing number of resolutions overly prescriptive and, in their opinion, "unlikely to promote long-term shareholder value."¹ However, this opinion does not seem to be shared by individual investors or all other major managers. While BlackRock and Vanguard have both steadily decreased the percentage of resolutions that they support since 2021, State Street, considered the third of the Big Three, has remained relatively steady across the three years. Individual investor support for resolutions has also remained relatively steady over the period.² This does cause one to question the strength or genuineness of the commitments of some institutional investors despite what the public was led to believe over the past several years.

This highlights for us once again the importance of shareholder voices at a time when companies may be called to do more, making easy agreement more challenging but making individual shareholder commitment all the more meaningful. We remain committed to the power of shareholder advocacy to effect change while once again acknowledging that change can be slow. We thank our clients for lending their voices to this important work and look hopefully for positive outcomes in the future.

Annual LNW Client Participation





HOW ESG ADVOCACY WORKS AT LNW

Eligible LNW clients can support critical environmental, social and governance (ESG) resolutions with a simple signature. Every year, shareholder advocacy experts draft resolutions for which they need investor support in order to file for corporate annual meetings. We notify all eligible clients of the opportunity. Interested clients then choose if they want to support the proposals by signing a letter authorizing the shareholder advocacy organizations to file resolutions on their behalf.

This authorized shareholder support ensures that the resolutions can be considered for inclusion at the annual meeting. Participating clients are notified of progress in and results of the engagement, and their efforts are summarized annually in this report.

Through this report, we invite you to learn about our clients' participation in the 2023 proxy season. To learn more about our shareholder resolution offering, please reach out to your advisory team.

Supporting Organizations



As You Sow harnesses shareholder power to create lasting change that benefits people, planet and profit. Their mission is to promote environmental and social corporate responsibility through shareholder advocacy, coalition building and innovative legal strategies.

To learn more please visit www.asyousow.org.



Proxy Impact is a proxy voting and shareholder engagement service for foundations, NGOs and other mission-based or socially responsible investors. Proxy Impact offers a full range of shareholder engagement services on social and environmental issues including filing resolutions and corporate dialogues.

To learn more please visit www.proxyimpact.com.



Open MIC works with investors and companies to shape the digital future. They promote values of openness, equity, privacy, and diversity for a healthy media economy.

To learn more please visit www.openmic.org.



The Reproductive Health Investors Alliance is a collaborative of foundations and investors that promotes corporate responsibility regarding all aspects of reproductive and maternal health including advocating for comprehensive and affordable reproductive health benefits for employees, generous parental and family leave policies, and supporting public policies that affirm reproductive rights and reproductive justice.

To learn more please visit www.rhiaventures.org.



Topics of Engagement

Each year, shareholder advocacy organizations As You Sow (AYS), Open MIC, Proxy Impact (PI), and Reproductive Health Investors Alliance (RHIA) engage companies on a wide range of ESG issues. For the 2023 annual meeting season, LNW clients authorized these organizations to file, co-file and endorse shareholder resolutions focused on the following topics.

Climate Change

From catastrophic flooding and hurricanes to droughts and fires, the impacts of climate change are no longer a concern for the future. Scientists and global governments have agreed that global temperature increases must be held below 2 degrees Celsius to avoid catastrophic climate change. The Paris Agreement and 2021's Glasgow Climate Pact call for limiting warming to 1.5 degrees Celsius.³ Companies can lead the way in maximizing opportunities created by climate change – including investing in new products, technologies and operational innovations. Climate change also represents a material risk to their business, and shareholders have increasingly called for more in-depth assessment and disclosure of those risks.

Consumer Packaging

Amidst a backdrop of consumer and regulatory pressure, as well as innovation in the space, many large companies are reducing the overall use of packaging, adopting sustainable packaging and finding ways to close the loop in their models of production. However, the scale and urgency of the issue requires continued attention. Progress toward a circular economy of production can decrease post-consumer packaging waste, conserve natural resources, reduce energy use and greenhouse gas (GHG) emissions and slow the toxic loading of our oceans with packaging debris.

Diversity, Equity & Inclusion

Lack of diversity limits the effectiveness of teams and represents a material business risk for companies that fail to employ the broadest available perspectives and skillsets. Research continues to show that companies with diverse teams offer better management and have stronger long-term growth prospects and improved share value. For example, a 2019 study of the S&P 500 by the Wall Street Journal found that the 20 most diverse companies had a five-year annual average stock return that was 5.8% higher than the 20 least diverse companies.⁴ Investors have a need for disclosure to better understand material corporate diversity, equity and inclusion data and the effectiveness of workplace equity programs and efforts to address pay equity considerations.

Governance

Corporate governance is a critical way that corporations and investors ensure that decision-making aligns with their stated values and commitments. At a time when consumers and investors both are calling for greater transparency and accountability, it is paramount for a company to have a clear process for making decisions that impact shareholders and other stakeholders and to consistently follow that process. Companies choosing to ignore the concerns of stakeholder groups like advisory boards or making decisions that seem counter to their values and business objectives are reasonable sources of concern for investors and can indicate a need for the company to re-evaluate their decision-making process and the ways in which those processes may present risks to their brand reputation and financial outcomes.



Petrochemicals

Petrochemicals are the chemical products obtained from petroleum by refining. The process is energy and carbon intensive and can also produce dangerous pollutants, such as benzene, volatile organic compounds (VOCs) and sulfur dioxide. Major petrochemical producers are expanding operations in areas increasingly prone to climate change-induced storms, flooding and sea-level rise without being transparent with investors about the material environmental and public health risks and liabilities of such actions.⁵

Racial Justice

Systemic racism in the U.S. and elsewhere presents material risks for individuals and businesses. As of 2019, Black families' median and mean wealth is less than 15% of that of white families and the wealth of Hispanic families is less than 20% of that of white families.⁶ The COVID-19 pandemic's disproportionate impact on Black and Brown communities exacerbated long-standing disparities caused in large part by social determinants of health like access to healthcare and the environmental health of the neighborhoods in which people live. After experiencing the steepest drop since World War II in 2020⁷, Black and Hispanic life expectancy only showed a relatively minimal rebound in 2021⁸ and 2022⁹. Over the past several years, many companies made commitments to use their resources and influence to help address systemic racism. While shareholders and the public initially responded positively to these commitments, after nearly three years it is critical that they are translated into concrete actions that truly promote equity.

Say On Climate

While many companies have made commitments to reach net zero by 2050, recent research indicates that 2050 targets are insufficient to reach the Paris Agreement goals and have a meaningful impact on the push to limit global warming to that 1.5 degree Celsius target.¹⁰ Investors, aware of the urgency of the issue and the material risks associated with climate change, are pushing to have a more active role in the crafting and management of corporate Net Zero transition plans, beginning with an annual advisory vote on the status of these transition plans.

Sexual & Reproductive Health

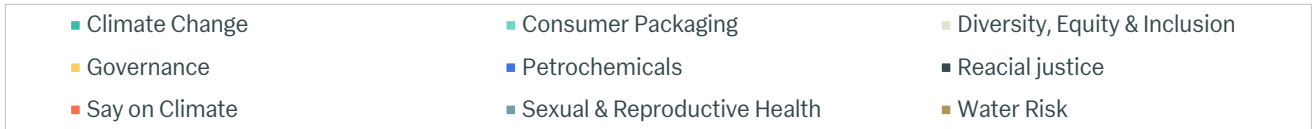
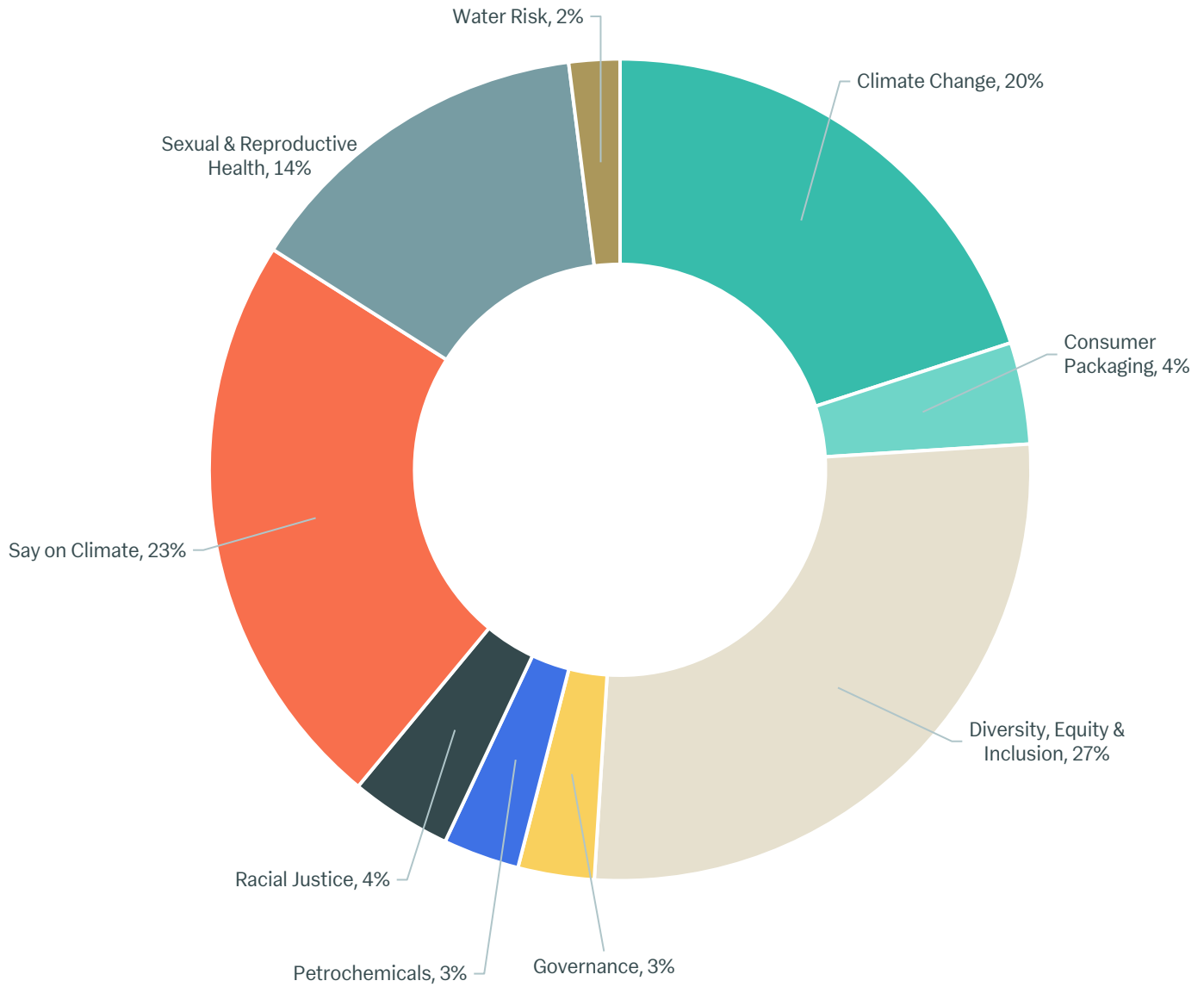
Growing restrictions on reproductive health, highlighted by last year's Supreme Court decision in *Dobbs v. Jackson Women's Health* which overturned the federal abortion protections established by *Roe v. Wade*, has only exacerbated the existing challenges that people, especially Black, Indigenous, and People of Color (BIPOC) individuals, face when accessing the full spectrum of reproductive care. Investors are calling for companies to reconcile potential conflicts between their stated values and the impact of their political activities in support of organizations and legislators driving the growing restrictions on abortion. In addition, shareholders are entitled to understand how enacted or proposed state policies affect reproductive rights for a company's workers and how companies might minimize or mitigate these risks.¹¹

Water Risk

The 2020 World Economic Forum named water crises among their top global risks and, if anything, conditions have worsened since. Historic droughts, depleted aquifers, extreme weather events and escalating water competition all add to the materiality of water as a financial risk.¹² The growing scarcity of fresh water affects industries with high water usage. Investors are entitled to transparency in how companies respond to water risk and prepare for water supply uncertainties associated with climate change.



2023 Topics Of Engagement





Outcomes & Spotlights

23%

Resolutions Successfully Withdrawn

Not all proposed resolutions are ultimately included in the proxy materials for an annual meeting. Often, companies are motivated to satisfy a resolution in advance of the proxy vote, based upon the merit of the proposal and the company's desire to avoid public exposure of poor practices. Following such cases of successful dialogue and agreement, shareholder advocacy organizations may choose to withdraw the resolution from consideration.

1%

Resolutions Brought To Vote

Results of a shareholder vote are publicly reported and calculated as "votes for," divided by the total votes cast for and against the proposal; abstained votes are not counted. Typically, outcomes around or over 10% send a clear signal of shareholder support to a management team, but the actual results can vary case-by-case as even limited voter support can still lead to corporate adoption of thoughtful proposals.

23%

Ongoing Engagement

Shareholder engagement often starts with conversations and constructive dialogue with the corporation, either one-on-one or through multi-stakeholder roundtables that convene industry peers to work on a sector-wide issue. These ongoing engagements can be productive without the direct need to file a shareholder resolution if companies are open to feedback and authentic in their engagement on the issue.

1%

Resolutions Omitted

Some companies may also challenge a proposal based on SEC standards in an effort to disqualify it from inclusion in the proxy materials. If, upon review, the SEC finds that a resolution is inappropriate – e.g., if the issue is considered a part of a company's "ordinary business" – it can issue a "no action letter" in which it will not take legal action against a company for omitting the resolution from its proxy statement.

21%

Resolutions Cancelled

We believe sophisticated shareholder engagement programs maintain a continuous and constructive dialogue to reach consensus between investors and management on their shared interest in improving the long-term financial performance of the company. As such, the supporting organization will, at times, cancel planned resolution filings in favor of continued engagement or high priority engagements with other companies.



Resolution spotlight: Mastercard to Consider Whether Political Expenditures Align with Company's Stated Values

Political lobbying is not new, and there are plenty of legitimate reasons that a company might align itself with a political or industry organization to advocate for issues important to its business and values. Frequently, however, political and electioneering activities may offer only a narrow or potentially short-term gain while putting the company at risk for reputational damage and potentially undermining the company's stated values and commitments to issues like climate change and racial justice.

Federal lobbying spending by industry groups and Political Action Committees (PACs) reached \$4.1 billion in 2022, the highest level in over a decade.¹³ The majority of this lobbying isn't done by companies directly, with mega-cap companies like Amazon and Meta the main exceptions, but by trade groups like the National Association of Realtors, PhRMA, and the American Hospital Association, and by broader business coalitions like the U.S. Chamber of Commerce and the Business Roundtable. The challenge for corporations often lies in the fact that while they may have a shared interest in a particular issue that leads them to support an organization, these organizations are often attempting to cater to a broad base with conflicting ideas and values outside of their one shared point of concern.

Mastercard states they are "committed to doing well by doing good."¹⁴ This is reflected by their adoption of a Net Zero by 2040 goal, including their Scope 3 emissions¹⁵, and their broader ESG practices, both internal and external. Whether these stances are entirely genuine is difficult to know, but their lobbying activities call their values into question for consumers and investors alike. Mastercard notably supports the State Financial Officers' Association (SFOF), a deceptively benignly named organization that promotes government policies punishing companies that take ESG factors into consideration in their investment decision-making.¹⁶ This support is both contradictory to the company's stated ESG priorities and presents a significant business risk, as the SFOF's own proposals would mean that Mastercard, by virtue of their greenhouse gas emissions reduction policies, would be ineligible to receive lucrative government contracts, a significant source of business.¹⁷

Investors reasonably have questions as to how firm Mastercard's commitment to their stated ESG commitments is and whether any potential positive outcomes of these commitments can reasonably be counted on. With support from As You Sow, shareholders filed a resolution in late 2022 requesting that the board prepare a report analyzing any incongruities between Mastercard's political and electioneering expenditures and their stated values and policies and offering explanations for why the incongruities exist and any changes that the company has planned to address them. Shareholders also requested that the report include an analysis of risks to the company brand, reputation, or shareholder value associated with expenditures in conflict with its publicly stated values. As You Sow had a productive engagement with Mastercard, and the company committed to annually reviewing its political engagement and lobbying expenditures and their alignment with its values and goals.

Resolution:

"Report on **negative brand impact** due to affiliations with associations, trade groups, and other organizations."

Outcome:

Mastercard committed to **annually reviewing its political engagement and lobbying expenditures and their alignment with its values and goals**; the company also agreed to supplement its expenditure disclosures for U.S. trade associations with a statement about the specific value to the company of participating in each association.



Resolution Spotlight: Major Auto Retailer's Use Of Carbon Offsets Raises Questions About GHG Emission Reduction Commitments

Carbon offsets can be an important part of climate change mitigation efforts but have understandably been criticized for being less than effective or being used as a short cut for companies to achieve emissions reductions targets. The voluntary carbon market is still largely unregulated, with no uniform standards in place currently and wide variations in approaches to implementation and accounting. Purchased offsets may not create a permanent reduction in carbon emissions, may not be accurately accounted for leading to the same offset effectively being purchased by multiple entities, and may have unintended social consequences that negate their overall value. The Integrity Council for the Voluntary Carbon Market has proposed their Core Carbon Principles (CCP), a framework intended to ensure the quality and effectiveness of carbon offsets, but the standard has not yet been widely adopted and many of the currently available offsets do not meet the standard.

While there are some reputable sources of carbon offsets providing both environmental and societal benefits, there is broad agreement amongst expert groups, including the Climate Action 100+ initiative, the United Nations and the Science Based Targets initiative, that carbon offsets should be used judiciously, particularly in situations where there are existing low or zero-carbon options and should ideally only be used to offset so-called "hard to abate" emissions that are the most difficult to reduce through more direct methods. In situations where using carbon offsets is appropriate, it is also important for companies to be clear about whether the offsets are intended to mitigate current emissions towards a carbon neutrality goal or to reach emissions reductions targets, and how they are verifying the quality and veracity of the offsets purchased in terms of additionality, permanence, and other metrics.

In 2022, used auto retailer CarMax committed to reducing their Scope 1 and 2 GHG emissions by 50% relative to their 2018 baseline by 2025 and to reaching net-zero by 2050.¹⁸ Their 2025 commitment was an ambitious goal. The company had previously stated that they would purchase "verified and socially beneficial offsets"¹⁹ but the specifics of how those offsets would be reductions would rely on offsetting was not specified.

Despite this promise, the company's Scope 1 emissions have increased by 55% relative to the 2018 baseline and have increased every year since the 2018 baseline.²⁰ The contrast between the stated commitments and the measurable results raise questions about the authenticity of those commitments and the feasibility of reaching the 2025 and even 2050 targets. In addition, even if the 2025 commitment is met, the true benefit is greatly reduced if it is heavily dependent on even high-quality carbon offsets instead of front-line emission reductions. A recently enacted law in California also creates an additional risk. The Voluntary Carbon Market Disclosures Act (VCMDDA) requires that companies operating and purchasing or using carbon credits within California publicly disclose information related to their purchased credits, including the underlying offset projects and any independent verifications of the offsets.

Resolution:

"Report on **if and how carbon offsets are used to achieve Company emissions reduction goals**, describing all criteria used for offset purchases, and disclosing the type and quality of offsets purchased."

Outcome:

CarMax Inc. **agreed to provide additional information regarding its purchase and utilization of carbon offsets** to meet its 2025 emissions reduction targets.



It also requires that companies operating and making claims within California publicly disclose documentation explaining how any claims regarding net-zero, carbon neutrality, or “significant” GHG emissions reductions were measured and verified.²¹ And beyond the regulatory risks, there is still a potentially significant reputational risk if the company is seen as engaging in greenwashing or otherwise being deceptive about their environmental practices and climate goals.

Investors, reasonably concerned that CarMax could be disproportionately using offsets to achieve their emissions reductions goals, filed a resolution supported by As You Sow requesting that the company issue a report disclosing if and how carbon offsets are being used to meet emissions reductions goals, describing criteria used when purchasing offsets and disclosing the type and amount of offsets purchased. After productive engagement with As You Sow, CarMax agreed to provide additional information regarding its purchase and utilization of carbon offsets to meet its 2025 emissions reduction targets and the resolution was withdrawn.



2023 Resolutions Summary

Status	Topic	Org.	Company	Resolution Request	Outcome
Brought to Vote	Climate Change	AYS	Chubb	Disclose and reduce GHG emissions from underwriting, insuring, and investment activities aligned with Net Zero	Supported by 28.9% of shares; company said it will stop writing insurance policies for oil and gas extraction projects that do not have evidence-based methane reduction plans
Brought to Vote	Climate Change	AYS	Comcast	Report on assessment of systemic climate risk from retirement plan options	Supported by 6.2% of shares (10.8% of independent shareholder vote); the vote this year was slightly better than a similar resolution from last year; AYS plans to re-file again next year
Brought to Vote	Climate Change	AYS	Goldman Sachs	Report on climate transition planning	Supported by 29.9% of shares; AYS is pleased with the strong result for a first-year resolution
Brought to Vote	Climate Change	AYS	JPMorgan Chase	Report on climate transition planning	Supported by 35.4% of shares; AYS is pleased with the strong result for a first-year resolution
Brought to Vote	Climate Change	AYS	Public Storage	Report on climate transition plan for achieving GHG reduction goals	Supported by 34.7% of shares; the vote is a clear call for the company to address its full climate impact in line with science and step into a leadership position in decarbonizing the building sector
Brought to Vote	Climate Change	AYS	Southern Co	Report on Net Zero transition plan including disclosure of Scope 3 emissions	Supported by 19.8% of shares; this is the first year AYS has gone to a vote with the company on this topic; AYS had filed climate GHG emissions resolutions in 2021 and 2022 but had come to withdrawal agreements in both of those years; the vote qualifies for re-filing next season
Brought to Vote	Climate Change	AYS	Travelers Companies	Disclose and reduce GHG emissions from underwriting, insuring, and investment activities aligned with Net Zero	Supported by 14.7% of shares; the result was disappointing as it represented a very significant drop from last year's vote of 55.8% and does not meet the re-filing threshold; AYS is reviewing its engagement strategy with insurance companies
Brought to Vote	Climate Change	AYS	Wells Fargo	Report on climate transition planning	Supported by 31.1% of shares; AYS is pleased with the strong result for a first-year resolution
Brought to Vote	Consumer Packaging	AYS	Restaurant Brands International	Report on feasibility of transitioning to reusable packaging	36.8% overall vote (37.4% of independent shareholder votes); AYS is pleased with the vote
Brought to Vote	Consumer Packaging	AYS	The Kroger Co	Sustainable packaging policies for plastics	Supported by 31.8% of shares; the result was lower than last year but still qualifies for re-filing next season
Brought to Vote	Consumer Packaging	AYS	Yum Brands	Report on feasibility of transitioning to reusable packaging	Supported by 36.9% of shares; the vote is a strong display of support for reusables by investors
Brought to Vote	Diversity, Equity & Inclusion	AYS	Cintas Corp	Greater disclosure of material corporate diversity, equity, and inclusion data	Supported by 27.% of shares, representing 33.5% of independent shareholders



Status	Topic	Org.	Company	Resolution Request	Outcome
Brought to Vote	Diversity, Equity & Inclusion	AYS	Danaher Corp	Greater disclosure of material corporate diversity, equity, and inclusion data	Supported by 16.1% of shares; good for a first-year vote in the current political climate
Brought to Vote	Diversity, Equity & Inclusion	AYS	Eli Lilly	Greater disclosure of material corporate diversity, equity, and inclusion data	Supported by 27.1% of shares; the SEC would not allow Eli Lilly to exclude AYS' proposal from its proxy statement, stating that the company's current public disclosures "do not substantially implement" the proposal and that the proposal "transcends ordinary business matters because it raises human capital management issues with a broad societal impact"
Brought to Vote	Diversity, Equity & Inclusion	AYS	United Parcel Service	Greater disclosure of material corporate diversity, equity, and inclusion data	Supported by 25% of shares, an almost 12% drop in share support; while disappointing, a 25% vote is healthy and still meets the re-filing threshold for next year
Brought to Vote	Governance	Open MIC	Axon	Report on artificial intelligence governance implementation	Supported by 13.7% of shares; Open MIC is re-evaluating its engagement strategy and approach
Brought to Vote	Petrochemicals	AYS	Exxon Mobil Corp	Report on petrochemical risks: single-use plastics	Supported by 25.3% of shares; strong vote aligns with calls from scores of countries and major brands to curtail plastic production
Brought to Vote	Petrochemicals	AYS	Phillips 66	Report on petrochemical risks: single-use plastics	Supported by 11.8% of shares; first-year vote for the type of ask used for the resolution; the vote qualifies for re-filing in 2024
Brought to Vote	Say on Climate	AYS	Constellation Brands	Report on climate transition plan and GHG reduction goals	Supported by 31.2% of shares (36.5% of independent shareholder votes); AYS will continue engaging with the company
Brought to Vote	Say on Climate	AYS	Cummins Inc	Request linking executive compensation to climate performance	Supported by 15.1% of shares; this was a first time filing for this new initiative focused on linking CEO pay with reduction of GHG emissions; AYS is deciding whether to expand this type of resolution next year
Brought to Vote	Say on Climate	AYS	Raytheon Technologies	Report on climate transition plan and GHG reduction goals	Supported by 37.8% of shares; the vote shows that investors want to see companies address climate-related risks and take advantage of climate-related innovations and opportunities
Brought to Vote	Say on Climate	AYS	The Mosaic Co	Report on climate transition plan and GHG reduction goals	Supported by 29.8% of shares, a good result for both a first-year resolution with a new company



Status	Topic	Org.	Company	Resolution Request	Outcome
Brought to Vote	Sexual & Reproductive Health	AYS	AbbVie Inc	Report on alignment between stated company values and political & electioneering expenditures around Sexual & Reproductive Health of employees	Supported by 15.1% of shares; not a bad result for a first-year resolution and qualifies for re-submission next year; AYS is reviewing its approach to sexual and reproductive rights resolutions based on the change in political climate
Brought to Vote	Sexual & Reproductive Health	AYS	Coca-Cola Co	Report on alignment between stated company values and political & electioneering expenditures around sexual & reproductive health of employees	Supported by 13.1% of shares; AYS was satisfied with this result as it was a first-of-its-kind resolution on a challenging and controversial subject
Brought to Vote	Sexual & Reproductive Health	RHIA	Pepsi	Report on actions to mitigate risk associated with state policies restricting reproductive rights	Supported by 16.1% of shares; RHIA will convene with AYS and Amalgamated Bank to discuss next steps and possible repositioning of this engagement to secure more support
Ongoing Engagement	Climate Change	AYS	Citigroup Inc	Report on climate transition planning	After meeting with the company and reviewing its documents, AYS believes that the company is currently best in class of U.S. banks with regard to transition planning and disclosure; AYS will continue to engage with company to strengthen their current reporting
Ongoing Engagement	Climate Change	AYS	Exelon Corp	Report on Net Zero transition plan including disclosure of Scope 3 emissions	Company agreed to work with AYS over the next 12 months to expand its Net Zero target, and interim targets, to cover material Scope 3 emissions; company will develop a transition plan outlining the actions it is taking and actions it plans to take to implement/achieve emissions reductions/net zero transition
Ongoing Engagement	Climate Change	AYS	Hartford Financial	Disclose and reduce GHG emissions from underwriting, insuring, and investment activities aligned with Net Zero	Company had already established the GHG reduction targets
Ongoing Engagement	Climate Change	AYS	Truist Financial Corp	Report on climate transition planning	AYS decided not to file the resolution after conducting additional research and having productive discussions; the company announced targets to reduce financed emissions in alignment with Paris goals; measure and publicly disclose heir financed emissions; and set interim aligned targets; company is also working on the 2nd edition of its Taskforce On Climate-related Financial Disclosures (TCFD) report



Status	Topic	Org.	Company	Resolution Request	Outcome
Ongoing Engagement	Climate Change	AYS	U.S. Bancorp	Measure, disclose and reduce financed emissions	Company had already established GHG reduction targets
Status	Topic	Org.	Company	Resolution Request	Outcome
Ongoing Engagement	Diversity, Equity & Inclusion	AYS	Boeing	Greater disclosure of material corporate diversity, equity, and inclusion data	After meeting, AYS determined that the company had greatly improved its DEI reporting, and that the resolution was no longer warranted
Ongoing Engagement	Diversity, Equity & Inclusion	AYS	Devon Energy	Greater disclosure of material corporate diversity, equity, and inclusion data	Pre-filing, company committed to disclose data for at least two of the following metrics: hiring, recruitment and retention rates; the data will be disclosed by gender (globally) and by race/ ethnicity (U.S., based on EEO-1 categories) by the end of calendar year 2024
Ongoing Engagement	Say on Climate	AYS	Amgen Inc	Report on the amount of carbon offsets purchased and verifications status	Company has disclosed adequate carbon offsets information and does not plan to substitute offsets for GHG reductions
Ongoing Engagement	Say on Climate	AYS	AutoZone Inc	Report on climate transition plan and GHG reduction goals	Company agreed to set a Net Zero by 2050 goal and interim science-based emission reduction targets
Ongoing Engagement	Say on Climate	AYS	FedEx Corp	Report on climate transition plan and GHG reduction goals	Company is making good progress in meeting its climate goals and will be creating Science Based Targets initiative goals in the next two years
Ongoing Engagement	Say on Climate	AYS	KLA Corp	Report on climate transition plan and GHG reduction goals	After last year's resolution, AYS will follow the company's progress to see if it expands its emissions reduction targets to cover its full value chain
Ongoing Engagement	Say on Climate	AYS	Merck & Co Inc	Report on the amount of carbon offsets purchased and verifications status	Company has disclosed adequate carbon offsets information and does not plan to substitute offsets for GHG reductions
Ongoing Engagement	Say on Climate	AYS	Monster Beverage Corp	Report on climate transition plan and GHG reduction goals	Company agreed to set an interim 1.5 degree-aligned near-term Scope 3 emissions reduction goal or submit an official commitment letter to join the SBTi on or before December 1, 2023
Ongoing Engagement	Say on Climate	AYS	PACCAR	Request linking executive compensation to climate performance	Company's emissions reductions are in line with stated goals
Ongoing Engagement	Say on Climate	AYS	Parker Hannifin Corp	Report on the amount of carbon offsets purchased and verifications status	AYS is engaging exclusively through dialogue as the company is prioritizing emissions reductions to achieve net zero goals and is working to avoid low-quality carbon offsets
Ongoing Engagement	Say on Climate	AYS	Royal Gold	Report on the amount of carbon offsets purchased and verifications status	Company has disclosed relevant carbon offsets information and does not plan to substitute offsets for GHG reductions



Status	Topic	Org.	Company	Resolution Request	Outcome
Ongoing Engagement	Say on Climate	AYS	Southern Copper Corp	Report on climate transition plan and GHG reduction goals	AYS will continue to engage and dialogue due to independent stock ownership structure and emissions disclosures by the primary owner, Grupo Mexico
Ongoing Engagement	Say on Climate	AYS	Vulcan Materials Co	Report on climate transition plan and GHG reduction goals	Company had already established GHG reduction targets
Ongoing Engagement	Sexual & Reproductive Health	AYS	Meta Platforms Inc	Report on data privacy risks and how such practices may be enhanced to better protect consumers' human rights	A different advocacy group filed a data privacy proposal at the company
Ongoing Engagement	Sexual & Reproductive Health	AYS	Oracle	Report on data privacy risks and how such practices may be enhanced to better protect consumers' human rights	The program manager decided not to engage the company for the 2023 season as part of a re-evaluation of AYS' strategy for reproductive health risk-focused resolutions
Ongoing Engagement	Sexual & Reproductive Health	AYS	The Interpublic Group	Report on data privacy risks and how such practices may be enhanced to better protect consumers' human rights	A different advocacy group filed a data privacy proposal at the company
Ongoing Engagement	Water	AYS	Alphabet	Report on policies and practices to reduce water-related risk	Company published its annual water metrics for 2021 across Google-owned data centers in the U.S. and intends to share annual water metrics for additional global locations in its 2023 Environmental Report and annually after that which addresses the main asks AYS made of the company last filing season; AYS will continue to engage over the next year to gain more insight into its water risk reduction planning
Successfully Withdrawn	Climate Change	AYS	Choice Hotels International	Report on climate transition plan for achieving GHG reduction goals	Company agreed that it will join the SBTi in 2023 and disclose its Scope 1 and 2 emissions as well as progress toward determining its Scope 3 emissions baseline
Successfully Withdrawn	Climate Change	AYS	Morgan Stanley	Report on climate transition planning	Company agreed to enhance its transition plan disclosures and provide further insight on how it will meet its Net Zero commitment; company also agreed to provide an update by October 2023 on its long-term approach to transition planning



Status	Topic	Org.	Company	Resolution Request	Outcome
Successfully Withdrawn	Climate Change	AYS	Papa John's International	Report on climate transition plan for achieving GHG reduction goals	Company agreed that, by June 2024, it will assess and disclose its deforestation risk exposure and make a time-bound, public commitment to sourcing all relevant forest-risk commodities from suppliers that maintain deforestation-free supply chains; Company has also committed to disclose its Scope 1 and 2 emissions by April 2023
Successfully Withdrawn	Climate Change	PI	Williams Companies	Report direct methane measurement and on the reliability of methane emission disclosures	Agreed to join the Oil and Gas Methane Partnership (OGMP), a multi-stakeholder initiative that is viewed as the global gold standard to measure and report methane emissions
Successfully Withdrawn	Consumer Packaging	AYS	McDonald's Corp	Sustainable packaging policies for plastics	Company committed to publish a report in 2024 evaluating opportunities to expand its use of reusable packaging; the report will identify possible new actions and potential goal frameworks on reusables, informed by Breaking the Plastic Wave's System Change Scenario, whereby businesses must decrease plastic use by at least 1/3 to effectively achieve an 80% cut in plastic pollution by 2040
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Bank of America	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to augment existing disclosures and begin to release hiring and retention/ turnover rates of its employees along all gender, race, and ethnicity categories established by the Equal Employment Opportunity Commission (EEOC) during or before 2025
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Bank of New York Mellon	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to augment existing disclosures and begin to release hiring and retention/ turnover rates of its employees along all gender, race, and ethnicity categories established by the EEOC during or before 2025
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Baxter International	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release, in 2025, at least two of the three inclusion rates linked to the performance of its diversity, equity, and inclusion efforts by gender, race, and ethnicity categories established by the EEOC
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Biogen	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release important hiring and retention rate data by gender, race, and ethnicity categories established by the EEOC by 2025
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Charter Communications	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to share important inclusion data by gender, race, and ethnicity categories established by the EEOC during or before 2024



Status	Topic	Org.	Company	Resolution Request	Outcome
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	CVS Health Corp	Report on risks and impact of use of concealment clauses	Company agreed to add language from the Silenced No More Act to its employment and post-employment contracts and to add a provision to its employee arbitration agreement that allows for employee disclosure of harassment or discrimination allegations; company also agreed to continue Ethics Line quarterly reporting for harassment and discrimination
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	eBay Inc	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release important hiring, retention, and promotion rate data by gender, race, and ethnicity categories established by the EEOC during or before 2024
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Estee Lauder	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release its hiring and retention rates linked to the performance of its DEI efforts by gender, race, and ethnicity categories established by the EEOC by the end of 2025
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Ford Motor Co	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release, in 2025, at least two of the three inclusion rates linked to the performance of its diversity, equity, and inclusion efforts by gender, race, and ethnicity categories established by the EEOC
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Simon Property Group	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release, in 2025, important hiring, retention, and promotion rate data by gender, race, and ethnicity categories established by the EEOC
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Target	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release at least two of the three inclusion rates linked to the performance its capital management program by gender, race, and ethnicity categories established by the EEOC during or before 2025
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Texas Instruments	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release important hiring and retention rate data by gender, race, and ethnicity categories established by the EEOC during or before 2025
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Thermo Fisher Scientific	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release important hiring and retention rate data by gender, race, and ethnicity categories established by the EEOC during or before 2025
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	T-Mobile US	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release, in 2025, at least two of the three inclusion rates linked to the performance of its diversity, equity, and inclusion efforts by gender, race, and ethnicity categories established by the EEOC



Status	Topic	Org.	Company	Resolution Request	Outcome
Successfully Withdrawn	Diversity, Equity & Inclusion	AYS	Victoria's Secret	Greater disclosure of material corporate diversity, equity, and inclusion data	Company agreed to release important hiring, retention, and promotion rate data by gender, race, and ethnicity categories established by the EEOC during or before 2024
Successfully Withdrawn	Governance	AYS	Mastercard	Report on negative brand impact due to affiliations with associations, trade groups, and other organizations	Company committed to annually reviewing its political engagement and lobbying expenditures and their alignment with its values and goals; company also agreed to supplement its expenditure disclosures for U.S. trade associations with a statement about the specific value to the company of participating in each association
Successfully Withdrawn	Say on Climate	AYS	CarMax Inc	Report on the amount of carbon offsets purchased and verifications status	Company agreed to provide additional information regarding its purchase and utilization of carbon offsets to meet its 2025 emissions reduction targets
Successfully Withdrawn	Say on Climate	AYS	Freeport-McMoRan	Report on climate transition plan and GHG reduction goals	Company agreed to set 1.5-degree aligned reduction targets covering Scope 3, value chain emissions
Successfully Withdrawn	Say on Climate	AYS	Linde PLC	Report on climate transition plan and GHG reduction goals	Company announced that it will set a Scope 3 emissions target, and, up until that time, will work to monitor Scope 3 emissions, verify methodologies, engage with supply chain partners, and identify Scope 3 reduction opportunities
Successfully Withdrawn	Say on Climate	AYS	Performance Food Group	Report on climate transition plan and GHG reduction goals	Agreed to publicly announce its net zero by 2050 ambition and report Scope 1-3 emissions data in 2024; also committed to establish 1.5 degrees C-aligned emission reduction targets across all scopes by the end of 2025
Successfully Withdrawn	Say on Climate	AYS	Westinghouse Air Brake Technologies	Report on climate transition plan and GHG reduction goals	Company agreed to disclose Scope 3 value-chain emissions and establish operational and value chain emission reduction targets aligned with the Paris Agreement
Successfully Withdrawn	Sexual & Reproductive Health	AYS	AT&T Inc	Report on alignment between stated company values and political & electioneering expenditures around Sexual & Reproductive Health of employees	Company committed to make public aggregated information that will provide investors assurance it is managing its intentional political engagement and monitoring activity on other priorities on which it doesn't engage politically
Successfully Withdrawn	Sexual & Reproductive Health	RHIA	HCA Healthcare	Report on hospital policies concerning pregnant patients' right to access abortion in emergencies	Company agreed to post a policy clarifying for doctors that it permits the performance of emergency abortions in states; RHIA plans to continue engagement and push for the company to expand its abortion-related disclosures



Status	Topic	Org.	Company	Resolution Request	Outcome
Successfully Withdrawn	Sexual & Reproductive Health	AYS	Verisk Analytics	Report on data privacy risks and how such practices may be enhanced to better protect consumers' human rights	Company was receptive to meeting with AYS and stated that, to the best of its knowledge, it holds no data related to an individual's reproductive health; based on this statement, AYS withdrew its resolution, as the company appears to not face risk from this issue
Cancelled	Climate Change	PI	IdaCorp	Report on Paris-compliant plan to cut carbon footprint	Unable to identify lead filer
Cancelled	Diversity, Equity & Inclusion	AYS	Fox Corp	Greater disclosure of material corporate diversity, equity, and inclusion data	AYS was unable to find a shareholder with qualifying shares
Cancelled	Diversity, Equity & Inclusion	AYS	Halliburton Co	Greater disclosure of material corporate diversity, equity, and inclusion data	Withdrawn due to procedural issues with the proof of share ownership documentation
Cancelled	Diversity, Equity & Inclusion	AYS	Home Depot	Report on risks and impact of use of concealment clauses	AYS and Amalgamated Bank decided to prioritize other engagements
Cancelled	Diversity, Equity & Inclusion	AYS	Lowe's Companies	Report on risks and impact of use of concealment clauses	Withdrawn due a procedural issue with the documentation; AYS will continue to engage and prepare for a potential 2024 shareholder resolution if necessary
Cancelled	Diversity, Equity & Inclusion	AYS	TJX Companies	Report on risks and impact of use of concealment clauses	AYS and Amalgamated Bank decided to prioritize other engagements
Cancelled	Governance	AYS	American Express	Report on company's lobbying and political expenditures	AYS decided to focus its resources on existing campaigns rather than this new engagement
Cancelled	Racial Justice	AYS	DuPont de Nemours Inc	Disclose plans and policies aligned with achieving racial equity and DEI disclosure as informed by As You Sow scorecard	AYS was unable to make any material connections with adjacent communities so decided not to move forward with an engagement
Cancelled	Racial Justice	AYS	Lamb Weston Holdings	Disclosure on plans and policies aligned with achieving racial equity and DEI disclosure as informed by As You Sow scorecard	AYS was unable to identify a grassroots environmental justice group engaging with the company; AYS' data did not point to any large-scale issues appropriate for a shareholder resolution so AYS will not be engaging or moving forward
Cancelled	Racial Justice	AYS	Union Pacific Corp	Disclose plans and policies aligned with achieving racial equity and DEI disclosure as informed by As You Sow scorecard	AYS was unable to make any material connections with adjacent communities so decided not to move forward with an engagement



Status	Topic	Org.	Company	Resolution Request	Outcome
Cancelled	Racial Justice	AYS	Univar Solutions	Disclosure on plans and policies aligned with achieving racial equity and DEI disclosure as informed by As You Sow scorecard	AYS was unable to make any material connections with adjacent communities so decided not move forward with an engagement
Cancelled	Say on Climate	AYS	Dollar Tree Inc	Report on climate transition plan and GHG reduction goals	AYS did not co-file on the proposal led by ICCR
Cancelled	Say on Climate	AYS	Lockheed Martin Corp	Report on climate transition plan and GHG reduction goals	Withdrawn due to a miscalculation of the holding value of the stock used for the filing
Cancelled	Sexual & Reproductive Health	RHIA	Darden	Report on actions to mitigate risk associated with state policies restricting reproductive rights	Partner Amalgamated Bank decided not to move forward with filing
Cancelled	Sexual & Reproductive Health	RHIA	Dollar General	Report on actions to mitigate risk associated with state policies restricting reproductive rights	Withdrawn due to a technical issue with supporting documentation
Cancelled	Sexual & Reproductive Health	RHIA	Oneok	Report on actions to mitigate risk associated with state policies restricting reproductive rights	RHIA decided to focus their efforts on different companies after they gathered more information
Cancelled	Sexual & Reproductive Health	RHIA	PNC	Data privacy as it relates to reproductive health information	RHIA decided to focus their efforts on different companies after they gathered more information
Cancelled	Sexual & Reproductive Health	RHIA	Ross Stores	Report on actions to mitigate risk associated with state policies restricting reproductive rights	RHIA decided to focus their efforts on different companies after they gathered more information
Cancelled	Water	AYS	Tesla	Report on policies and practices to reduce water-related risk	Company moved up its resolution filing deadline by two months with minimal notice to the public and shareholder advocates did not find out until the deadline passed
Cancelled	Climate Change	AYS	Martin Marrietta Materials	Report on climate transition plan for achieving GHG reduction goals	The CA100+ alliance of institutional investors took the lead on filing the resolution
SEC Decision	Petro chemicals	AYS	Chevron Corp	Report on petrochemical risks: single-use plastics	The SEC allowed the company to exclude the resolution

The table above does not include resolutions that were cancelled without planned ongoing engagement. It is meant to show a sample of resolutions supported by LNW clients and is provided for illustrative purposes only; the companies listed may or may not be held in specific client accounts. The table refers to only those proxies which are considered ESG initiatives and may not represent all proxies voted. For more information on our proxy voting policy, please contact your LNW team.



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Impact investing is associated with the broad consideration of actual and potential non-financial risks of Environmental, Social, and Governance (ESG) factors, and how those factors may affect the financial performance of a company and its securities. For example, environmental changes and extreme events associated with climate change could increasingly affect companies' financial performance. Similarly, poor labor relations or discriminatory practices could lead to financial liability, employee turnover and understaffing, and damage to companies' reputation. ESG investing generally seeks to avoid these risks, and increasingly also aims to achieve certain positive impacts through investing in key areas believed by the investment manager to be positively affected by corporate investment and, in some cases, related shareholder advocacy. Avoiding risk and achieving positive impact are different objectives. Since the field of ESG/impact investing continues to develop, it remains to be seen how effective investment managers will be, especially in the area of impact. ESG ratings of companies are often based on subjective measures, and may include corporate self-reporting, different and inconsistent third-party rating systems, as well as data points that are associated with positive or negative outcomes but where causation has not been established. It is also possible that companies that do have positive impact in the areas identified, or that successfully avoid some or most of the ESG risks noted, will not have favorable financial returns. Accordingly, their stock prices could underperform their peers despite alignment with ESG objectives.

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