

## NEBRASKA INVESTMENT COUNCIL PROXY VOTING GUIDELINES

### OVERVIEW

The Proxy Voting Guidelines (the “Guidelines”) of Nebraska Investment Council (the “Council”) is designed to ensure compliance with the fiduciary responsibility to drive long-term, economic shareholder value with additional emphasis on widely accepted components of corporate governance. While the Guidelines reflects analysis and identification of both financial and corporate governance risk, the Guidelines also includes consideration of key shareholder rights in making proxy voting decisions.

The Guidelines will vote in favor of governance structures that will drive positive performance or enhance shareholder value and believes that policies are generally best left to management and the board absent a showing of egregious or illegal conduct that might threaten shareholder value. The most crucial test of a board’s commitment to the company and to its shareholders is the performance of the board and its members. The performance of directors in their capacity as board members and as executives of the company, when applicable, and in their roles at other companies where they serve is critical to this evaluation.

Directors are formed into three categories based on an examination of the type of relationship they have with the company. The table below includes a breakdown of how the Guidelines classifies these director relationships with the company.

Insider	Affiliate	Independent
Someone who serves as a director and as an employee of the company	A director who has a material financial, familial or other relationship with the company, or its executives, but is NOT an employee of the company	No material financial, familial or other current relationships with the company, it's executives or other board members except for service
May also include executive chairs (who act as an employee of the company or is paid as an employee of the company)	A director who owns or controls, directly or indirectly 20% or more of the company's voting stock (except where local regulations or best practices set a different threshold).	A director who owns, directly or indirectly less than 10% of the company's voting stock (local regulations and best practices may set a different threshold)
	A director who has been employed by the company within the past 5 calendar years	A director who has not been employed by the company for a minimum of 5 calendar years
	A director who performs material consulting, legal, advisory, accounting or other professional services for the company	A director who is not involved in any Related Party Transactions (RPT) with the company (most common RPT’s - Consulting, Legal, and Accounting/Advisory services)
	A director who is involved in an "Interlocking Directorship"	

Common reasons the Guidelines will vote against a director:

- (i) A director who attends less than 75% of the board and applicable committee meetings.
- (ii) An affiliated director when the board is not sufficiently independent in accordance with market best practice standards.
- (iii) An affiliate or insider on any of the key committees (audit, compensation, nominating) or an affiliate or insider on any of the key committees and there is insufficient independence on that committee, both of the above can vary in accordance with the markets best practice standards.

The following conflicts of interests may hinder a director's performance and may result in a vote against:

- (i) A director who presently sits on an excessive number of public company boards (see the relevant market guidelines for confirmation of the excessive amount).
- (ii) Director, or a director whose immediate family member, or the firm at which the director is employed, provides material professional services to the company at any time during the past three years.
- (iii) Director, or a director whose immediate family member, engages in airplane, real estate or other similar deals, including perquisite type grants from the company.
- (iv) Director with an interlocking directorship.

### **Board Independence**

A majority independent board is most effective in protecting shareholders' interests. Generally, the Guidelines will vote against responsible directors if the board is less than majority independent, however, this is also dependent on the market best practice standards.

### **Board Committee Composition**

It is best practice to have independent directors serving on the audit, compensation, nominating and governance committees. As such, the Guidelines will support boards with this structure and encourage change when this is not the case. However, board committee independence thresholds may vary depending on the market.

### **Director Overboarding**

The Guidelines will closely review director board commitments and will vote against directors serving on more than six total boards, for directors who are not also executives; and against directors serving more than three total boards, for a director who serves as an executive of a public company.

### **Classified Boards**

The Guidelines favors the repeal of staggered boards in favor of the annual election of directors. Staggered boards are generally less accountable to shareholders than annually elected directors to the board. In addition, the annual election of directors encourages board members to focus on protecting the interests of shareholders. Further to this, if shareholders are unsatisfied with board members the annual election of directors allows them to voice these concerns.

## **FINANCIAL REPORTING**

### **Appointment of Auditors and Authority to Set Fees**

The role of the auditor is crucial in protecting shareholder value. Like directors, auditors should be free from conflicts of interest and should assiduously avoid situations that require them to make choices between their own interests and the interests of the shareholders.

The Guidelines will generally support the ratification of the auditor and approval to set the audit fees, except in cases where non-audit fees are greater than half of the total fees, or there has been an egregious oversight by the auditor that comprises the integrity of their audit or independence.

## **COMPENSATION**

### **Compensation Reports and Compensation Policies**

As a general rule, shareholders should not seek to micromanage executive compensation programs. Such matters should be left to the board's compensation committee. The election of directors, and specifically those who sit on the compensation committee, is viewed as an appropriate mechanism for shareholders to express their support, or disapproval, of board policy on this issue. Further, companies whose pay-for-performance is in line with their peers should be granted the flexibility to compensate their executives in a manner that drives sustainable growth. The Guidelines favors performance-based compensation as an effective means of motivating executives to act in the best interests of shareholders.

Depending on the market, compensation report and compensation policy vote proposals may be either advisory or binding, e.g. in the UK a non-binding compensation report based upon the most recent fiscal year is voted upon annually, and a forward-looking compensation policy will be subject to a binding vote every three years.

In all markets, company filings are evaluated closely to determine how well information pertinent to compensation practices has been disclosed, the extent to which overall compensation is tied to performance, which performance metrics have been employed, as well as how the company's remuneration practices compare to that of its peers.

The Guidelines will vote against the approval of a compensation report or policy in instances where the company has poor financial performance over the previous three-year period, there is a severe and sustained disconnect between executive pay and performance, and it is determined that the compensation plan or guidelines does not warrant shareholder support.

### **Long-Term Incentive Plans**

The Guidelines recognizes the value of equity-based incentive programs. When used appropriately, they provide a means of linking an employee's pay to a company's performance, thereby aligning their interests with those of shareholders. In addition, equity-based compensation is an effective way to attract, retain and motivate key employees.

In order to allow for meaningful shareholder review, incentive programs should generally include:

- specific and appropriate performance goals;
- a maximum award pool; and
- a maximum award amount per employee.

The Guidelines generally supports the adoption of and amendment to equity-based incentive programs except in cases where adoption of the proposal would result in significant dilution to shareholders. In these instances, the size of the company is taken into consideration when determining the appropriate level of dilution. For example, small cap companies may be afforded a larger degree of dilution given the unique needs to attract and retain talent through equity-based programs, whereas large cap companies are expected to craft incentive plans where dilution does not exceed 20%.

### **Performance-Based Equity Compensation**

The Guidelines supports performance-based equity compensation plans for senior executives; where it is warranted by both their performance, and that of the company. While it is not uncommon for a board to

state that tying equity compensation to performance goals may hinder them in attracting, and retaining, talented executives, the Guidelines takes the stance that performance-based compensation aids in aligning executive interests to that of shareholders, and as such will support the company in achieving its objectives.

## **GOVERNANCE STRUCTURE**

### **Amendments to the Articles of Association**

The Guidelines will evaluate proposed amendments to a company's articles of association on a case-by-case basis. In cases where the article amendments are bundled, the Guidelines will evaluate each amendment individually and may vote against the proposal if, in the aggregate, the amendments are not in the best interests of shareholders.

### **Anti-Takeover Devices**

#### **Dual-Class Share Structure**

The Guidelines views dual-class share structures as not in the best interests of shareholders and instead is in favor of one vote per share. This structure operates as a safeguard for common shareholders by ensuring that those who hold a significant minority of shares are still able to weigh in on issues set forth by the board. The economic stake of each shareholder should match their voting power and that no small group of shareholders, family or otherwise, should have differing voting rights from those of all other shareholders.

The Guidelines considers a dual-class share structure as having the potential to negatively impact the overall corporate governance of a company. Companies should have share class structures that protect the interests of non-controlling shareholders as well as any controlling entity. Therefore, the Guidelines will generally vote in favor of proposals to eliminate dual-class share structures. Similarly, the Guidelines will typically vote against proposals to adopt a new class of common stock.

#### **Cumulative Voting**

Cumulative voting increases the ability of minority shareholders to elect a director by allowing shareholders to cast as many shares of stock they own multiplied by the number of directors to be elected. Cumulative voting allows shareholders to cast all their votes for one single nominee, or a smaller number of nominees than up for election, thereby raising the likelihood of electing one or more of their preferred nominees to the board. Accordingly, cumulative voting generally acts as a safeguard for shareholders by ensuring that those who hold a significant minority of shares can elect a candidate of their choosing to the board. The Guidelines will generally oppose the adoption of cumulative voting unless the company has not adopted any form of majority voting, has adopted anti-takeover provisions, and has been historically unresponsive to shareholders.

In instances where a company has not adopted majority voting standards and is facing both a proposal on the adoption of majority voting and a proposal to adopt cumulative voting, the Guidelines will support only the majority voting proposal.

#### **Fair Price Provision**

Fair price provisions, which are rare, require certain minimum price and procedural requirements to be observed by any party that acquires more than a specified percentage of a corporation's common stock. The intention of this provision is to protect minority shareholder value when an acquirer seeks to accomplish a merger or other transaction which would eliminate or change the rights of the shareholder. Fair price provisions sometimes protect the rights of shareholders in a takeover situation. However, more often than

not they act as an impediment to takeovers, potentially limiting gains to shareholders from a variety of transactions that could potentially increase share price. As a result, the Guidelines will generally vote to remove fair price provisions.

### Supermajority Vote Requirements

The Guidelines favors a simple majority voting structure except where a supermajority voting requirement is explicitly intended to protect the rights of minority shareholders in a controlled company. In the case of non-controlled companies, supermajority vote requirements act as impediments to shareholder action on ballot items that are critical to their interests. For example, supermajority vote requirements can strongly limit the voice of shareholders in making decisions on critical matters such as the selling of the business. Supermajority vote requirements can also allow small groups of shareholders to overrule and dictate the will of the majority of shareholders. Thus, having a simple majority is appropriate for protecting the rights of all shareholders.

### Poison Pills (Shareholder Rights Plan)

The Guidelines will generally oppose companies' adoption of poison pills, as they can reduce management accountability by substantially limiting opportunities for corporate takeovers. As a result, rights plans can prevent shareholders from receiving a buy-out premium for their stock. Generally, the Guidelines will vote against these plans to protect shareholders' financial interests. While boards should be given wide latitude in directing the activities of the company and charting the company's course, on an issue such as this where the link between the financial interests of shareholders and their right to consider and accept buyout offers is so substantial, shareholders should be allowed to vote on whether or not they support such a plan's implementation. In certain limited circumstances, the Guidelines will support a limited poison pill to accomplish a particular objective, such as the closing of an important merger, or a pill that contains what we believe to be a reasonable 'qualifying offer' clause.

### Increase in Authorized Shares

Adequate capital stock is important to a company's operation. When analyzing a request for additional shares, the Guidelines will typically review four common reasons why a company may need additional capital stock: (i) stock split; (ii) shareholder defenses; (iii) financing for acquisitions; and (iv) financing for operations.

The Guidelines believes that having adequate shares to allow management to make quick decisions and effectively operate the business is critical. The Guidelines favors that, when a company is undertaking significant transactions, management will justify its use of additional shares rather than providing a blank check in the form of large pools of unallocated shares available for any purpose. The Guidelines will support proposals to increase authorized shares up to 100% of the number of shares currently authorized unless, after the increase the company would be left with less than 30% of its authorized shares outstanding. In markets where such authorities typically also authorize the board to issue new shares without separate shareholder approval, the Guidelines applies the guidelines described below on the issuance of shares.

### Issuance of Shares

Generally, the Guidelines will support proposals to authorize the board to issue shares (with pre-emptive rights) up to 100% of issued share capital. The authority of these shares should not exceed five years unless that is the market best practice. In accordance with the different market practices, the specific thresholds for share issuance can vary. As a result, the Guidelines will vote on these proposals on a case-by-case basis. The Guidelines will also generally support proposals to suspend pre-emption rights for a maximum of 5-20% of the issued ordinary share capital of the company, depending on best practice in the country in which the company is located. This authority should not exceed five years, or less for some countries.

### **Repurchase of Shares**

The Guidelines typically supports proposals to repurchase shares when the plan includes the following provisions:

- (i) A maximum number of shares which may be purchased; and
- (ii) A maximum price which may be paid for each share (as a percentage of the market price).

### **Reincorporation**

A company is in the best position to determine the appropriate jurisdiction of incorporation. The Guidelines will factor in several elements when a management proposal to reincorporate the company is put to vote. These elements include reviewing the relevant financial benefits, generally related to incorporate tax treatment, as well as changes in corporate governance provisions, especially those related to shareholder rights, resulting from the change in domicile.

### **Advance Notice Requirements**

Typically, the Guidelines will vote against provisions that would require advance notice of shareholder proposals or of director nominees. Advance notice requirements typically range between three to six months prior to the annual meeting. These requirements often make it impossible for a shareholder who misses the deadline to present a shareholder proposal or director nominee that may be in the best interests of the company. Shareholders should be able to review and vote on all proposals and director nominees and are able to vote against proposals that appear with little prior notice. Therefore, by setting advance notice requirements it limits the opportunity for shareholders to raise issues that may arise after the window closes.

### **Anti-Greenmail Proposals**

The Guidelines will support proposals to adopt a provision preventing the payment of greenmail, which would serve to prevent companies from buying back company stock at significant premiums from a certain shareholder. The anti-greenmail provision helps to protect the company as it requires that a majority of shareholders other than the majority shareholder approve the buyback, thus, eliminating cases where a majority shareholder could attempt to charge a board a large premium for the shares.

### **Virtual-Only Shareholder Meetings**

A growing number of companies have elected to hold shareholder meetings by virtual means only. The Guidelines supports companies allowing a virtual option alongside an in-person meeting, so long as the shareholder interests are not compromised. Without proper controls, conducting a virtual-only meeting of shareholders could eliminate or significantly limit the rights of shareholders to confront, and ask management on any concerns they may have. When companies decide to only hold virtual-only meetings, the Guidelines will examine the level of disclosure assuring that shareholders will be afforded the same rights and opportunities to participate as they would at an in-person meeting.

## **MERGER, ACQUISITIONS AND CONTESTED MEETINGS**

For merger and acquisition proposals, the Guidelines undertakes a thorough examination of all elements of the transactions and determine the transaction's likelihood of maximizing shareholder return. The Guidelines will examine the process conducted, the specific parties and individuals involved in negotiating an agreement, as well as the economic and governance terms of the proposal.

In the case of contested merger situations, or board proxy fights, the Guidelines will evaluate the plan presented by the dissident party and how, if elected, it plans to enhance or protect shareholder value. The Guidelines will also consider any concerns presented by the board, including any plans for improving the performance of the company. In addition, the Guidelines will support shareholder proposals asking a company to consider the effects of a merger, spin-off, or other transaction on its employees and other stakeholders.

## SHAREHOLDER PROPOSALS

The Guidelines has a strong emphasis on electing a qualified board to manage the strategic direction of the company. The Guidelines believes that directors who are conscientiously exercising their fiduciary duties will typically have more and better information about the Company and its situation than shareholders. Those directors are also charged with making business decisions and overseeing management. The default view, therefore, is that the board and management, absent a suspicion of illegal or unethical conduct, will make decisions that are in the best interests of shareholders. Shareholder proposals are carefully reviewed to determine if the action or report requested is necessary in light of the company's current practices.

### **Governance Proposals**

The Guidelines supports increased shareholder participation and access to a company and its board of directors. Accordingly, the Guidelines will vote in favor of initiatives that seek to enhance shareholder rights, such as the introduction of majority voting to elect directors, the adoption of proxy access bylaws, the elimination/reduction of supermajority provisions, the declassification of the board, the submission of shareholder rights' plans to a shareholder vote, and the principle of one share, one vote.

The Guidelines will support shareholders' right to call a special meeting and act by written consent; however, only one of those provisions is necessary. As such, the Guidelines will vote against shareholder proposals to adopt special meeting or written consent provisions where one such provision already exists. Similarly, the Guidelines will support the board-sponsored special meeting or written consent proposal when competing management and shareholder proposals are on the same agenda.

The Guidelines generally opposes shareholder proposals to separate the role of chair and CEO, except in limited circumstances where there is no independent oversight of the board through a role such as lead director, and where a review of the company's circumstances warrants supporting the proposal.

### **Compensation Proposals**

The Guidelines does not believe shareholders should be directly involved in the design and negotiation of compensation packages. Such matters should be left to the board's wholly-independent compensation committee, which can be held accountable for its decisions through the election of directors. Further, in many markets, shareholders have the opportunity to voice their approval or dissatisfaction with respect to Company's executive compensation policies, practice, and disclosure through a vote on the company's executive compensation plan and policy. The board generally has more and better information concerning a company's strategies and is thus in the best position to determine issues including the specifics of executive compensation plans and the principles that guide such compensation.

### **General Approach to Environmental and Social Shareholder Proposals**

Nebraska law generally prohibits using state investments to support or oppose social initiatives. Prudent investment guidelines, including proxy voting, requires the Council to focus on investment returns and management of investment risk for the exclusive benefit of the plan participants. Proxy votes must be based solely on factors that relate to enhancing the value of the investment and cannot contain factors prohibited by federal or state law. The Council avoids taking positions, through its proxy voting, that either support or oppose shareholder resolutions involving social or political issues, including environmental and DEI. All proxy votes should be "neutral" with respect to social or political matters. The most neutral position that the Council could take is to abstain from voting on social or political issues.