Goldman Sachs | Asset Management

Global Stewardship Team

March 2024

OUR APPROACH TO PROXY VOTING[1]

INTRODUCTION

Exercising our rights via proxy voting is an important element of the public equity portfolio management service we provide to our advisory clients who have authorized us to address these matters on their behalf. As a fiduciary, our guiding principle in performing proxy voting is to seek to make decisions in the best interest of our clients by favoring proposals that in our view maximize a company's shareholder value. This reflects our belief that sound corporate governance can create a framework within which a company can be managed for the long-term benefit of shareholders.

Goldman Sachs Asset Management has developed a customized Global Proxy Voting Policy (the Policy), in order to execute our voting responsibilities where clients have delegated proxy voting responsibility to us. We seek to update the Policy annually to incorporate current issues and evolving views about key governance topics. The Policy is broken down regionally and allows us to take a nuanced approach to voting that is region and country specific. Please refer to the Policy in full for more details on our approach.

Goldman Sachs Asset Management has also established the Asset Management Public Markets Business Proxy Voting Council (The Council) to oversee our proxy voting responsibilities. The Council is comprised of stakeholders from the Global Stewardship Team, public equity investment teams, divisional management, legal and compliance and is responsible for bringing key stakeholders together annually to review and recommend potential changes to the Policy and, on an ad hoc basis, to discuss any potential changes to the voting process and to convene on voting topics that may arise during the year.

OUR GENERAL APPROACH

We generally apply our Global Proxy Voting Policy to all equity investments for which we hold voting rights, however there are some instances for which we may believe that deviating from the Policy is in the best interests of our clients.

We aim to vote at all shareholder meetings for companies held in our managed portfolios. From time to time, our ability to vote proxies may be affected by regulatory requirements and compliance, legal or logistical considerations. As a result, we may determine that it is not practicable or desirable to vote certain proxies.

We generally disclose our voting publicly on a quarterly basis on our website for company proxies voted according to the Policy. We also disclose our voting publicly each year in a filing with the US Securities and Exchange Commission and on our website for all Goldman Sachs Asset Management managed US registered mutual funds.

In addition to our proxy voting responsibilities, we focus on proactive, outcomes-based engagement in an attempt to promote best practices. In some instances, we will seek to engage with companies on proxy voting related matters before or after the relevant meeting, or in the course of our ongoing thematic engagements.

[1] There is no guarantee that objectives will be met. For purposes of this document, "Global Sachs Asset Management" or "we" includes, collectively, to the public investing businesses of the following legal entities to the extent applicable:
Goldman Sachs Asset Management, L.P.; Goldman Sachs Asset Management International; Goldman Sachs Hedge Fund Strategies LLC; GSAM Stable Value, LLC; Goldman Sachs Asset Management (Singapore) Pte. Ltd; Goldman Sachs Asset Management (Hong Kong) Limited.; Goldman Sachs Asset Management Co. Ltd.; Goldman Sachs Asset Management (India) Private Limited; GS Investment Strategies Canada Inc.; Goldman Sachs Asset Management Australia Pty Ltd; Goldman Sachs Services Private Limited.; Goldman Sachs Bank Europe SE; Goldman Sachs Asset Management Fund Services Limited; Aptitude Investment Management L.P.; Rocaton Investment Advisors, LLC; GSAM Strategist Portfolios, LLC; Goldman Sachs Asset Management B.V.; Goldman Sachs Asset Management Belgium S.A.; Goldman Sachs Towarzystwo Funduszy Inwestycyjnych S.A.; and Goldman Sachs Investment Management (Singapore) Ltd.

To maximize the effectiveness of our activities, we strive to align our engagement and voting efforts. The Global Stewardship Team monitors our engagement efforts on the progress companies are making on identified change objectives. Goldman Sachs Asset Management may decide to vote against certain voting items at a company's shareholder meeting as a form of escalation when engagement response or progress is lacking and in doing so is in the best interest of our clients.

OUR EXPECTATIONS OF OUR PORTFOLIO COMPANIES

Approach to Governance

We generally believe companies should seek to comply with commonly accepted corporate governance best practices as well as the corporate governance standards that are applicable in their country and state (United States) of incorporation. This may include recognition of the impact of business decisions on the environment, as well as recognition of the positive and negative impacts of their business decisions on social and human rights issues in the regions in which they operate.

Shareholder Rights

All shareholders should be given the opportunity to participate effectively and on an informed basis in shareholder meetings. Companies should facilitate the exercise of ownership rights by all shareholders, including by giving shareholders timely and adequate notice of all matters proposed for a shareholder vote. Generally, "one-share-one-vote" structures are preferable.

The Board of Directors

We seek to hold the Board of Directors accountable for actions and results related to their responsibilities. The Board of Directors should be accountable to shareholders and stakeholders and should base their decisions on what is in the best long-term interests of the company, its shareholders, and its stakeholders.

Boards should be made up of a majority of independent directors or meet local market best practices. We generally believe diverse teams have the potential to outperform and we expect the directors of public companies to have diverse skill sets and experiences. Diversity of ethnicity, gender and experience are important considerations in Board composition. Boards should generally consist of directors with varied tenures and focus on succession planning for refreshment of directors over time.

Boards should establish committees to oversee areas such as audit, executive and non-executive compensation, director nominations and risk oversight as required by their local market best practices or as is appropriate for the company's circumstances and operations. The responsibilities and membership of these committees should be publicly disclosed.

Board members should ensure that they have sufficient time available to discharge their duties and should attend Board and committee meetings regularly.

Executive Compensation

Executive compensation plan structures are generally an important element of the corporate governance framework. Good compensation plans have characteristics which seek to attract and retain key executives and align management's compensation with long-term shareholder value creation and shareholder's best interests. We generally believe that compensation committees are best placed to know what is needed for the plans they are responsible for and will generally be supportive of plans that broadly meet the characteristics we consider important.

There is no guarantee that objectives will be met.

Reporting and Audit

Companies should provide high quality, reliable and transparent financial and non-financial reporting. An independent, high-quality audit is important for shareholders. Auditors should be independent, and any non-audit related fees paid to the audit firm should therefore not be excessive. The Board (or it's appropriate committee) should take steps to ensure that company reporting is reliable, fair and balanced and understandable and that the external auditor delivers a robust and high-quality audit.

OUR APPROACH TO SHAREHOLDER PROPOSALS

Our approach to shareholder proposals is focused on voting to maximize shareholder value on behalf of clients, and our voting decisions on shareholder proposals are considered on a case-by-case basis.
We recognize that environmental, social and governance factors may affect investment performance, expose potential investment risks and provide an indication of management excellence and leadership. We prefer that the board disclose the shareholder proponent's name in the proxy statement for each shareholder proposal on the ballot. When evaluating shareholder proposals, we seek to assess the purpose and impact of each proposal considering the long-term overall benefit to shareholders.

When evaluating shareholder proposals, we seek to assess the purpose and impact of each proposal considering the long-term overall benefit to shareholders, and may take into consideration factors such as:

- The company's current level of publicly available disclosure;
- If the company has implemented or formally committed to the implementation of a reporting program based on the SASB materiality standards or a similar standard; and
- Whether the proposal is likely to enhance or protect shareholder value

We may not support a shareholder proposal where we believe:

- The proposal is overly prescriptive or unduly burdensome;
- The subject of the proposal does not represent a material investment consideration;
- The proposal has a significant cost or reputational risk associated with complying; or
- The company's existing disclosures already substantively meet the request of the proposal.

In certain instances, shareholder proposals focused on environmental and social topics that are submitted to a shareholder vote may be too prescriptive for a company to implement. In these instances, we will seek to engage with these companies to express our views on the nature of the proposal and whether additional disclosures from the company may be appropriate.

There is no guarantee that objectives will be met.

General Disclosures

Risk Considerations

Environmental, Social and Governance ("ESG") strategies may take risks or eliminate exposures found in other strategies or broad market benchmarks that may cause performance to diverge from the performance of these other strategies or market benchmarks. ESG strategies will be subject to the risks associated with their underlying investments' asset classes. Further, the demand within certain markets or sectors that an ESG strategy targets may not develop as forecasted or may develop more slowly than anticipated. Please refer to our Global Proxy Voting Policy for more detailed information and regional considerations.