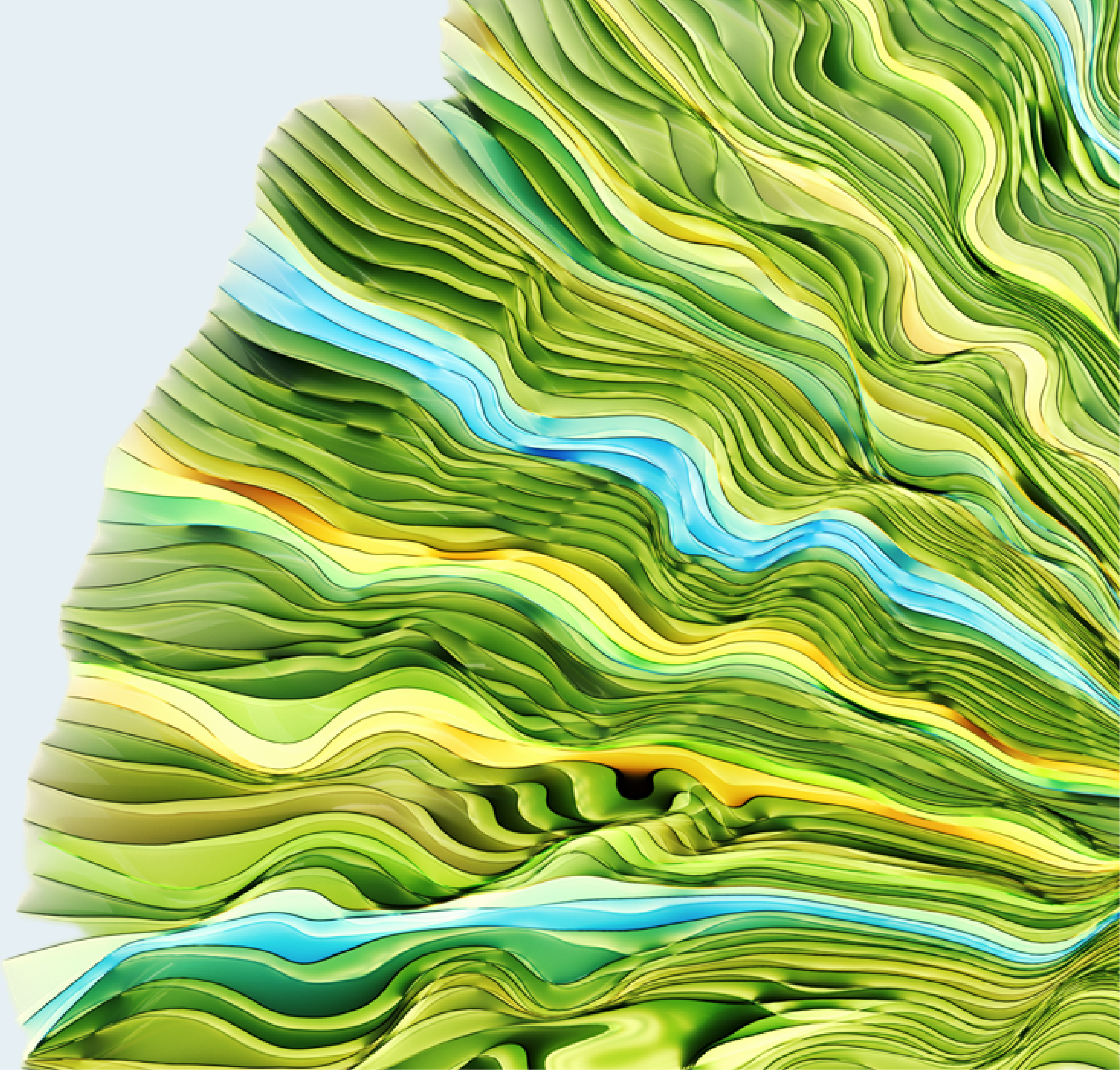
2024 Proxy Voting Report



CPP Investments

A note from our Chief Sustainability Officer

Richard Manley, Chief Sustainability Officer

This report details our proxy voting activities for the year ended June 30, 2024 (the **Reporting Period**).

Details on our broader sustainability-related activities will be published concurrently with our Annual Report (expected in May 2025), in alignment with the International Sustainability Standards Board (**ISSB**)'s inaugural standards which recommend that entities report sustainability-related information at the same time as financial information.

Consistent with our mandate to maximize investment returns without undue risk of loss, and our belief that good corporate governance enhances long-term shareholder value, CPP Investments includes governance factors as considerations in our investment decision making processes, and actively engages with boards and executive management teams on the adoption of improved governance practices at companies in which we are invested.

One of the most effective ways to fulfil our stewardship responsibilities as a shareholder and convey our views to boards of directors and management of public companies, is to vote our proxies at annual and special meetings of shareholders. As investors, we expect boards to consider material business risks and opportunities, including sustainability matters, when setting and implementing strategy. Where we believe this is not being adequately done, we retain and, where appropriate, exercise the right to withhold support for directors through our proxy voting rights.

We vote our proxies in accordance with our publicly available Proxy Voting Principles and Guidelines (**PVPG**). Our PVPGs, which are reviewed annually, have two purposes:

(i) to give the directors and officers of companies in which we own shares, guidance on how CPP Investments is likely to vote on matters put to the shareholders; and

(ii) to communicate our views on other important matters that boards will deal with in the normal course of business.[1]

Our PVPGs are intended to be applied globally, taking into account local laws and prevailing governance practices. They are guidelines, not rigid rules, and we will respond to specific matters on a company-by-company basis.

In this report, we not only provide an overview of the meetings in which we voted our proxies for the Reporting Period based on our PVPGs for that period, but also provide details on select voting policies and the corresponding statistics for our voting on the key themes of climate change, executive compensation, classified boards and board diversity. Our individual proxy vote decisions are publicly available for review on our website.

1 The proxy voting activities detailed in this report are based on our PVPGs that were in effect during the Reporting Period for the year ended June 30, 2024.

Proxy voting themes and statistics

2024 proxy voting facts

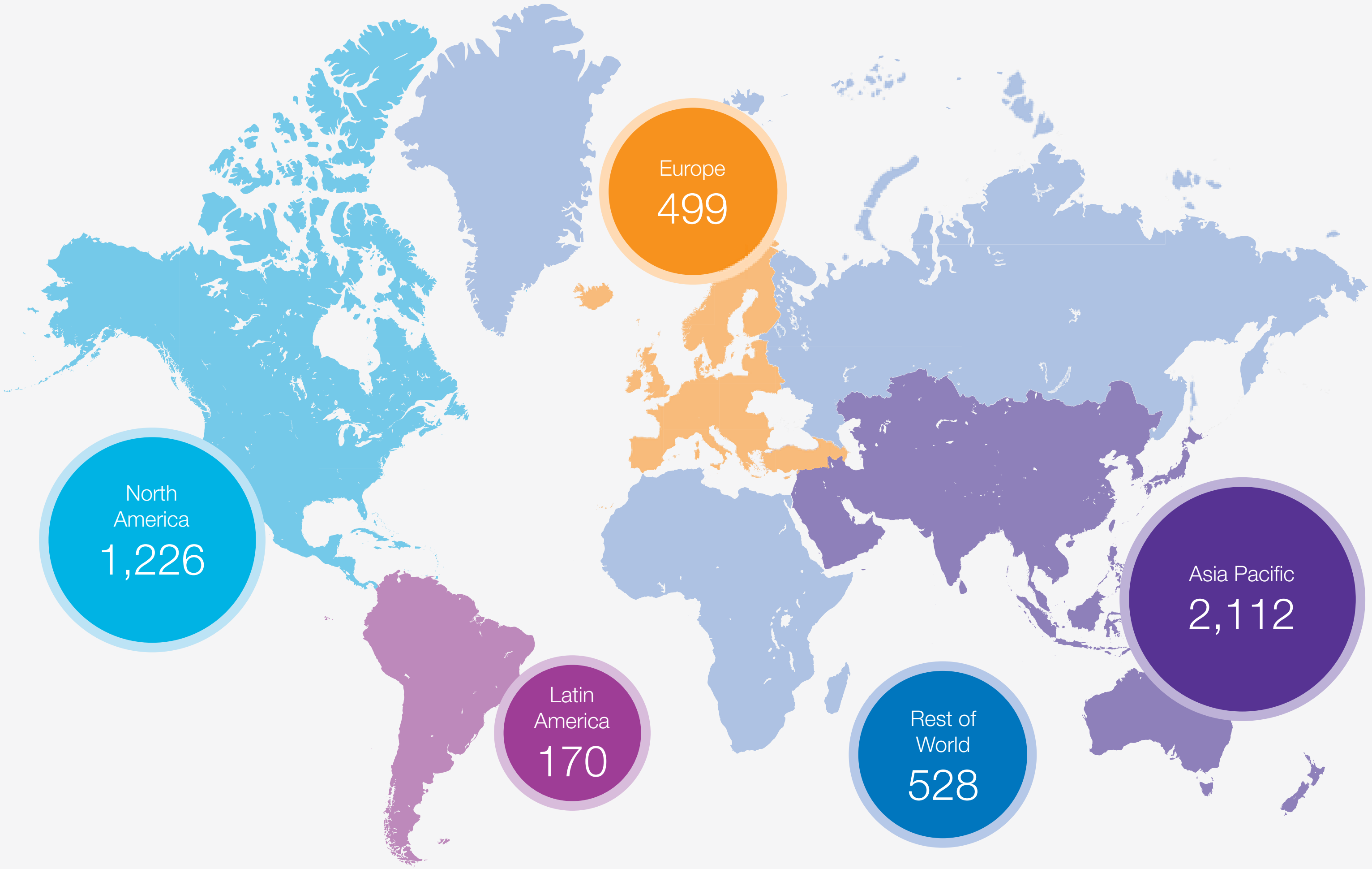
For the Reporting Period, we voted at
4,535 meetings

We voted on
45,286 agenda items

We voted in
50 countries

We voted against management's recommendations in
12.67% of cases

Meetings voted in



Key voting themes and statistics for 2024 proxy voting season[2]

Climate change

In our role as a shareholder, we expect boards and executives to have integrated climate-related risks and opportunities – where material – into their strategy, operations and disclosures in a manner consistent with protecting and growing the long-term value of the company. Where a company has clear, intrinsic climate-related risk, we expect the board to demonstrate adequate consideration and assessment of physical and transition-related impacts from climate change. We expect the board and executives to determine the transition strategy that is appropriate for the company considering the current and future outlook for regulation, supplier / customer demands, technology costs and, where applicable, economic incentives provided by carbon prices / taxes and, the physical risk to their operations and value chains. While we do not prescribe what this strategy should look like, we expect the board to ensure it is in place.

In respect of the publicly listed companies within our portfolio, our PVPGs set out that a board can only be deemed to be effectively considering the company's best interests if climate-related risks and opportunities have been identified, quantified and integrated into strategy, operations and reporting.

We introduced our climate change voting policy in March 2021 where, if engagement was unsuccessful, we voted against the reappointment of the chair of the committee responsible for oversight of climate change (or an appropriate equivalent committee).

In 2024, we revised our climate voting policy to broaden the scope of coverage for boards that have failed to demonstrate adequate oversight with respect to the assessment of physical and transition-related impacts to the company from climate change. We determined this deficiency as (i) consideration of whether the company has credible and actionable plans for achieving climate-related commitments made by the company, and (ii) for companies listed, incorporated or operating in markets where the government has committed to a Nationally Determined Contribution (NDC) under the Paris Agreement and regulatory action is expected, where the company has no reported scope 1 and scope 2 GHG emissions, which is viewed as the most basic data upon which to start preparing a strategy for a no/low carbon economy.

Our updated policy led to a substantial increase in the number of climate-related engagements with portfolio companies compared to previous years.

Where these expectations are not met, we will consider escalating this voting practice to the entire committee, the board chair and the entire board where we see inaction in addressing this area in future years.

The update to our climate change voting policy is grounded in our Climate Change Principles, in which we seek to create value and mitigate risk to our portfolio associated with the whole economy transition. We consider continued enhancement of our climate change voting policy a key aspect of this approach.

We have also updated our guidelines around reporting frameworks we support with respect to climate. We encourage companies to consider in their planning and reporting the use of our Abatement Capacity Assessment Framework as a tool to help boards and management teams convey a company's commitment and ability to transition to a low-carbon future. We support alignment of reporting with the International Sustainability Standards Board (ISSB) IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information. In addition to supporting companies aligning their climate change reporting with the ISSB's IFRS S2 Climate-related Disclosures standard, we support companies using the Transition Plan Taskforce recommendations as an approach to communicating their transition plan.[3]

For the reporting period

- **181** companies where we voted against the reappointment of the chair of the risk committee (or an appropriate equivalent committee)
  - This resulted in **322** votes against directors
- **70** climate-related engagements with portfolio companies
- **59** of the companies we engaged with made commitments and improvements on climate-related disclosures, including commitments to disclose scope 1 and scope 2 GHG emissions within the next two years, and enhancing details of decarbonization plans
- **21** climate-related shareholder proposals supported that sought deeper disclosures on topics such as climate accountability, operational emissions management and asset portfolio resilience

2 The proxy voting activities detailed in this report are based on our PVPGs that were in effect during the Reporting Period for the year ended June 30, 2024.

3 ISSB's IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures standard are available here. The Transition Plan Taskforce recommendations are available here.

Key voting themes and statistics for 2024 proxy voting season *(continued)*

Executive compensation

Long-term shareholder value is more likely to be created when management and shareholder interests are aligned. We expect a clear link between executive pay and company performance that appropriately aligns management and shareholder interests. Executive compensation programs should be appropriately structured to emphasize long-term and sustainable growth of shareholder value. Similarly, companies should provide full disclosure in corporate reporting of compensation information and clear rationales for compensation decisions. In addition, we expect an annual "say on pay," which refers to a yearly advisory vote by shareholders on executive compensation.

For the reporting period

- Approve executive compensation: **15.2% Against** (217/1,428)
- Approve share plan grants: **62.0% Against** (101/163)
- Annual "say on pay" frequency: **100% For** (113/113)
- Compensation-related shareholder proposals: **29.8% For** (14/47)

Classified boards

In 2022, we adopted a voting policy to escalate our concern regarding classified boards at our publicly traded companies in our portfolio. With a classified board structure, only a subset of directors is put forward for election by shareholders at each annual general meeting. While this structure can provide enhanced continuity and stability – e.g., in the immediate years following an initial public offering – classified boards inhibit the rights of shareholders to hold specific directors to account annually. For this reason, for publicly traded companies with classified boards, we will consider voting against all directors up for election where votes against one or more directors are warranted under our PVPGs. We expect newly publicly listed companies with classified boards to clearly set out appropriate sunset provisions that will define when annual director elections will commence, aligned with their transition to having a distributed shareholder base as a seasoned listing, and that governance will converge to best practice on a reasonable timeframe.

For the reporting period

- Shareholder meetings where our classified boards voting policy was applied: **314**
- Votes against directors under the classified boards voting policy: **797**
- We supported **100%** (16/16) of management proposals to declassify the board

Board diversity

CPP Investments believes that companies with diverse boards are more likely to achieve superior financial performance. This is why we use our voting power to encourage companies to achieve a reasonable gender balance on their boards. Our goal is to improve the gender diversity balance and, hence, the overall effectiveness of public company boards. We first introduced our board gender diversity voting practice in Canada in 2017 and have continued to evolve our practices each year.

In 2024, we updated our PVPGs to set out our approach to diversity beyond gender. Boards should be diverse in ways that link to the company's business, strategy, geographic footprint, employees, communities, and other stakeholders. We expect that boards disclose their approach to diversity and how it supports board effectiveness. We believe boards are best equipped to determine what specific dimensions of board diversity are relevant to their business. While we do not prescribe an approach, we strongly encourage boards to disclose the diverse attributes of their directors where appropriate, relevant, and where directors have granted permission to do so, to allow shareholders to fully and accurately evaluate board diversity holistically.

We also updated our PVPGs to increase our board gender diversity expectation from "rounded 30%" to absolute 30% female directors for boards with more than eight directors in certain markets.

For the reporting period

- We supported **10** shareholder proposals requesting companies report on their diversity and inclusion efforts.

Evolution of our gender diversity voting practices

as of year ended June 30

Policies

Legend: Canada | Global

2017

Introduced our gender diversity voting practice in Canada

For our Canadian public holdings, **we started voting against the election of the chair of the nominating committee if a board had no (0) female directors***

2018

Escalated our gender diversity voting practice in Canada

For our Canadian public holdings, we started voting against all nominating committee members at companies where we voted against the nominating committee chair in 2017 if the company had since made no progress improving its lack of board gender diversity*

2019

For our Canadian public holdings, we escalated our approach to vote against nominating committee chairs of S&P/TSX composite boards with only one (1) female director*

Introduced our global gender diversity voting practice.

For our global public holdings, we started voting against the election of nominating committee chair if the board had no (0) female directors*

2020

During the 2020 season, we considered voting against the entire committee responsible for director nominations if sufficient progress on gender diversity was not made at companies that we voted against in 2019

Escalated our global gender diversity voting practice to vote against the entire committee responsible for director nominations if sufficient progress on gender diversity was not made at companies that we voted against in 2019

2021

Escalated our global gender diversity voting practice for companies in the United States, Canada, developed Europe and Australia to start voting against the nominating committee chair if the board has less than rounded 30% female directors

In all other markets, we continued to vote against the nominating committee chair if the board did not have at least one female director*

We continued to escalate our opposition to the entire nominating committee if sufficient progress was not made in subsequent years*

2022

Enhanced our gender diversity voting practice by expanding the countries where we will vote against the nominating committee chair if the board has less than rounded 30% female directors* to include South Africa and New Zealand

In all other markets, we continued to vote against the nominating committee chair if the board does not have at least one female director*

We continued to consider voting against the entire nominating committee, or, where appropriate, all incumbent directors, if sufficient progress on gender diversity was not made in subsequent years

We expected to apply a rounded 30% threshold to more countries and markets

2023

In the United States, Canada, developed Europe, Australia, South Africa and New Zealand, we continued to vote against the nominating committee chair if the board has less than rounded 30% female directors*

Enhanced our practices in all other markets to vote against the nominating committee chair if the board does not have at least two female directors*

We will consider voting against the entire nominating committee, or, where appropriate, all incumbent directors, if sufficient progress on gender diversity has not been made in subsequent years

2024

Enhanced our practices in the United States, Canada, developed Europe, Australia, South Africa and New Zealand, to vote against the nominating committee chair if the board has less than absolute 30% female directors*.

For boards with fewer than nine directors, we expect at least rounded 30% female directors on the board*

In all other markets, we continued to vote against the nominating committee chair if the board does not have at least two female directors*

We continue to consider voting against the entire nominating committee, or, where appropriate, all incumbent directors, if sufficient progress on gender diversity has not been made in subsequent years

* Provided there are no extenuating circumstances warranting an exception.

Evolution of our gender diversity voting practices

as of year ended June 30

Statistics

Legend Canada Global

2017

Voted at shareholder meetings for **45** Canadian public companies with no (0) female directors

2018

21 of the 45 companies we voted against in 2017 added a female director to their boards over the subsequent year

Voted at shareholder meetings for **22** Canadian public companies with no (0) female directors

Voted against the nominating committee chair at **6** companies

Voted against entire nominating committee at **7** companies

2019

Voted against directors at **13** Canadian public companies for having no (0) female directors

Voted against directors at **26** Canadian public companies on the S&P/TSX composite for having only one (1) woman on the board

Voted against the election of **626** directors globally at companies with no (0) female directors

2020

Voted against directors at **10** Canadian public companies due to gender diversity concerns; **9** of these were S&P/TSX composite companies with only one (1) woman on the board, while one (1) was a non-S&P/TSX composite company with no (0) women on the board

Voted against **323** of our public portfolio companies globally (excluding Canada) for failing to have any women on their boards

2021

Voted against **481** companies globally

Canada: 18
USA: 257
Europe: 33
Asia Pacific: 168
Latin America: 4
Rest of World: 1

Of the **481** total companies we voted against, we voted against 290 of those companies under our newly adopted 30% threshold for North America, developed Europe and Australia

Canada: 13
USA: 251
Developed Europe: 26
Australia: 0

2022

Voted against **357** companies globally

Canada: 15
USA: 234
Europe: 23
Asia Pacific: 82
Latin America: 2
Rest of World: 1

2023

Voted against **433** companies globally

Canada: 4
USA: 144
Europe: 13
Asia Pacific: 244
Latin America: 5
Rest of World: 23

2024

Voted against

573

companies globally

Canada: 4
USA: 181
Europe: 29
Asia Pacific: 268
Latin America: 11
Rest of World: 80

Forward-looking statements

This proxy voting report contains forward-looking information and statements. Forward-looking information and statements include all information and statements regarding CPP Investments' intentions, plans, expectations, beliefs, objectives, future performance, and strategy, as well as any other information or statements that relate to future events or circumstances and which do not directly and exclusively relate to historical facts. Forward-looking information and statements often but not always use words such as "trend," "potential," "opportunity," "believe," "expect," "anticipate," "current," "intention," "estimate," "position," "assume," "outlook," "continue," "remain," "maintain," "sustain," "seek," "achieve," and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "may," and similar expressions. The forward-looking information and statements are not historical facts but reflect CPP Investments' current expectations regarding future results or events. The forward-looking information and statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including changes to regulatory frameworks, climate change projections, and sustainability methodologies and reporting, and general investment conditions. Although CPP Investments believes that the assumptions inherent in the forward-looking information and statements are reasonable as of the date of this proxy voting report, such statements are not guarantees of future performance and, accordingly, readers are cautioned not to place undue reliance on such statements due to the inherent uncertainty therein. CPP Investments does not undertake to publicly update such statements to reflect new information, future events, and changes in circumstances or for any other reason.

CPP Investments