

## Contents

Foreword	2
Executive summary	3
Our commitment to effective stewardship	4
A bottom-up approach	4
A well-resourced team	4
An active voting approach	4
Key changes to Fidelity's Global Proxy Voting policy	5
Statistics about our voting	6
Engaging with companies	8
Clear communication of expectations: Engaging with the whole market	8
Gender equality comes from the top: Focus on companies falling behind on gender diversity	8
Climate change: Shareholder proposals as an opportunity for engagement	8
Using our votes to send strong messages	11
Managing for societal expectations: Covid-19 and JobKeeper	11
Rio Tinto: Our response to the Juukan Gorge incident	11
James Hardie: Red-flagging incentives that might reinforce inadequate corporate culture	12



Daniela Jaramillo
Director, Sustainable Investing

Daniela joined Fidelity in August 2021. Prior to that she was a Senior Responsible Investment Adviser at HESTA, one of Australia's largest pension funds. While at HESTA, Daniela set up and was the Chair of the investor group of 40:40 Vision, an investor-led initiative to achieve gender balance in executive leadership. Daniela has held roles in responsible investment across the UK (Legal and General) and US (Wespath Benefits and Investments) before settling in Australia. She was also a member of the PRI Stewardship Advisory Committee between 2017 and 2021.

Originally from Ecuador, her career began as one of the founding members of a not for profit focusing on improving education and health outcomes in the region. Daniela holds an MSc in Environment and Development from London School of Economics and a BA in Journalism from Universidad San Francisco de Quito.



Matthew Roberts
Stewardship Analyst

Matthew joined Fidelity International in 2018 to focus on voting policies, governance and stewardship matters. Prior to this, he was Vice President and Senior Corporate Governance Analyst in the governance research team at the proxy advisor Institutional Shareholder Services (ISS) for 10 years, where he was primarily responsible for coverage of the Swiss, German and Austrian markets. He was also co-chair of the ISS European Voting Policy subcommittee, responsible for development of the Continental European and UK/Ireland benchmark voting policies. He started as a corporate governance analyst at Institutional Shareholder Services GRS and holds a BA in Economics and German from Bowdoin College, USA.



Ben White Associate Director, Sustainable Investing

Ben focuses on proxy voting policies, governance and stewardship matters. He also engages with companies on sustainability and governance issues and contributes to client and public reporting. Ben has worked for Fidelity International for 19 years and has been based in Singapore since 2013. Ben has a degree in Law and Psychology from Keele University.



Max Palmer Sustainable Investing Graduate

Max joined Fidelity International in February 2021 as a Sustainable Investing Intern, converting to a graduate role later that year. Based in London, he currently supports the team on voting and company engagements, focusing on integrating a range of ESG themes across asset classes. Max holds a Master's degree in Finance and Business from The University of Edinburgh.

### **Foreword**

Fidelity seeks to invest in companies that are focused on long-term value creation and act in alignment with shareholders and other key stakeholders' expectations, particularly in regard to environmental and social issues.

AGMs are a time when investors have an opportunity to communicate, through an official avenue, our views and expectations about what that means. Voting is one of the key tools we have at our disposal to communicate with companies, with the objective of reinforcing positive behaviour or to express disagreement. The casting of our vote against a company is not a decision we take lightly, and it should not be construed as a lack of support for management, which is understood by the fact of our investment itself. Rather, it is a signal that we believe the company needs to make more progress, more rapidly, on the issues that we consider are material to the interests of the company's stakeholders, including shareholders.

Our voting is aligned with our engagement, but at the same time, our engagement with companies is much broader than the way we vote. It involves regular conversations with management and boards, as well as thematic, objective-specific engagements where we encourage companies to make changes to how they operate, particularly regarding ESG issues.

We believe working with companies to achieve long-term positive outcomes and value creation provides the environment for the best results for shareholders, employees and all stakeholders. A constructive engagement with company management and boards aligns those stakeholders in making the best long-term decisions.

This report provides a statistical overview of how we vote and examples of multiple scenarios where we have used our votes, voice, and influence in order to effect change at companies. We hope it gives an introduction about how we at Fidelity execute our stewardship responsibilities in a thoughtful and nuanced way, but always ensuring that we are aligned with our ultimate objective of creating long-term value for our clients and contributing to a more sustainable world.



Paul Taylor Head of Investments Australia, Portfolio Manager for the Fidelity Australian Equities Fund



**Jenn Hui Tan** Global Head of Stewardship and Sustainable Investing

## Executive summary

This report outlines our approach to proxy voting and corporate engagement, providing key insights into how we voted across our funds invested in Australian companies during 2021.

#### **Key facts**

- We voted against management on at least one item at 36% of the meetings voted at during the year.<sup>1</sup>
- Close to 50% of our votes against management were on voting items related to remuneration.
- We supported 56% of shareholder proposals, including 71% of climate-related proposals.

During 2021, Fidelity made key changes to our proxy voting policy, with three key areas of focus: management of climate change risks, minimum thresholds for gender diversity at the board level, and our approach to supporting shareholder proposals.

The report outlines case studies of our voting and engagement activities on topics such as:

- Climate change: our votes on shareholder proposals and engagement with companies on their approaches to achieving the objectives of the Paris agreement.
- Board diversity: companies' commitment to setting minimum thresholds on board diversity and adding female directors to the board.
- Using votes to send strong messages: including engagement regarding use of JobKeeper and payment of executive bonuses, destruction of cultural heritage site Juukan Gorge, and red-flagging leadership and cultural concerns.

<sup>1</sup> At 91 out of 251 company meetings. Votes against management include management resolutions where Fidelity voted against or abstained, and any shareholder resolution where Fidelity voted against the board's recommendation. This statistic excludes 28 times Fidelity abstained on capital resolutions due to having participated in the respective capital raise.

## Our commitment to effective stewardship

#### A bottom-up approach

Fidelity pursues an active investment style through portfolio management decisions, maintaining an ongoing dialogue with the management of investee or potential investee companies. We believe that the more we can learn about our investee companies, the better we can hold them to account on delivering on their strategy.

#### A well-resourced team

Fidelity's stewardship activities, including proxy voting and engagement, are spearheaded by the Sustainable Investing (SI) team, which is comprised of sustainability, stewardship and investment professionals covering various subject matter areas and competencies.

In 2021, Fidelity International appointed Daniela Jaramillo as Director of Sustainable Investing who, as part of the global Sustainable Investing team, has a focus in the Australian and New Zealand markets. Daniela has over 10 years of experience in the ESG industry in the US, UK and Australia. In addition, we rely on a global team located in London, Dublin, Singapore, Tokyo and Hong Kong.

The growing SI team includes 23 professionals with a broad range of skills, including research, policy, climate science and governance. The continued build out of our sustainable investing team ensures that we are able to meet the evolving needs of our clients and other stakeholders. New members have added skills to complement and add to the existing capabilities of the team, including legal expertise, thematic expertise (e.g. climate), client and distribution expertise and additional governance expertise. We believe that the current team has the right mix of skills and experience to meet our stewardship needs. In the coming year, we will add to the team as we continue to evolve and build out our sustainable investing strategy to service all areas of the business.

The SI team is part of Fidelity's Investment Management business and supports Fidelity's global team of close to 460 investment professionals who typically conduct more than 15,000 company meetings a year. Responsibility for stewardship activities is shared amongst the SI team, investment analysts and portfolio managers. Fidelity's investment analysts act as the hub for our communication with companies and are responsible for developing our house view on them from a financial and sustainability perspective.

As such, they will generally lead company meetings that are conducted principally for information-gathering purposes and research, with SI team members supporting subject matter experts where appropriate.

Conversely, SI team members will generally lead on thematic ESG or governance-focused (e.g. voting) engagements, with investment analysts supporting where appropriate. Fidelity portfolio managers often participate in and will sometimes lead on key engagements (e.g. for specific investment strategies with a sustainability emphasis). During 2021, we conducted close to 1,500 ESG engagement meetings with over 1,100 companies. There are also additional personnel within the investment team who support on specific stewardship activities. These include the Capital Markets team, which supports the investment team on IPOs and equity placements.

#### An active voting approach

Voting is a fundamental component of our engagement with investee companies. Our voting is underpinned by objectives of upholding good corporate governance standards across our equity holdings, preserving shareholder rights and supporting companies that are sustainable, innovative, responsible and accountable to their shareholders.

Our voting process is a collaborative one. The SI team is responsible for the development and execution of Fidelity's proxy voting guidelines and contains subject matter experts in corporate governance, executive remuneration, shareholder rights, and environmental and social matters.

When making voting decisions, we draw upon the expertise of Fidelity's global investment analyst team as well as company materials and third-party resources, and direct dialogue with the company may represent a further input into the process. The portfolio managers are generally consulted before the vote is cast on certain matters, including resolutions related to M&A and capital raisings, debt issuances, material changes to the articles, and votes against management where our shareholding is material.

We do not take a one-size-fits-all approach. We are committed to voting in a sensible and appropriately nuanced way, taking account of each company's individual situation as well as local norms and best practices. We believe this leads to better outcomes.

As an active investor, our general aim is to support the management of companies we choose to invest in and to effect positive corporate change through direct dialogue where possible, but we will not hesitate to vote against management when we believe it is warranted and in our clients' interest.

## Key changes to Fidelity's Global Proxy Voting policy

During 2021, Fidelity made three significant changes to the way we vote. We launched our new Sustainable Investing and voting policy,<sup>2</sup> which outlines minimum expectations for companies in order to secure a vote for directors up for re-election, particularly when it comes to two issues we have been engaging with companies for a long time: board gender diversity and climate change.

While we regularly set our expectations with companies during our engagement, our voting policy acts as an escalation of that message when we believe that a company has not met our minimum expectations.

In the case of diversity, the policy outlines that we expect companies to keep a minimum threshold of 30% women on the board for Australia and other developed markets; otherwise we will generally vote against members of the board. These changes have applied to votes on AGMs from September 2021.

The changes in the policy regarding climate change are that we intend to vote against directors of companies operating in sectors that are most exposed to climate change risks, when we believe the companies are not appropriately managing for these risks and impacts. This policy is being applied to company AGMs from 2022 onwards.

Our revised policy also officially outlines a shift in how we think of shareholder proposals. While votes for shareholder proposals are evaluated on their own merits, we take a holistic view of factors when determining our final decision. This means that we might support proposals even when we might not agree fully with all the statements made by the proponent, but we believe that the proposal is seeking to effect positive changes at companies. We do not see support for shareholder proposals as 'votes against management', rather we see it as an endorsement of the direction of travel. This means we might support proposals even when the company has stated intentions aligned with our expectations. We also expect companies to engage with all interested stakeholders on shareholder proposals and implement approved resolutions.

<sup>2</sup> Fidelity\_Voting Policy\_2021.pdf https://www.fidelity.com.au/sites/fidelity/assets/File/Fidelity\_Voting%20Policy\_2021.pdf

## Statistics about our voting

While we have highlighted that the ultimate objective is not to vote against companies, we track and report on our votes against, from an accountability perspective. We see it as a proxy for the level of activity and thoughtfulness that goes in each company meeting.

Fidelity voted on 251 Australian and New Zealand company meetings during the 2021 reporting period (2020: 209 company meetings). We voted against management on at least one item at 36% of the meetings we voted at during the year.<sup>3</sup>

We voted against management on 12% of the 1,430 resolutions we voted during the reporting period (refer Figure 1).<sup>4</sup> Circa 50% of our votes against management were on voting items related to remuneration. These were divided approximately evenly between votes against the remuneration report (24.6%) and other remuneration items, e.g. equity award grants, equity plans, and non-executive director remuneration (25.7%). The next highest categories for votes against management were on director elections (22.8%) and shareholder proposals (9.6%). Note that votes against management on shareholder proposals generally mean a vote in support of the proposal.

We supported 13 out of 20 shareholder proposals in 2021 (refer Figure 2). This included supporting 71% of climate change-related proposals and 33% of social-related proposals.<sup>5</sup>

Figure 1. Management proposals: Votes against management

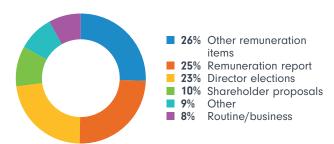
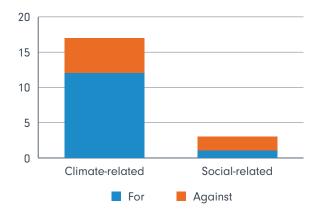


Figure 2. Shareholder proposals: Environmental and social issues



<sup>3</sup> At 91 out of 251 company meetings. Votes against management include management resolutions where Fidelity voted against or abstained, and any shareholder resolution where Fidelity voted against the board's recommendation. This statistic excludes 28 times Fidelity abstained on capital resolutions due to having participated in the respective capital raise.

<sup>4</sup> Calculated as above. Including the 28 abstentions, votes were cast against 14% of resolutions during the reporting period.

<sup>5</sup> This figure excludes shareholder proposals seeking to amend the articles of association in order to facilitate the proposal of non-binding shareholder resolutions.

In 2021, we voted against the management recommendation on the remuneration report 21% of the time (refer Figure 3).<sup>6</sup> The most common reason for adverse votes on the remuneration report was a misalignment between management incentive outcomes and stakeholders' experience during the Covid-19 pandemic. Generally, this related to companies where management were paid bonuses after the company had received taxpayer-funded wage subsidies under JobKeeper and similar programmes.

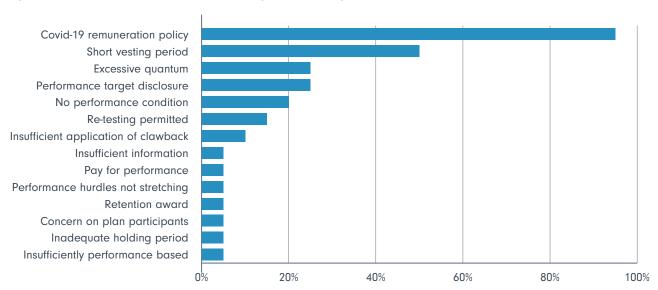


Figure 3. Remuneration report - Votes against management by theme

We voted against management recommendations on 7.5% of director election proposals during the year (refer Figure 4).<sup>7</sup> Adverse votes generally related to concerns around the board's composition (diversity, independence, or tenure). In a minority of cases, we voted against directors to hold them accountable for poor governance or mismanagement.

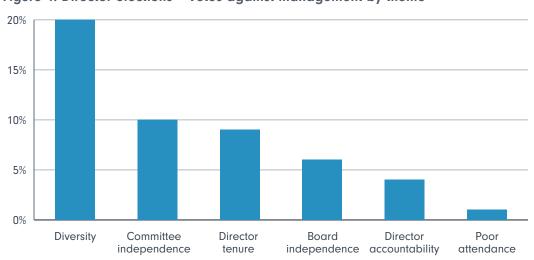


Figure 4. Director elections - Votes against management by theme

<sup>6</sup> Includes votes against the resolution and abstentions.

<sup>7</sup> Includes all votes contrary to the management recommendation for management and shareholder nominees.

## Engaging with companies

## Clear communication of expectations: Engaging with the whole market

We believe that clear communication to companies about our expectations is key to effective stewardship and achieving change in the companies we are invested in. Therefore, we utilise different mediums to reach different stakeholders at companies to communicate those standards.

In September 2021, Fidelity's Global Head of Research sent a letter to 1,300 chairs of investee companies outlining the changes in our proxy voting guidelines. This is a key step for boards to be aware of how Fidelity is evolving its approach to sustainable investing, and ensure they are meeting shareholders' expectations.

Further, in November 2021 we held our first webinar directed to ASX directors, where the objective was to answer any questions about the policy changes, but also communicate and educate directors about the practical implications of investors' Net Zero plans and how it might affect companies. We also shared practical sustainability trends such as reporting frameworks, green taxonomies and evolution in shareholder proposals. Directors had a chance to hear not only from subject matter experts from the SI team, but also from portfolio managers. We had over 100 directors from major ASX companies attending and received positive feedback about the session. As a result, we will follow up with another director session during 2022.

#### Gender equality comes from the top: Focus on companies falling behind on gender diversity

Investors in Australia and globally have been advocating for many years that companies should demonstrate their commitment to gender equality and diversity by appointing a minimum of 30% women to their boards, with an ultimate objective of achieving gender balance (40% women, 40% men and 20% of any gender).

This year, the changes in our proxy voting policy focused on sending a clear message to those companies that year on year have failed to appoint at least 30% women to their board.

In 2021, we voted against directors at 20 Australian companies on diversity grounds.

But more importantly, in some instances when we communicated our intention to vote against directors, companies reacted positively by committing to change and appoint female members to their board and/or committed to developing policies that ensure appropriate board gender diversity in future.

We can evidence successful engagements with four companies in particular that embody the purpose of our proxy voting policy, with each company committing to action in the next 12 months: Medical Developments, Ardent Leisure, FBR and Red 5.

We will monitor for changes in these companies ahead of the 2022 AGM and will continue to vote against companies that don't have a minimum of 30% women in the board.

In terms of executive leadership, Fidelity joined 40:40 Vision in 2020, which is a collaborative engagement with other large asset managers and super funds in Australia to encourage more women in executive leadership in ASX 200 companies. Since then, multiple companies have joined the initiative and set targets. Fidelity has had conversations with companies in our portfolio about the topic. We were pleased to see one of the companies where Fidelity was the engagement lead, Domino's Pizza, join the initiative and commit to setting targets and achieving gender balance. At the time of engagement, the company had an all-male executive team and no targets. We have been encouraged to see the company appoint a woman to its leadership team in 2021 and expect to see the publication of shortand medium-term targets at its next report.

## Climate change: Shareholder proposals as an opportunity for engagement

This year we have continued to see shareholder proposals that request more disclosure from companies regarding climate change related risks and impacts, as well as how their climate plans are aligned to their strategies. We have also seen companies in Australia follow the global trend of offering 'Say on Climate' votes.

While we supported some management or shareholder climate proposals, we also abstained and voted against others where we thought the proposal did not adequately address our concerns. In many cases, we have used these proposals as an opportunity to engage with companies on climate change.

#### BHP: Abstained from BHP's climate transition plan and supported shareholder proposal to revise its approach to climate lobbying

BHP offered a vote to shareholders on its three-year climate transition plan. The plan outlines the company's goals and targets for Scope 1 and 2 emissions as well as an overall goal to reduce Scope 3 emissions (i.e. emissions in the value chain). It also assessed the company's capital alignment with a 1.5°C world and its approach to a just transition, climate policy engagement and climate governance.

Fidelity has had a strong relationship with BHP, and we have engaged with the company for a long time. We recognised the progress the company has achieved in the last 18 to 24 months and endorsed the direction of travel of the plan. We are also supportive of companies having multi-year plans that have a long-term strategy, over less credible, reactionary approaches.

However, at this point we preferred to abstain from the vote because we believed that the multi-year nature of the plan necessitated a higher hurdle than the current strategy – with more ambitious targets that align with a 1.5°C world.

We used this opportunity to engage with the company and explain our voting rationale. Amongst our key messages were that we wish to see a certified science-based target and we are particularly interested in seeing an evolution in how the company thinks about its Scope 3 emissions. We believe that because of its size and level of influence, the company should consider alternatives to have more influence over its Scope 3, particularly when it comes to steel. We are continuing to have conversations with BHP and the iron ore industry in general about how they can collaborate to help put pressure and encourage a positive impact in its value chain.

The proposal was approved with 89.4% of shareholder votes in favour.

At the same meeting, there was a shareholder proposal asking the company to review its approach to being involved with industry associations to ensure that its lobbying and advocacy efforts are consistent with its climate objectives. For investors, it is fundamental to have well-functioning democracies with strong institutions. At times, certain industry associations with a disproportionate amount of power can cause what has been deemed to be 'corporate policy capture' as their influence over policymaking can cause them not to act in the best interest of the public that put them in office. Shareholder proposals of this nature seek to first ensure that companies are being consistent in their strategy, public relations, and advocacy perspective. But they also seek to ensure that companies' member fees are not utilised in a way that they might contribute to corporate policy capture. Therefore, we supported the proponents alongside BHP's management.

This proposal was approved with 98.9% of votes in favour.

## Commonwealth Bank of Australia: Voted Against a climate change-related shareholder proposal to approve transition planning disclosure

CBA faced a shareholder proposal that requested the company align its net zero emissions goal to the International Energy Agency's Net Zero Scenario by committing to no longer providing financing where use of proceeds are explicitly intended for new fossil fuel projects, including gas, and targets to reduce existing fossil fuel exposure in alignment with the scenario.

While we seek to support shareholder proposals that we think will encourage the right direction of travel, even if we don't fully agree with all the wording or all clauses of the proposal, in this case we could not endorse the requirement for the company to 'commit' to no longer provide any financing to new fossil fuels. We believe that blanket approaches like this are not helpful in achieving the ultimate goal of the proposal and could have negative unintended consequences.

Despite our vote against, we took the opportunity to engage with the Chair and gained comfort on the company's approach to reducing its exposure to fossil fuels, which represent a relatively small part of its portfolio. CBA has also committed to developing 'glidepaths' for sectors within the fossil fuels, which we will monitor and review this year.

Further, we support the bank's approach to reducing exposure to fossil fuels, which focuses on the reduction of emissions in the real world through engagement with high emitting clients to support them in their decarbonisation journey.

Finally, we also gained comfort from organisational changes in how the company manages for climate risks, as this area is now operating under the office of the CEO for improvement of oversight.

Other banks have had similar proposals and we have been consistent with our voting approach.

This resolution at CBA was not approved, with 14.3% of votes in favour.

## Incitec Pivot: Supported shareholder proposal to the setting of Paris-aligned targets

This year, Incitec Pivot received a proposal to set short-, medium- and long-term Paris-aligned decarbonisation targets. For us, the key of the proposal was that the targets needed to be 'Paris aligned', unlike existing targets set by the company which we considered were not ambitious enough. While our preference would be for the company's targets to be certified by the Science-based Targets Initiative (SBTi), there is still no SBTi approved pathway for the chemical sector. The alternative outlined by the proponent is that the company should reduce its emissions via straight-line absolute contraction, which would require a 42% reduction by 2030 against a 2020 baseline. While we are unsure as to the feasibility of this approach, we support the direction of travel of the proposal as it encourages the level of ambition we think the company requires, until there is more guidance based on science based targets.

The proposal was not approved, but it received strong support from 43.7% of shareholders.

## Origin Energy: Supported shareholder proposals related to climate lobbying and asset allocation

The company received several shareholder proposals. Fidelity supported two of them related to climate change. Similar to the lobbying proposal received by BHP, Origin was also asked to review and strengthen the governance over its membership in certain industry associations. While Origin has already issued a report outlining how it assesses which organisations it supports and specifically detailing if those organisations' policies on climate change are aligned to Origin's, we believe that more rigour needs to be applied in its assessment. This view is supported by the work of third-party think tank InfluenceMap, which has provided evidence about certain inconsistencies between these organisations' advocacy activities and Origin's position on climate change. Further to our support for the proposal, we have engaged with the company and outlined our concerns and expectations in this regard.

This proposal received the support of 36.6% of shareholders.

Origin also received a proposal regarding the alignment of its capital expenditure with the Paris agreement, which we decided to support. We acknowledged that the company has stated that all its major capital expenditure and investment decisions are subject to a formal review and approval process which involves assessment against climate scenarios and that it will continue to review its capital allocation governance framework as part of updating its emissions reduction targets. We supported the proposal in order to endorse the direction of travel as the company continues evolving its approach to climate and ahead of the company putting up for a vote a Say on Climate proposal in its 2022 AGM.

This proposal received support from 43.65% of shareholders.

## Using our votes to send strong messages

Opposing or abstaining from a company's remuneration package and opposing the re-election of company directors are tools investors use to send strong messages to companies. The following case studies outline how we use our votes on remuneration reports or election of directors for different objectives.

## Managing for societal expectations: Covid-19 and JobKeeper

In July 2020, we sent out letters to our larger holdings in the ASX 200 setting out expectations on how we thought investee companies should approach executive pay decisions in order to properly reflect stakeholders' experience and expectations during the Covid-19 pandemic.

A key point of emphasis was that we expect companies that took emergency government support under wage subsidy schemes such as JobKeeper to cancel short-term bonuses for their executive key management personnel. From an ethical and reputational perspective, we think it is important that support from the wider community should be appropriately acknowledged and reflected in senior executives' variable pay outcomes.

Since our letter campaign in 2020, we have continued to raise this topic in company engagements, and for the past two AGM seasons, it has been the single most important factor causing us to vote against investee companies' remuneration reports.

We appreciate that many Australian corporate issuers have considered the impact of government support when reflecting on executives' pay outcomes. As we reported last year, a number of companies we engaged with that had participated in JobKeeper did not pay out bonuses to their executive team for FY20. Furthermore, after the 2020 AGM season, several Australian companies paid back JobKeeper benefits. This included SEEK, Iluka Resources, Domain Holdings, Nine Entertainment, Collins Foods, Blackmores, and Domino's Pizza Enterprises – all companies that Fidelity wrote to in 2020.

We consider this engagement to be a qualified success so far. In our view, it shows the potential impact of purposeful engagement on issues where various stakeholders share a common view.

## Rio Tinto: Our response to the Juukan Gorge incident

The 2021 AGM was the first annual meeting following Rio Tinto's detonation of cultural heritage site Juukan Gorge, which generated outrage in Australia and the world because of its significance from a cultural and historic perspective. This event resulted in the termination of the CEO and two other senior executives, as well as the cancellation of annual bonuses and the announcement that the chair would step down.

Despite these consequences, we still made a decision to abstain from the remuneration report given the board's decision not to apply a full clawback on the equity awards which had been granted to the CEO in prior years under a clause of 'exceptional events causing material harm'. We did not think it would be appropriate to endorse the report, as we also felt it set a poor precedent for the market. We want to see pay clawback succeed as an effective means of holding executives accountable for deficient leadership. We abstained, instead of voting against, because we accepted the board's explanation that applying clawback would have been difficult in the circumstances since the CEO had not been found personally responsible for any wrongdoing, and we wanted to express support for the board's amendment to the clawback policy aimed at rectifying this shortcoming.

We also voted against the re-election of Chair Simon Thompson, as we felt it was important to hold him accountable for the severe reputational damage caused by the Juukan Gorge incident.

# James Hardie: Red-flagging incentives that might reinforce inadequate corporate culture

After careful analysis, we decided to abstain from the company's remuneration report and oppose the re-election of the Chair as we did not consider him independent. In our view, the company's pay benchmarking practices are aggressive: they target a total direct remuneration at the 75th percentile of the peer group, assuming stretch short- and long-term performance is met. We generally discourage benchmarking above the peer median because it is known to create a ratcheting effect on executive pay levels and can exacerbate pay disparity between senior executives and rank-and-file workers. We were also concerned about the CEO's substantial pay rises and the inadequate level of stretch in one of the long-term incentive targets. Aggressive pay practices and regular pay increases with inadequate levels of stretch can be a sign of boards that lack independence or the ability to hold executives accountable.

The Chair was re-elected and received 94.4% support and the remuneration report passed with 96.7% votes for.

We communicated our concerns to the company and said that we would keep our vote under review for next year.

Five months later, in January 2022, the company announced that the CEO had been terminated with immediate effect due to alleged conduct issues. This resulted in an 11% fall in the share price.

# fidelity.com.au If you require any assistance please contact us on 1800 044 922 (Client Services) or 1800 119 270 (Adviser Services)

Important information: Issued by FIL Responsible Entity (Australia) Limited ABN 33 148 059 009, AFSL No. 409340 ('Fidelity Australia'). Fidelity

Prior to making an investment decision, retail investors should seek advice from their financial adviser. This document has been prepared without taking into account your objectives, financial situation or needs. You should consider these matters before acting on the information. This document may include general commentary on market activity, sector trends or other broad-based economic or political conditions that should not be taken as investment advice. Information stated herein about specific securities is subject to change. Any reference to specific securities should not be taken as a recommendation to buy, sell or hold these securities. While the information contained in this document has been prepared with reasonable care, no responsibility or liability is accepted for any errors or omissions or misstatements however caused. This document is intended as general information only. The document may not be reproduced or transmitted without prior written permission of Fidelity Australia. The issuer of Fidelity's managed investment schemes is FIL Responsible Entity (Australia) Limited ABN 33 148 059 009. © 2022 FIL Responsible Entity (Australia)

Australia is a member of the FIL Limited group of companies commonly known as Fidelity International.

Limited. Fidelity, Fidelity, International and the Fidelity International logo and F symbol are trademarks of FIL Limited.

