

Share voting approach

April 2025

It's Australian.
It's super.
And it's yours.

Overview

Voting on resolutions at general meetings is a key ownership right and responsibility of company shareholders. For AustralianSuper, voting presents an opportunity to express our views on company matters that can impact investment value for members.

AustralianSuper votes on company resolutions on matters such as director elections, remuneration plans, capital structure, and shareholder resolutions on a range of matters.

1. Voting principles

AustralianSuper makes voting decisions with the aim of producing outcomes that support investment value for members. We consider resolutions on their merits through the members' best financial interest lens. The fundamental resolutions at an Annual General Meeting are director elections and in some markets, including Australia, approval of the remuneration report. The following sections outline the principles guiding AustralianSuper's voting on these issues.

1.1 Director elections

1.1.1 Independence

It is best practice corporate governance that a company board comprises a majority of independent directors with separate Chair and CEO roles. In principle, AustralianSuper supports boards with majority independent directors and separate Chair and CEO roles. However, the Fund recognises that a board may still be effective in the absence of these factors, and that it may not necessarily result in a poor investment value outcome for members. Accordingly, resolutions will be considered on a case-by-case basis with voting decisions based on protecting or enhancing member interests.

1.1.2 Board composition

In voting on directors, AustralianSuper believes that consideration of board composition is important and we expect boards to consider the appropriate skills and experience required for their effective operation. As such, we expect boards to put forward candidates for election and re-election who deliver the necessary skillset and experience for an effective board.

1.1.3 Board accountability

AustralianSuper believes that directors are accountable for the strategic direction and performance of a company, the oversight of risk management, and the appointment of the CEO. In instances where the Fund believes that a director, including the Chair, has not adequately fulfilled their duty to shareholders on these issues, AustralianSuper may vote against a director.

1.1.4 Board gender diversity

AustralianSuper believes that gender diversity at board level is an essential element of good corporate governance and can positively impact investment outcomes. Accordingly, AustralianSuper has implemented a board gender diversity voting approach for companies in the S&P/ASX 200 Index. For companies in the S&P/ASX 200 Index, the Fund will engage with those which have less than 30% female representation on their board, seeking their commitment to meet this target having due regard to the company's circumstances and the industry in which it operates.

Where no reasonable and timely commitment is made, the Fund will vote against the next male director up for re-election in the following order of priority:

- i. Board Chair
- ii. Nomination Committee Chair
- iii. Longest serving member of the Nomination Committee up for re-election
- iv. Longest serving member of the board up for re-election.

For companies in the S&P/ASX 300 Index which are outside the S&P/ASX 200 Index, the Fund recognises the challenges that smaller companies have as their smaller board sizes result in board composition management being more difficult. However, the Fund still believes this group should continue to increase female representation on their boards. The Fund will engage with these companies on their board composition, seeking at least two women on their boards.

1.2 Executive remuneration

AustralianSuper aims to generate strong, long-term investment returns for members and seeks senior executive remuneration at companies which is aligned with delivering a business strategy that supports investment value.

1.2.1 Remuneration principles

The Fund has three underlying remuneration principles:

- There should be appropriate pay for performance outcomes.
- Remuneration quantum should be cost-effective and not excessive.
- Remuneration disclosures should facilitate shareholder understanding of how these principles have been achieved.

Additionally, as a long-term investor, AustralianSuper believes good remuneration schemes should contain long-term performance assessments.

The Fund is not prescriptive on how these principles should be achieved and is open to boards implementing bespoke remuneration plans that best suit their company, accompanied by an explanation as to why the chosen plan achieves its performance objectives.

1.2.2 Setting of performance metrics

For all variable pay metrics, the remuneration report should:

- identify the metric
- explain its relevance to business strategy and/or its purpose in the remuneration structure
- explain how it is measured and calculated
- identify the outcome achieved in the relevant period.

For variable pay metrics that require stretch performance (i.e. performance considered to exceed expectations) in short-term incentive (STI) and long-term incentive (LTI) measures the remuneration report should also explain why the level at which it is set represents genuine stretch performance.

1.2.3 Board responsibility

Notwithstanding a highly structured remuneration scheme, ultimate responsibility remains with the board to:

- have absolute discretion to adjust executive pay outcomes as deemed necessary given specific circumstances
- ensure the overall final pay outcomes are appropriate for company and individual executive performance
- explain in the remuneration report why the final pay outcomes are appropriate with regard to these factors.

2. Voting universe

AustralianSuper retains voting rights for shares held in the Fund's portfolio, including shares held by external investment managers on behalf of AustralianSuper, and will vote on resolutions for all listed shares, with the exception of unit trust arrangements, Member Direct holdings, shares on loan, shares used as collateral, and shares listed in share blocking markets. The Fund does not lend ASX-listed shares and will generally recall international shares held in internally managed fundamental portfolios to ensure votes can be cast. International shares managed externally or in quantitative or passive portfolios will generally not be recalled for voting unless they are also held in internally managed fundamental portfolios.

3. Voting approach

3.1 Internally managed fundamental portfolios in the Australian shares asset class

AustralianSuper applies the following approach to voting on ASX-listed shares in these portfolios:

- Our decision is based on what is considered to be in the best financial interests of members, which may differ from proxy advisor recommendations. While we may consider advice from the Australian Council of Superannuation Investors (ACSI) and, where relevant, recommendations provided by CGI Glass Lewis, we ultimately make our own voting decisions.

- The Fund will often engage with companies in advance of voting. In the case of the Fund voting against the recommendation of the company, we will be open to further information for consideration from engagement.
- Where shares held in these portfolios are also held in other portfolio types as listed in section 3.3, all shares will be voted in line with the approach outlined in this section.

3.2 Internally managed fundamental portfolios in the international shares asset class

AustralianSuper votes on international shares held in these portfolios. In making voting decisions, the ESG and Stewardship team will consult with the international shares asset class team as well as considering advice from CGI Glass Lewis and ACSI's International Voting Guidelines. Engagement with the company may be undertaken. Where shares held in these portfolios are also held in other portfolio types as listed in section 3.4, all shares will be voted in line with the approach outlined in this section.

3.3 Passively, or quantitatively managed portfolios in the Australian shares asset class

Shares within these portfolios are voted in line with advice from the nominated passive investment manager unless they meet certain internally defined criteria, in which case the advice of the passive investment manager may be reviewed.

3.4 Externally, passively, or quantitatively managed portfolios in the international shares asset class

Due to the number of resolutions voted, international shares managed externally or in quantitative or passive portfolios are voted in line with voting guidelines implemented via the CGI Glass Lewis voting platform. These voting guidelines are developed in consultation with ACSI and CGI Glass Lewis for casting votes based on a range of ESG considerations. The Fund retains the right, and in some instances has, overridden these guidelines.

4. Shareholder proposals

Shareholder proposals play a role in raising issues for shareholder and company board consideration.

Shareholder proposals are approached by the Fund in the same general manner as company-sponsored proposals. That is, proposals for relevant shareholdings regardless of proponent, are assessed on the merits of the proposal and its potential effectiveness in supporting investment value for members.

In the case of shareholder proposals, in addition to engagement with the company, the Fund may also seek to engage with the proponent of the proposal. The same approach, as outlined in Section 3 for the relevant shareholding type, is applied to shareholder proposals.

5. Reporting

The Fund reports voting decisions on a quarterly basis on its website, within 20 business days of the end of each quarter. The Fund generally does not announce voting intentions in advance as this can restrict our ability to engage with companies or signal markets on price sensitive issues. However, the Fund will consider disclosure in advance in circumstances where this helps the Fund achieve the objectives of its engagement with the company.

6. Exceptions

In certain instances, there may be exceptions made to the approach outlined in this document. These are not anticipated to be frequent and will be dependent on specific circumstances of the company or resolutions for which voting is being considered. In these instances, the Fund will seek to make voting decisions with the aim of producing outcomes that support investment value for members.

Terms and definitions

Term	Definition
Fundamental portfolios	Internally managed portfolios that are actively managed by our in-house Australian Equities and International Equities teams. Our teams use research and insights, and apply their expertise and judgment to assess the quality and value of individual companies on a range of factors. These can include company financial information, management quality, market and industry outlooks and ESG considerations
Quantitative portfolios	AustralianSuper's quantitative portfolios are internally managed portfolios in the Australian and international shares asset classes. These portfolios predominantly use a model-based, systematic approach to selecting companies.
Passively managed portfolios	Our passively managed portfolios are managed by external investment managers. The purpose of these portfolios is to efficiently gain exposure to the share market by replicating a particular market index. Investments are typically made for each company in the index in proportion to their weight in the relevant index. By doing this, we can achieve share market exposure consistent with an index return.
Proxy advisor	External providers of voting advice in relation to company and shareholder resolutions in investee companies held by AustralianSuper.

Contact us

Visit australiansuper.com

Call **1300 300 273**

8am to 8pm AEST/AEDT weekdays

Email australiansuper.com/email

Mail GPO Box 1901
Melbourne VIC 3001

This document was issued in April 2025 by AustralianSuper Pty Ltd ABN 94 006 457 987 AFSL 233788, Trustee of AustralianSuper ABN 65 714 394 898 and may contain general financial advice that does not take into account your personal objectives, financial situation or needs. Before making a decision about AustralianSuper, consider your financial requirements and read the Product Disclosure Statement, available at australiansuper.com/pds or by calling **1300 300 273**. A Target Market Determination (TMD) is a document that outlines the target market a product has been designed for. Find the TMDs at australiansuper.com/tmd