BlackRock

2026 Global Voting Spotlight

Voting in our clients' long-term financial interests

BlackRock Investment Stewardship

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Important notes

At BlackRock, investment stewardship is core to our role as an asset manager and a fiduciary to our clients. BlackRock offers a range of investment stewardship options to reflect clients' individual investment choices and goals through a selection of proxy voting policies.

BlackRock Investment Stewardship (BIS) is responsible for stewardship activities in relation to clients' assets invested in index equity strategies.[1] As of June 30, 2026, clients held approximately $8.9 trillion in public equity assets under management (AUM), with more than 90% invested in index equity strategies.[2]

This report covers BIS' proxy voting activities under the BIS Benchmark Policies, which take a financial materiality-based approach and are focused solely on advancing clients' long-term financial interests. Clients representing more than three quarters of BlackRock's public equity AUM entrust BIS to apply the Benchmark Policies.[3] In addition to BIS' Benchmark Policies, BlackRock offers two additional stewardship options to provide clients with more choice to meet their investment needs: BlackRock Voting Choice and the Climate and Decarbonization Stewardship program. This report does not cover proxy voting for eligible clients that have elected to vote their holdings through BlackRock Voting Choice ($923 billion index equity AUM) or the Climate and Decarbonization Stewardship program ($208 billion index equity AUM).[4, 5]

The information covered in this report reflects the period from July 1, 2025, through June 30, 2026, representing the U.S. Securities and Exchange Commission's (SEC) 12-month proxy voting reporting period for certain U.S. investment funds, including mutual funds and iShares® ETFs. Throughout the report, we refer to this reporting period as the "2025-26 proxy year" or the "proxy year." BIS' full proxy voting record is also available through the Global Vote Disclosure tool, which discloses BIS' vote instructions on behalf of clients for all proposals voted at individual shareholder meetings globally under the Benchmark Policies. When votes cast differ from a company's voting recommendation, BIS may provide a brief vote rationale.

Proxy voting data reflects BIS' management and shareholder proposal categories in alignment with BIS' proposal taxonomy. Please refer to the Appendix section to learn more about BIS' proposal taxonomy. Beginning with this report, global shareholder proposal statistics include proposals in the Japanese market, unless otherwise noted. As a result, global shareholder proposal totals and related voting statistics presented herein may not be directly comparable with those reported in prior editions. Currency is shown in USD, unless otherwise noted. Information included in this report is subject to change without notice. As a result, subsequent reports and publications distributed may therefore include additional information, updates, and modifications, as appropriate.

1 BlackRock's stewardship policies are developed and implemented separately by BIS and BlackRock Active Investment Stewardship (BAIS). BAIS partners with BlackRock's active investment teams in relation to their holdings. While the two teams operate independently, their general approach is grounded in widely recognized norms of corporate governance and shareholder rights and responsibilities. This report does not cover BAIS' activities. **2** BlackRock, Inc. Estimate based on figures reported in BlackRock's Q2 2026 Quarterly Results, which indicated that approximately 53% of total equity AUM was held in iShares ETFs, and a further 40% of total equity AUM was invested in index strategies on behalf of institutional and retail clients. See: "BlackRock's Q2 2026 Quarterly Results." **3** The remaining balance of client AUM is voted by BAIS, and through BlackRock Voting Choice and the Climate and Decarbonization Stewardship program. **4** BlackRock. Client funds participating in BlackRock Voting Choice as of June 30, 2026. Assets include index equity assets held in multi-asset fund of funds strategies. **5** Includes in-scope index equity funds and separately managed accounts where proxy voting is administered by BIS as of June 30, 2026. BAIS also separately applies its own proxy voting guidelines to its respective in-scope strategies. Combined, $234 billion of client AUM, or approximately 2% of BlackRock clients' total public equity AUM, are subject to the BIS and BAIS guidelines.

Amra Balic
Global Co-Head of BlackRock Investment Stewardship

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Foreword

A long-term, consistent approach to stewardship in a period of economic, technological, and governance change

Over the past year, companies and investors navigated an increasingly complex and dynamic global environment, marked by uneven economic conditions, geopolitical fragmentation, and shifting trade relationships. Across jurisdictions, governance reforms reflected efforts to balance capital market competitiveness — and companies' ability to attract and deploy capital efficiently — with the protection of shareholder rights. At the same time, other forces, such as rapid technological change and artificial intelligence adoption, continued to create opportunities for innovation and growth with companies focusing on how investments in new technologies can translate into long-term financial performance, future cash flows, and shareholder returns. Against this backdrop, sound corporate governance and effective board oversight remain the foundation of long-term value creation, supporting thoughtful capital allocation, risk management, and strategic decision-making as companies adapt to evolving risks and opportunities.

As investors seek to understand how companies are navigating these developments, they increasingly rely on stewardship as a link between companies and their shareholders. BlackRock Investment Stewardship (BIS) — the team we proudly lead — engages and votes on behalf of clients invested in index equity strategies. Because index equity funds invest in public companies for as long as they remain index constituents, investors in these strategies typically remain invested over long time horizons.

Engaging and voting on behalf of our clients

BIS' approach to stewardship is rooted in corporate governance because, in our experience, sound governance is critical to a company's ability to generate long-term financial returns. While the operating environment continued to evolve over the 2025-26 proxy year, BIS remained consistent in our approach, conducting our stewardship program from the perspective of a long-term investor and focused solely on advancing our clients' investment objectives.

Our year-round engagement program supports ongoing, constructive dialogue with companies, sometimes over multiple years. By listening to company perspectives and asking questions relevant to their businesses, we deepen our understanding of their strategies and gain insights that inform our voting decisions on behalf of clients.

> **Throughout the year, we remained steadfast in fulfilling our stewardship responsibilities with independence, consistency, and a singular focus on our clients' long-term financial interests.**

During the 2025-26 proxy year, BIS engaged with board members and management teams at more than 2,000 companies across 45 markets to learn about how this macroeconomic backdrop is informing their approach to business-relevant matters.[1]

BIS' voting decisions on behalf of clients remained consistent with previous years. Our Benchmark Policies, which we are entrusted to apply to the large majority of our clients' assets, take a financial materiality-based approach and are focused solely on advancing clients' long-term financial interests. The Benchmark Policies are applied pragmatically, taking into consideration company-specific factors. As one of the largest stewardship teams in the industry — with more than 60 professionals operating from nine offices globally — our global scale and local presence support a deep understanding of local regulations and market practices, as well as the unique circumstances in which companies operate, including their sector, market, and business environment.

During the 2025-26 proxy year, BIS applied the Benchmark Policies to vote decisions on more than 154,000 management and shareholder proposals at more than 12,000 companies across 56 markets.[2] Similar to last year, we supported management's voting recommendations on approximately 88% of proposals, reflecting our continued assessment that boards and management teams generally acted in alignment with shareholders' long-term financial interests.[2]

Providing eligible clients with more choice

BlackRock recognizes that different clients have different investment objectives and preferences. In addition to our Benchmark Policies, eligible clients may select additional stewardship options, including BlackRock Voting Choice and the Climate and Decarbonization Stewardship program.[3] During the 2025-26 proxy year, our Voting Choice platform provided eligible clients with more opportunities to participate in the proxy voting process where legally and operationally viable. This was the second year of engaging and voting under the BIS Climate and Decarbonization Stewardship Guidelines for participating funds and accounts with explicit climate and decarbonization objectives.

We are pleased to share this report on BIS' voting activities on behalf of our clients. Throughout the year, we remained steadfast in fulfilling our stewardship responsibilities with independence, consistency, and a singular focus on our clients' long-term financial interests.

Looking ahead, we will continue to engage with companies, vote on behalf of clients, and further enhance BIS' platform and capabilities to provide stewardship choices designed to support our clients' investment objectives.

1 BlackRock. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. **2** BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. **3** BlackRock determines eligibility criteria under this program based upon, among other things, local market regulation and practice, cost considerations, operational risk and/or complexity, and financial considerations, including the decision to lend securities.

Executive summary

Voting at a company's shareholder meeting is a basic right of share ownership and a core principle of corporate governance. As a fiduciary, BlackRock is legally required to make proxy voting determinations in a manner that is consistent with the investment objectives of clients who have delegated voting authority to us.

BIS' Benchmark Policies, and the vote decisions made consistent with those policies, take a financial materiality-based approach and reflect our reasonable and independent judgment of what is in the long-term financial interests of clients. We do not act collectively with other shareholders or organizations in voting shares or follow any proxy research firm's voting recommendations.

This report provides a comprehensive overview of BlackRock Investment Stewardship's (BIS) approach to voting on corporate governance matters and other material risks and opportunities under our Benchmark Policies in the 2025-26 proxy year.[1]

2025–26 proxy year highlights

BIS voted on more than 154,000 management and shareholder proposals globally at more than 12,000 companies in 56 voting markets under the Benchmark Policies.[2] The substantial majority of proposals were on ordinary matters, including director elections and board-related items.

Consistent with the past proxy year, BIS supported management on approximately 88% of total proposals voted, reflecting our continued assessment that boards and management teams generally acted in alignment with shareholders' long-term financial interests.[2]

BIS supported approximately 91% of the nearly 68,000 proposals categorized as director elections we voted on globally.[2, 3] Director independence issues remained the primary reason we did not support these proposals globally.

Shareholder proposals represented less than 1% of total proposals BIS voted on, with BIS supporting approximately 9% globally. Investors — including BlackRock — most frequently supported governance-related proposals, particularly those strengthening minority shareholder rights, while proposals concerning climate and natural capital and company impacts on people declined for a second consecutive year and continued to receive low median market support.[2, 4]

The vast majority of BlackRock's clients delegate voting authority to BIS under the Benchmark Policies, entrusting us to act on their behalf as their fiduciary. At the same time, BlackRock continues to expand choice in stewardship, including through BlackRock Voting Choice, which provides eligible clients with more opportunities to participate in the proxy voting process where legally and operationally viable.[5]

BlackRock Voting Choice — the industry's largest pass-through voting program — is available to client assets representing $3.96 trillion of BlackRock's $8.79 trillion total index equity AUM, with clients representing approximately $923 billion in index equity AUM exercising this option.[6, 7]

1 Every year, BlackRock discloses its global voting record through the filing of Form N-PX, the annual form that mutual funds and other registered investment companies are required to submit disclosing how they voted proxy ballots, and institutional investment managers are required to submit disclosing how they voted on certain executive compensation matters. Form N-PX is to be filed no later than August 31 of each year, containing the proxy voting record for the most recent 12-month period ending June 30. See "Form N-PX" to learn more. **2** BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. **3** Refer to Appendix II – "Proposal terminology explained" for detail on the proposal types included in this category. **4** Proposals related to matters beyond core governance issues are typically categorized in the market as environmental or social proposals. We consider these to be sustainability-related issues and generally categorize them in accordance with our engagement priorities, i.e., "climate and natural capital" and "company impacts on people" (a company's employees, its broader value chain, or the communities in which it operates). **5** BlackRock determines eligibility criteria under this program based upon, among other things, local market regulation and practice, cost considerations, operational risk and/or complexity, and financial considerations, including the decision to lend securities. **6** BlackRock. Client funds participating in BlackRock Voting Choice are as of June 30, 2026. Assets include index equity assets held in multi-asset fund of funds strategies. **7** Based on total AUM eligible to participate in pass-through voting programs across the industry, as of December 2025. Also see: "The complete guide to pass-through voting." Accessed in June 2026.

By the numbers

Figure 1

Engaging with companies to build our understanding of material risks and opportunities and inform our voting decisions on behalf of our clients

Region	Engagements	Companies engaged	Companies engaged multiple times	Markets engaged
Americas	1,204	976	202	7
APAC	883	653	173	14
EMEA	555	389	100	24
Total	**2,642**	**2,018**	**475**	**45**

Source: BlackRock. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026.

Figure 2

Engagements across five BIS priorities

2,292	Strategy, purpose, and financial resilience
1,629	Board quality and effectiveness
1,074	Incentives aligned with financial value creation
706	Climate and natural capital
901	Company impacts on people

Source: BlackRock. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. Most engagement conversations cover multiple topics and therefore engagements across the five BIS priorities sub-totals may not add up to the total 2,642 engagements held during the 2025-26 proxy year. Our engagement statistics reflect the primary topics discussed during the meeting.

Figure 3

~70% **of the value of BlackRock's clients' equity assets engaged**

Source: BlackRock. Sourced on July 27, 2026, reflecting BlackRock index equity exposure as of June 30, 2026.

Figure 4

Voting on behalf of clients' long-term financial interests

Region	Proposals voted	Meetings voted	Companies voted	Markets voted
Americas	41,715	4,886	4,403	9
APAC	67,223	8,801	5,471	13
EMEA	45,172	2,987	2,422	34
Total	**154,110**	**16,674**	**12,296**	**56**

Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026.

Figure 5

Proposals voted on at a glance

154,110
total proposals voted

75,413
on director elections and board-related proposals (~49%)[1]

18,705
on executive compensation proposals (~12%)[2]

982
on shareholder proposals (<1%)[3]

Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. Numbers in parentheses reflect the percentage each category represents out of total proposals voted. Reflects BIS' proposal taxonomy. To learn more about BIS' proposal taxonomy and a full detail of total proposals voted, please refer to the Appendix section.

1 Includes management and shareholder director elections and board-related proposals. Board-related items include discharge proposals, the election of alternate and deputy members to the board, and internal matters, among others. For a full description of items included in each proposal category, please refer to the Appendix section. **2** Includes management executive compensation proposals. **3** Includes governance, climate and natural capital, and company impacts on people shareholder proposals voted globally per BIS' proposal taxonomy.

Figure 6

Voting on management proposals

~88%

of proposals voted consistent with management's vote recommendation[1]

~91%

of director elections voted consistent with management's vote recommendation[2]

Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026.

Figure 7

Number of companies where BIS did not support director elections for governance concerns[1, 2]

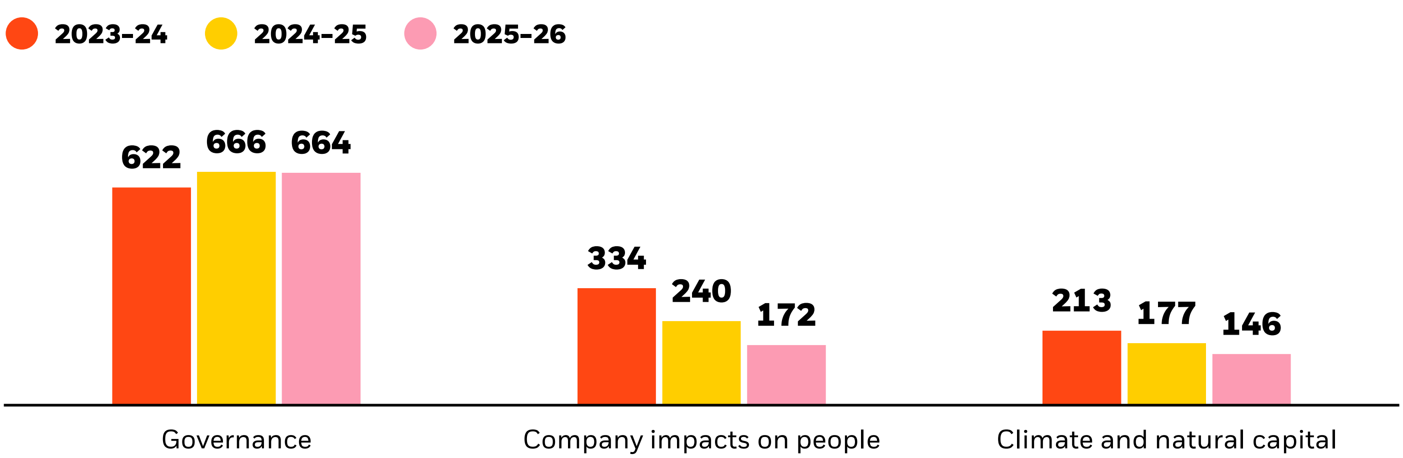
	Americas	APAC	EMEA	Total
Board independence	645	935	239	1,819
Executive compensation	152	3	441	596
Board composition	289	29	194	512
Overcommitment[3]	175	66	250	491

Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026.

Figure 8

Voting on shareholder proposals

Global shareholder proposals by proxy year

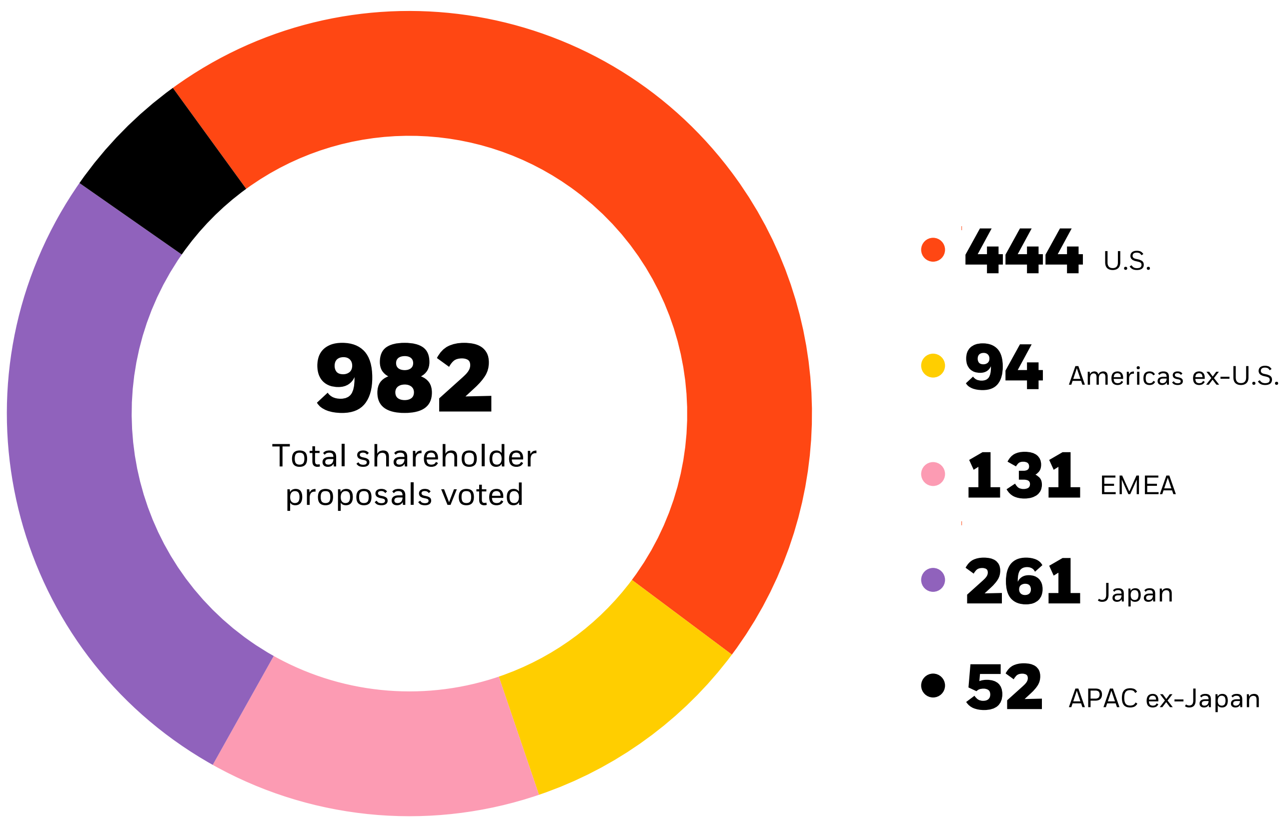


Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data by proxy year, i.e., running from July 1 through June 30 each year. Includes governance, climate and natural capital, and company impacts on people shareholder proposals voted globally per BIS' proposal taxonomy.

1 Votes to not support management recommendation include votes withheld and abstentions. **2** Includes management and shareholder director elections and board-related proposals. Board-related items include discharge proposals, the election of alternate and deputy members to the board, and internal matters, among others. For a full description of items included in each proposal category, please refer to the Appendix section. **3** Includes voting action on regular overcommitment policy and overcommitment policy for executives per the BIS Global Principles.

Figure 9

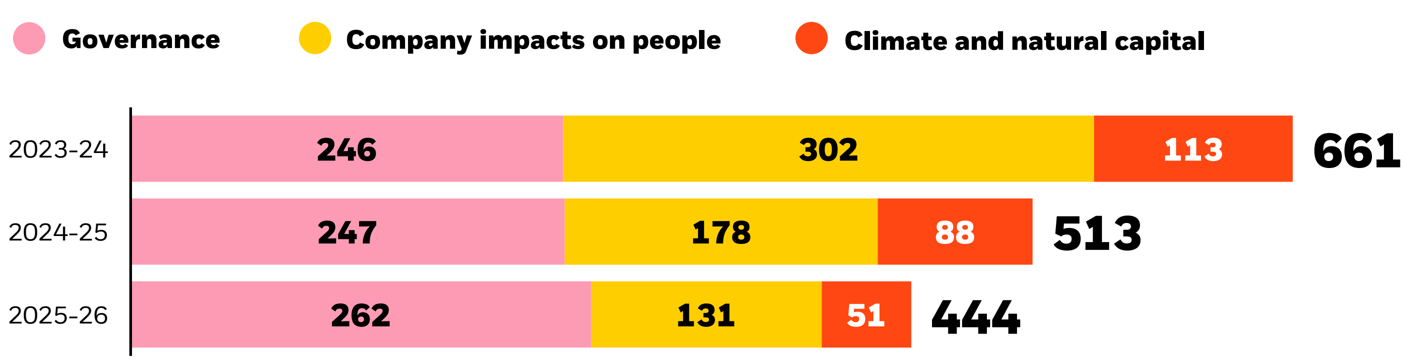
Geographic distribution of shareholder proposals BIS voted on during the 2025–26 proxy year



Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. Includes governance, climate and natural capital, and company impacts on people shareholder proposals voted globally per BIS' proposal taxonomy.

Figure 10

U.S. shareholder proposals BIS voted on by year

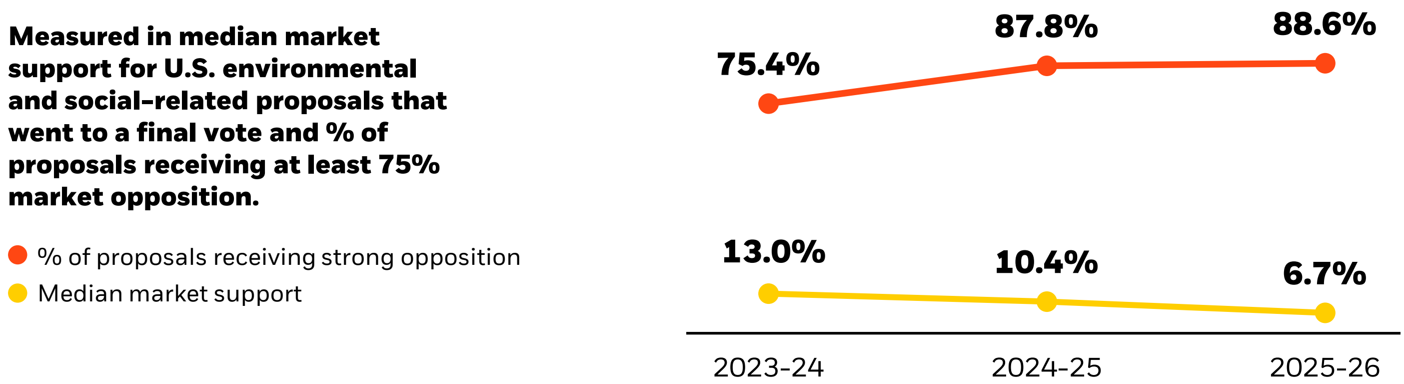


Source: BlackRock, ISS. Reflecting data by proxy year, i.e., running from July 1 through June 30 each year. Data from July 1, 2023, through June 30, 2025, sourced on July 23, 2025. Data from July 1, 2025, through June 30, 2026, sourced on August 14, 2026. Includes governance, climate and natural capital, and company impacts on people shareholder proposals per BIS' proposal taxonomy.

Figure 11

Decreasing shareholder support for proposals in the U.S.

Measured in median market support for U.S. environmental and social-related proposals that went to a final vote and % of proposals receiving at least 75% market opposition.



Source: BlackRock, ISS-ESG Voting Analytics Database. Measured in median shareholder support for U.S. environmental and social-related shareholder proposals that went to a final vote. Proposals related to matters beyond core governance issues are typically categorized in the market as environmental or social proposals. We consider these to be sustainability-related issues and generally categorize them in accordance with our engagement priorities, i.e., "climate and natural capital" and "company impacts on people" (a company's employees, its broader value chain, or the communities in which it operates). Includes ISS data only for companies that have disclosed shareholder meeting results. Sourced on August 14, 2026, reflecting data by proxy year, i.e., running from July 1 through June 30 each year. BlackRock defines strong opposition to a proposal as having received at least 75% opposition from shareholders. A proposal has received majority support if more than 50% of shares voted were "for."

Figure 12

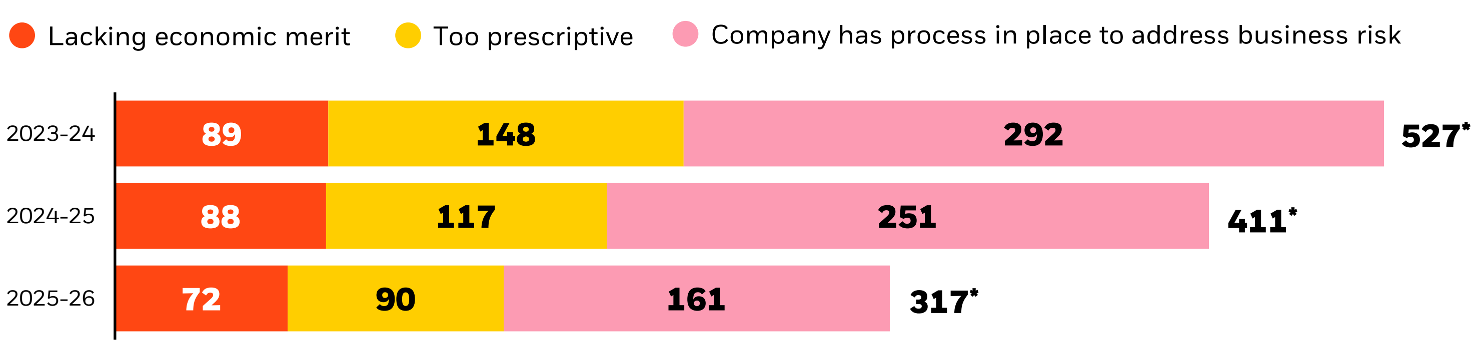
BIS' vote decisions on behalf of clients on shareholder proposals globally during the 2025-26 proxy year

	For	Against	Total
Governance	87	577	664
Company impacts on people and Climate and natural capital	1	317	318
Total	88	894	982

Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. Reflects vote instructions on governance, climate and natural capital, and company impacts on people shareholder proposals per BIS' proposal taxonomy. Votes "for" include abstentions. Includes the Japanese market.

Figure 13

Reasons BIS did not support climate and natural capital, and company impacts on people shareholder proposals globally



Source: BlackRock, ISS. Includes only climate and natural capital, and company impacts on people shareholder proposals per BIS' proposal taxonomy. Sourced on August 14, 2026, reflecting data by proxy year, i.e., running from July 1 through June 30 each year. Includes the Japanese market.
* Totals for each row may not add up due to some proposals not being supported for more than one reason.

Voting in our clients' long-term financial interests

Voting at a company's shareholder meeting is a right of share ownership and a core principle of corporate governance. As a fiduciary, BlackRock is legally required to make proxy voting determinations in a manner that is consistent with the investment objectives of clients who have delegated voting authority to us. The majority of our clients entrust BlackRock Investment Stewardship (BIS) to apply our Benchmark Policies when voting shares on their behalf.[1] The vote decisions made consistent with those policies reflect our reasonable and independent judgment of what is in the long-term financial interests of clients.

The BIS Benchmark Policies — which are comprised of our Global Principles, regional voting guidelines, and Engagement Priorities — guide our approach to voting and are applied pragmatically, taking into consideration company-specific factors, including a company's sector, market, and business environment. Accordingly, our vote decisions are informed by in-depth analysis of company disclosures, comparisons against industry peers, third-party research, and, where appropriate, engagement with companies. In the 2025-26 proxy year, BIS held 2,600+ engagements with members of the boards and management teams of the companies our clients invest in.[2]

BIS applied the Benchmark Policies to vote decisions on more than 154,000 management and shareholder proposals at more than 12,000 companies across 56 markets.[3] Most of the proposals we voted on addressed ordinary matters, such as director elections and board-related items. As in past years, shareholder proposals continued to represent less than 1% of the total proposals BIS voted on globally.[4]

As reflected in our voting each proxy year, BIS generally supported the recommendations of the board of directors and management at companies that have sound corporate governance and deliver strong financial returns over time. When we determine it is in our clients' financial interests to convey concern to companies through voting, we may do so in two forms: we might not support the election of directors or other management proposals, or we might not support management's voting recommendation on a shareholder proposal. BIS supported management's recommendations in approximately 88% of total proposals voted globally.[3]

BIS' voting activities during the reporting period are described in detail in the following pages, which include case studies that illustrate how we applied our Benchmark Policies. As these cases demonstrate, in executing our delegated voting authority, BIS does not prescribe actions for companies or direct business strategy. Responsibility for setting and executing strategy rests with company management, with the oversight of the board of directors. Vote decisions are one way BIS communicates our views on issues that may impact our clients' interests as minority shareholders.

Consistent with this role, we conduct our voting and engagement activities independently. We do not discuss our voting intentions with or act collectively with other shareholders or organizations in voting shares.[5] Similarly, BIS does not publicly disclose our vote decisions in advance of shareholder meetings as we do not see it as our role to influence other investors' proxy voting decisions. In addition, BlackRock does not file shareholder proposals or nominate directors for election to a company's board.[6]

1 Clients representing more than three quarters of public equity AUM entrust BIS to apply the Benchmark Policies. Estimate based on balance of client AUM voted through BlackRock Voting Choice and the Climate and Decarbonization Stewardship program as of June 30, 2026. **2** BlackRock. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. **3** BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. **4** BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. Includes governance, climate and natural capital, and company impacts on people shareholder proposals voted globally per BIS' proposal taxonomy. **5** In order to better serve our clients, BlackRock participates in multiple organizations and trade groups across different regions. We participate in dialogue on issues that may impact our clients' portfolios. Participation in these groups helps us provide insights to clients who are interested in ways to mitigate certain risk and capture opportunities. This includes participating in organizations and trade groups related to corporate governance and stewardship. BlackRock conducts our stewardship activities independently. We do not coordinate our votes or investment decisions with any external group or organization. We do not make any commitments or pledges that would interfere with our independent determination on how to engage with issuers and vote proxies in the long-term financial interests of our clients or in accordance with our clients' instructions. **6** BlackRock is subject to certain rules, regulations, and agency guidance that place restrictions and limitations on how BlackRock can interact with the companies in which we invest on behalf of our clients, including our ability to submit shareholder proposals or nominate directors for election to the board. Non-compliance with these requirements could adversely affect BlackRock's ability to serve its clients' interests.

Management proposals

Director elections

Boards have the potential to enhance companies' ability to deliver long-term financial value when they are comprised of appropriately qualified, engaged directors with professional characteristics relevant to the businesses they oversee, and consider shareholders' interests in board discussions. In our view, a strong board gives a company a competitive advantage, providing valuable oversight and contributing to the most important management decisions that support long-term financial performance. For this reason, our investment stewardship efforts focus on the effectiveness of the board of directors.

Voting on the election of directors to the board is a fundamental right of shareholders globally. It is also an important signal of support for, or concern about, the performance of the board in overseeing and advising management. Some of the factors that speak to the board's effectiveness as a group include the relevance of individual directors' independence, qualifications, and skillsets, as well as directors' capacity to serve among their other time commitments.

These factors may contribute to the company's financial performance. We look to boards to establish formal and transparent processes for nominating directors that reflect the company's long-term strategy and business model.

During the 2025-26 proxy year, nearly 68,000 of the 154,000+ proposals BIS voted on were categorized as director elections, a category that includes votes on individual directors and director slates, as well as appointments to specific board positions.[1] BIS supported approximately 91% of these proposals, reflecting our assessment that boards and management teams generally acted in alignment with shareholders' long-term financial interests.[1] The four key reasons we did not support management recommendations were governance-related and have been consistent over the years: director independence, executive compensation, board composition, and director overcommitment.[1] Examples of BIS' voting on behalf of clients on these matters are on the following pages:

1 BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026.

Case studies

Director independence

Director independence — from management, significant shareholders, or other related parties — is a central tenet of sound corporate governance across markets.[1] We look to boards to have a sufficient representation of independent directors, free from conflicts of interest or undue influence, to ensure objectivity in the decision-making of the board and its ability to oversee management. We generally consider it good practice for independent directors to make up a majority of the board, or in the case of controlled companies, at least one-third. When assessing the likelihood that a director is independent, we consider criteria that we outline in the BIS regional voting guidelines, which reflect market-specific regulation and local norms.

Director independence remained the primary reason we did not support proposals categorized as director elections globally, mainly driven by vote decisions in APAC, reflecting the prevalence of controlling shareholder structures in many markets in this region. At the April 2026 annual general meeting (AGM) of Thailand-based healthcare company **Bangkok Dusit Medical Services PCL (Bangkok Dusit)**, BIS did not support the election of a non-independent director because, in our assessment, the board's nomination and remuneration committee did not have majority independent representation under BIS' proxy voting guidelines for Southeast Asian securities.[2] The director was re-elected, receiving approximately 82% shareholder support.[3]

By contrast, at the March 2026 AGM of Korean shipbuilder **Hanwha Ocean Ltd. (Hanwha Ocean)**, BIS supported the election of all directors following updates that the company made to the board's composition after its March 2025 AGM. Specifically, at the time of the March 2025 AGM, the proportion of directors that BIS assessed as independent under our proxy voting guidelines for South Korean securities did not constitute a majority, falling beneath best practice in the South Korean market.[4] BIS did not support the election of the company's co-president, a member of the company's nominating committee, to convey concerns about the low levels of independence on the board. At Hanwha Ocean's March 2026 AGM, the company nominated two new independent directors to the board, raising its overall level of independence. All director elections received majority shareholder support.[5]

1 For example, please see: Tokyo Stock Exchange. "Japan's Corporate Governance Code." June 11, 2021; and Financial Reporting Council. "UK Corporate Governance Code." January 2024. **2** The terms "compensation," "remuneration," and "pay" are used interchangeably to describe the same concept in different markets. **3** Bangkok Dusit Medical Services PCL. "Minutes of the 2026 Annual General Meeting of Shareholders." April 2026. **4** At the time of the AGM, the South Korean market's "Commercial Act" requires outside directors to make up a majority of the board at large companies, and at least one-fourth at small companies. See: Korea Legislation Institute. "Commercial Act, Article 542-8 (Appointment of Outside Directors)." June 9, 2020. **5** Hanwha Ocean Ltd. "Status of Voting Rights Exercised at the 26th general meeting of shareholders." 2026.

Board composition

In assessing board composition, we take into account a company's board size, business model, strategy, market capitalization, and ownership structure, as well as the market in which the company operates. We find it helpful when companies explain how their approach to board composition supports the company's business and governance practices. When nominating directors to the board, we look to companies to provide sufficient information on the individual candidates so that shareholders can assess the capabilities and suitability of each individual nominee and their fit within overall board composition. As part of our process to evaluate contested director elections, for each director nominee we analyze the alignment of the individual's skills and experience with the challenges that a company currently faces and may face over the next few years.

At the April 2026 AGM of Brazilian paper and pulp manufacturer **Klabin S.A. (Klabin)**, a controlled company, two minority shareholders nominated director candidates to compete with the slate put forward by Klabin's controlling shareholder.[1] In the Brazilian market, minority shareholders can request a form of voting whereby votes on director elections may be concentrated on individual nominees (cumulative voting). A separate mechanism provides for the election of additional board members, excluding the vote of a company's controlling shareholder (separate elections). BIS assessed each nominee's independence, skills, and experience within the overall composition of Klabin's board. We determined that two nominees the company had classified as independent had characteristics, such as affiliations with Klabin's controlling shareholder or lengthy board tenure, that, in alignment with BIS' proxy voting guidelines for Latin American securities, limited the levels of independence on the board. At the April 2026 AGM, BIS supported two minority shareholders' nominees – one through cumulative voting and one through separate elections – who we assessed as having capital markets and public-company board experience. Both candidates received majority support from shareholders, increasing the number of independent directors from two to four among the 14 directors serving on the board.[1]

Overcommitment

As the role and expectations of a director are increasingly demanding, directors must be able to commit an appropriate amount of time to board and committee matters. It is important that directors have the capacity to meet all of their responsibilities — including when there are unforeseen events — and therefore, we consider it best practice when they preserve their committed time to allow them to fulfill their duties across a wide range of company and market events. The BIS regional voting guidelines set out the number of boards on which a director serves after which BIS considers them to be overcommitted.

1 Klabin S.A. "AGM 2026 – Final detailed voting map." April 7, 2026.

For example, on the agenda of Danish jewelry retailer **Pandora A/S's (Pandora)** March 2026 AGM was a management proposal to elect members of the company's board. BIS abstained from supporting the election of the company's board chair who, in addition to serving at Pandora, served as a board chair of a second listed company, and as a non-executive director of another. We assessed that these commitments could constrain the chair's capacity to exercise sufficient oversight on Pandora's board. The director was elected, receiving approximately 83% shareholder support.[1]

Similarly, at the May 2026 AGM of French IT services company **Sopra Steria Group SA (Sopra Steria)**, BIS did not support the re-election of a non-executive director who, in addition to holding the combined role of chief executive and chair at another listed company, held a further non-executive directorship, and had attended 58% of board meetings at Sopra Steria in 2024 and 45% of board meetings in 2025.[2, 3] In BIS' assessment, the number of outside commitments and declining meeting attendance record raised concerns about the director's capacity to effectively fulfill board duties at Sopra Steria. The director was re-elected, receiving approximately 57% shareholder support.[4]

1 Pandora A/S. "Voting results AGM 2026." March 11, 2026. **2** Sopra Steria Group SA. "Combined General Meeting - Convening Notice," page 41. 2025. **3** Sopra Steria Group SA. "Combined General Meeting - Convening Notice," page 40. 2026. **4** Sopra Steria Group SA. "Result of vote." May 20, 2026.

Executive compensation

Executive compensation is an important tool used by companies to support long-term financial value creation. A well-structured compensation policy rewards the successful delivery of strategic, operational, and/or financial goals; encourages an appropriate risk appetite; and aligns the interests of shareholders and executives through equity ownership. When assessing compensation proposals, BIS reviews companies' disclosures to understand the connection among compensation policies and outcomes, strategic and operational priorities, and the financial interests of long-term shareholders. BIS takes into account the company's stated long-term corporate strategy and specific circumstances, as well as local market and policy developments.[1] Where BIS finds apparent misalignment between executive pay and company performance, or has other concerns about a company's compensation policies, we may engage to better understand the company's approach.

When our analysis indicates that executive compensation is misaligned with company performance, BIS may not support compensation-related management proposals, e.g., "Say on Pay," remuneration policies and reports, equity compensation plans, or grant approvals, among others, which are common practice in markets such as Australia, the U.S., and the UK.[2]

During the 2025-26 proxy year, BIS supported ~84% (15,780 out of 18,705) of compensation-related management proposals put to a shareholder vote globally.[3] Our support was largely driven by many companies' clear articulation of how their policies align with shareholders' long-term financial interests, particularly around how short- and long-term incentive plans complement one another and are effective in rewarding executives who deliver long-term financial value.

Where we have concerns about a company's compensation practices or structures, we may also not support the election of members of the compensation committee or equivalent board members for misaligned compensation practices or structures. BIS did not support 1,063 proposals categorized as director elections at 596 companies due to concerns about the alignment of their approach to executive compensation with shareholders' long-term financial interests.[3]

Examples of how BIS voted on behalf of clients on executive compensation matters across regions are included below:

1 A compensation outcome generally relates to the payout of a performance-conditioned pay component and reflects both the construction of the pay program as well as the performance of the company and executives against defined performance objectives. **2** The terminology can vary across markets, but "Say on Pay" is the generic expression referring to the ability of shareholders to vote on a company's compensation policy, plan, and/or practices. For select markets in EMEA, this term may also refer to shareholders' ability to vote on the report companies publish on the implementation of its policies. **3** BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026.

Case studies

Americas

BIS supported ~90% of compensation-related management proposals in the Americas.[4] In the U.S. market, which accounts for roughly 9 out of 10 compensation proposals voted in this region, we continued to vote against programs that either included large outside-of-program awards without a strong strategic rationale, limited linkages between pay outcomes and long-term financial performance, or insufficient explanation of how compensation program design supported corporate strategy.[4] For example, BIS did not support a compensation-related management proposal at the June 2026 AGM of **Rivian Automotive Inc.**, where, in our assessment, executive compensation was misaligned with company performance; the Say on Pay proposal received shareholder support of approximately 67%.[5]

4 BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, to June 30, 2026. Compensation-related proposals include, but are not limited to, advisory proposals to ratify executive compensation (Say on Pay), reserve shares for equity compensation, and authorize employee stock purchase programs. **5** Rivian Automotive, Inc. "Form 8-K." June 26, 2026.

We recognize that given specific company circumstances, compensation policies may sometimes differ from general market practice. In these cases, we find it helpful when companies clearly explain in their disclosures how the approach taken supports the company's long-term performance and is aligned with shareholders' financial interests. BIS supported the advisory vote on executive compensation at the Canadian precious metals mining company **Pan American Silver Corp.**, where the board granted a CEO retention award in light of commodity-driven talent risks. In BIS' assessment, the company sufficiently explained the rationale for the award and its connection to the company's specific circumstances. The Say on Pay proposal received approximately 81% shareholder support.[1]

Voting on one-time equity awards and option repricing proposals

As part of our assessment of Say on Pay proposals, BIS also evaluated certain one-time equity awards that included multi-year grants tied to absolute stock-price hurdles and intended to support executive recruitment or retention at various companies. BIS did not support the advisory vote on executive compensation at the September 2025 AGM of **Roivant Sciences Ltd.**, as, in our assessment, the structure and magnitude of the awards did not align with shareholders' long-term financial interests. The "front-loaded" nature of the awards could limit the board's ability to make compensation program course-corrections over a multi-year period.[2] Under the terms of the awards, shares are earned, in six tranches, when the company attains certain fixed stock prices over a short timeframe, rather than measuring performance delivered across a multi-year performance period.[3] Finally, the use of such fixed stock price goals may not always align with sustained, long-term financial value creation. In addition to these equity awards, certain senior executives also received significant one-time cash retention awards. The proposal received approximately 61% shareholder support.[4]

In the biotechnology sector, where cash resources are often constrained and equity compensation is a significant component of employee pay, companies may seek to reprice options or implement option exchange programs to address employee incentive and retention considerations. As we note in our proxy voting guidelines for U.S. securities, underwater options may create an overhang on a company's capital structure, and a repricing or option exchange may be warranted in certain instances.[5] BIS evaluates such proposals on a case-by-case basis and may vote in support of requests to reprice or exchange options in circumstances where directors and executive officers are excluded, and the repricing is value-neutral or value-creative to shareholders, among others. For example, BIS supported **Moderna, Inc.'s** value-neutral option exchange program, which excluded executive officers and directors and received approximately 97% shareholder support.[6]

1 Pan American Silver Corp. "Pan American Silver Announces Results of Annual General and Special Meeting." April 30, 2026. **2** The awards represented five years of equity compensation for the executives receiving them. **3** Performance was measured based on the company's trailing 30-day volume-weighted average trading price per share. **4** Roivant Sciences Ltd. "Form 8-K." September 11, 2025. **5** When stock prices decline, options granted in better market conditions can become underwater and lose much of their incentive and retention value. **6** Moderna, Inc. "Form 8-K." November 13, 2025.

At **REGENXBIO Inc.**, BIS supported the value-neutral option exchange program for non-executive employees, which received approximately 75% support, but did not support the option exchange program for executives, which received approximately 40% support and did not pass.[1] BIS did not support **Coherus Oncology, Inc.'s** option repricing proposal, which included executive officers, was not value neutral, and did not include new vesting requirements. The proposal received approximately 50% shareholder support and passed.[2]

APAC

At its June 2026 extraordinary general meeting (EGM), management at Indian financial technology company **PB Fintech Ltd. (PB Fintech)** requested shareholder approval to amend the company's 2021 employee stock option plan by extending the exercise period from 2030 to 2035. In BIS' assessment, the company did not provide sufficient disclosure on the plan's vesting conditions or performance metrics. BIS noted that 50% of the awards under the plan were reserved for management, making the absence of such disclosure particularly relevant to shareholders' ability to assess the plan's alignment with long-term financial interests. BIS did not support the amendment. Under India's Companies Act, amendments to employee stock option plans require approval by special resolution, which requires support from at least 75% of votes cast. The amendment did not pass, receiving approximately 56% shareholder support.[3]

Executive compensation also continued to be in focus in the Australian market during the 2025-26 proxy year, where local provisions allow shareholders to escalate concerns on compensation-related matters over successive years.[4] Say on Pay resolutions in this market are advisory only. However, since 2011, companies listed on the Australian Securities Exchange (ASX) have been subject to provisions that allow shareholders to escalate concerns on compensation-related matters.[5] Included in these provisions is the "two strikes" rule, which mandates that, if a company's remuneration report receives 25% or more "no" votes at two consecutive AGMs, shareholders may then vote on a resolution to hold a special meeting to re-elect the company's directors within 90 days of the last AGM (a "spill" resolution). Examples of Australian companies that received high shareholder dissent included IT services company **NEXTDC Limited**, construction and engineering company **NRW Holdings Limited**, and electronic equipment distributor **Dicker Data Limited**. BIS did not support the remuneration reports at these companies' respective AGMs as, in our assessment, their compensation policies were not aligned with the long-term financial interests of BlackRock's clients. Shareholder support ranged from approximately 25% to 28%.[6, 7, 8] Conversely, BIS voted in support of the remuneration report at industrial real estate investment trust **Goodman Group's** November 2025 AGM following updates to its remuneration approach. The remuneration report received approximately 84% shareholder support.[9]

1 REGENXBIO Inc. "Form 8-K." June 3, 2026. **2** Coherus Oncology, Inc. "Form 8-K." June 1, 2026. **3** PB Fintech Ltd. "Scrutinizer Report and Voting Results of Postal Ballot completed on June 12, 2026." June 16, 2026. **4** In the Australian market, a majority of public companies hold their annual shareholder meetings in the fourth quarter of the year. **5** Parliament of Australia. "Executive remuneration: a quick guide." September 13, 2022. **6** NEXTDC Limited. "Results of Annual General Meeting." November 13, 2025. **7** NRW Holdings Limited. "Results of Annual General Meeting." November 27, 2025. **8** Dicker Data Limited. "Results of Meeting." May 27, 2026. **9** Goodman Group. "Results of Meeting." November 11, 2025.

EMEA

BIS supported approximately 79% of compensation-related management proposals in EMEA during the 2025-26 proxy year.[1] The alignment between executive pay and company performance was a key consideration in our assessment of these proposals. In EMEA, some UK companies continued to seek shareholder approval for changes to their remuneration arrangements, including the increased use of time-based awards, often citing competitiveness in global talent markets. Consistent with our longstanding approach, we assessed individual compensation proposals on a company's agenda on a case-by-case basis, supporting those where companies clearly demonstrated in their disclosures how the proposed arrangements were aligned with long-term financial value creation. We did not support those where the remuneration committee's use of discretion or the structure of the arrangements raised concerns. For example, at the May 2026 AGM of **Vistry Group PLC (Vistry)**, BIS did not vote in support of the UK housebuilder's remuneration report and remuneration policy, reflecting our concerns about the remuneration committee's use of discretion in relation to pay increases and the structure of the proposed remuneration arrangements. The remuneration report and remuneration policy received approximately 63% and 64% shareholder support, respectively, at the May 2026 AGM.[2] Conversely, at the March 2026 special meeting of UK retailer **WH Smith PLC (WH Smith)**, BIS supported the grant of a one-off share option, where we assessed that the award was aligned with share-price delivery and long-term financial value creation. The proposal received approximately 79% shareholder support.[3]

In Continental European markets, our concerns more often related to the structure of severance and termination arrangements and the adequacy of disclosures explaining the link between pay and performance. At the March 2026 AGM of Danish pharmaceutical company **Novo Nordisk A/S (Novo Nordisk)**, for example, BIS did not support the management-proposed remuneration report, which included termination arrangements for the former chief executive. The arrangements included salary, pension, benefits and bonus during the notice period, severance and non-competition payments, and continued participation in the company's long-term incentive plans, resulting in an overall level of payments that we assessed as potentially excessive against the backdrop of the company's performance over the last two years. The remuneration report received approximately 72% support from shareholders (excluding the controlling shareholder) at the March 2026 AGM.[4]

1 BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, to June 30, 2026. Compensation-related proposals include, but are not limited to, approval of remuneration reports; remuneration policies; compensation of specific directors, members of management, or groups thereof; and stock purchase schemes. **2** Vistry Group Plc. "Results of Poll Voting – AGM 2026." 2026. **3** WH Smith PLC. "Result of General Meeting." March 12, 2026. **4** Novo Nordisk A/S. "Minutes of Annual General Meeting." March 26, 2026.

At the May 2026 AGM of German sportswear company **PUMA SE (PUMA)**, BIS did not support the remuneration report due to concerns related to the remuneration committee's use of discretion regarding a one-off award, the adequacy of disclosure linking pay and performance, and the award's vesting conditions and performance hurdles. The remuneration report received 72% shareholder support.[1]

When assessing changes to remuneration structures, we took a case-by-case approach, supporting companies which clearly demonstrated in their disclosures how the executive remuneration arrangements support long-term financial value creation. For example, at the April 2026 AGM of Finnish communications equipment company **Nokia Oyj (Nokia)**, management sought shareholder approval for payment of restricted stock units as a component of executive remuneration, to support recruitment and retention in a competitive global talent market, in line with their remuneration policy. In BIS' assessment, the arrangement was justified in the context of Nokia's business model and specific circumstances. BIS supported the advisory vote on Nokia's remuneration report, which received approximately 91% shareholder support.[2]

1 PUMA SE. "Annual General Meeting." May 19, 2026. **2** Nokia Oyj. "Minutes of the Annual General Meeting 2026." April 9, 2026.

Voting on strategic transactions to support long-term financial value creation

Companies continue to operate in a complex and dynamic global environment shaped by rapid technological change, geopolitical fragmentation, shifting trade dynamics, and evolving regulatory developments.

Against this backdrop, strategic transactions — including mergers, acquisitions, and spin-offs — continued to feature prominently during the 2025-26 proxy year as companies sought to streamline portfolios, reposition businesses, strengthen balance sheets, and support long-term growth prospects. In the first half of 2026, global M&A volume reached $3.2 trillion, up 44% against the same period in 2025.[1]

The circumstances driving this activity varied across markets and sectors. In the U.S., large healthcare companies pursued acquisitions to replenish product pipelines, while the industrials sector saw a year-over-year acceleration in deal activity, punctuated by several activist campaigns pressing for value-unlocking transactions.

In technology and communications, strategic transactions increasingly centered on AI infrastructure, data, cybersecurity, and intelligent systems, while consumer companies pursued turnarounds, consolidation, portfolio repositioning, and strategic reviews amid weaker consumer demand and targeted activist activity.

In North American and European markets, portfolio restructuring and consolidation featured in sectors including aerospace and defense, financials, chemicals, and mining, reflecting efforts to secure access to critical minerals and strengthen energy security, among other factors. In APAC, market consolidation and takeover activity accelerated in Japan amid market initiatives to improve capital efficiency and heightened activist investor activity.

In this context, BIS assessed proposals related to strategic transactions through a company-specific lens, evaluating the potential implications for clients' long-term financial interests. In North America, BIS supported the proposed combination of U.S. Class I railroads **Union Pacific Corporation** and **Norfolk Southern Corporation**, which, if approved by regulators, would create the first transcontinental rail network in the United States.[2, 3, 4] BIS also supported proposals related to the merger of UK-headquartered mining company **Anglo American plc** and Canadian mining company **Teck Resources Limited**.[5, 6] In APAC, BIS supported proposals related to Singapore-based energy company **Sembcorp Industries Ltd.'s** acquisition of Australian integrated power utility company **Alinta Energy**, and Indonesian telecommunications company **PT Telkom Indonesia (Persero) Tbk's** partial spin-off of its wholesale fiber-connectivity business and assets as part of a multi-year restructuring.[7, 8] Each proposal received majority shareholder support.

1 J.P. Morgan. "2026 Global M&A Mid-Year Outlook: Remarkable activity amid complexity." 2026. **2** As defined by the U.S. Surface Transportation Board, a "Class I" railroad is a railroad with annual operating revenues of at least $900 million, measured in 2019 dollars and adjusted annually for inflation. The inflation-adjusted threshold applicable for 2025 was approximately $1.1 billion. See: Surface Transportation Board, "Indexing the Annual Operating Revenues of the Railroads." June 26, 2026. **3** Union Pacific Corporation. "Form 8-K." November 17, 2025. **4** Norfolk Southern Corporation. "Form 8-K." November 17, 2025. **5** Anglo American plc. "Anglo American shareholders approve merger of equals with Teck." December 9, 2025. **6** Teck Resources Limited. "Teck Reports Voting Results from Special Meeting of Shareholders." December 9, 2025. **7** Sembcorp Industries Ltd. "Resolution Passed at the Extraordinary General Meeting." January 30, 2026. **8** PT Telkom Indonesia. "Announcement of Summary of Minutes of Extraordinary General Meeting of Shareholders Year 2025." December 12, 2025.

Shareholder proposals

BIS takes a case-by-case approach to voting on shareholder proposals and maintains a singular focus on a proposal's implications for long-term financial value creation for shareholders.[1] Our analysis considers whether a shareholder proposal addresses a material risk that may impact a company's long-term financial performance. BIS does not support shareholder proposals that we view as being inconsistent with long-term financial value or that seek to micromanage companies.

Several themes concerning shareholder proposals during the 2025-26 proxy year are described below:

Theme 1

Governance-related shareholder proposals remained the most widely supported category and saw increased investor backing year over year

As in past proxy years, shareholder proposals related to governance matters received the highest levels of investor support, including from BlackRock. These proposals typically address matters affecting shareholder rights such as amendments to governance structures, as well as proposals on executive compensation or capital/share classification structures.[2] Median market support for these proposals increased to 23.6%, compared with 20.4% in 2024-25.[3] BIS most frequently supported proposals focused on strengthening the rights of minority shareholders, such as those requesting the adoption of simple majority voting.

Theme 2

Fewer environmental and social shareholder proposals went to a vote, while investor support continued to decline

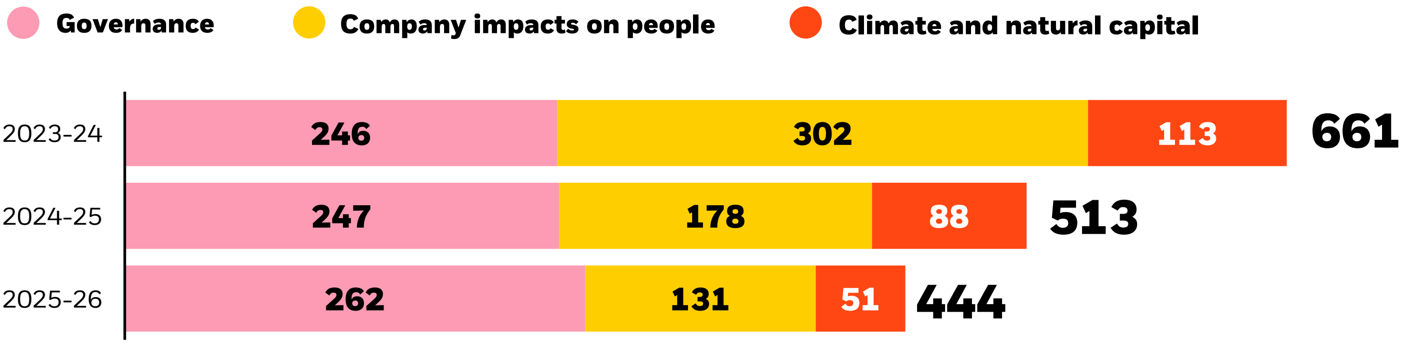
Globally, shareholder proposals concerning climate and natural capital (environmental) and company impacts on people (social) matters declined for the second consecutive year, mainly driven by fewer proposals submitted to a vote at U.S. companies, where the majority of shareholder proposals are filed every year.[4]

We note that in the U.S., following the SEC staff's decision to generally discontinue substantive review of company requests to exclude shareholder proposals from proxy materials, the percentage of submitted shareholder proposals on environmental and social issues that appeared on company ballots remained broadly unchanged.

Investor opposition to U.S. environmental and social proposals remained high. In each of the past two proxy years, nearly 9 out of 10 proposals received at least 75% market opposition, while median market support declined from 10.4% to 6.7%.[4]

1 In most markets, shareholders can submit proposals to be voted on at a company's shareholder meeting, as long as certain requirements are met. Shareholder proposals span a wide range of topics, including governance reforms, capital management, and changes in the management or disclosure of sustainability-related risks. These proposals have a varying degree of relevance for companies across sectors, locations, and business models. **2** Amendments to a company's governance structures include changes to articles of incorporation (AOI), bylaws, constitution, or board committee charters. **3** BlackRock, ISS-ESG Voting Analytics Database. Measured in median shareholder support for U.S. governance-related shareholder proposals that went to a final vote. Includes ISS data only for companies that have disclosed shareholder meeting results. Sourced on August 14, 2026, reflecting data by proxy year, i.e., running from July 1 through June 30 each year. BlackRock defines strong opposition to a proposal as having received at least 75% opposition from shareholders. A proposal has received majority support if more than 50% of shares voted were "for." **4** BlackRock, ISS. Sourced on August 14, 2026, reflecting data by proxy year, i.e., running from July 1 through June 30 each year. Proposals related to matters beyond core governance issues are typically categorized in the market as environmental or social proposals. We consider these to be sustainability-related issues and generally categorize them in accordance with our engagement priorities, i.e., "climate and natural capital" and "company impacts on people" (a company's employees, its broader value chain, or the communities in which it operates).

U.S. shareholder proposals BIS voted on by year

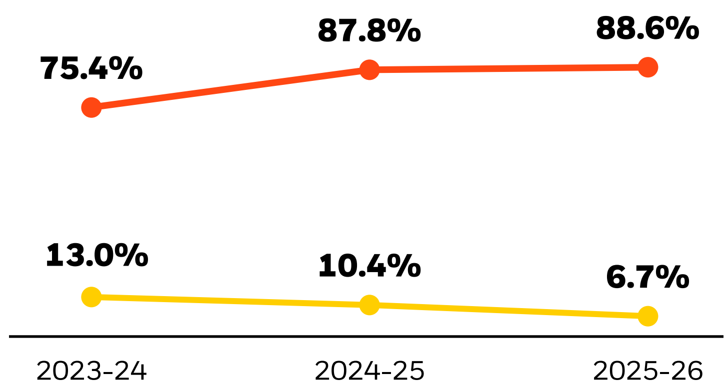


Source: BlackRock, ISS. Reflecting data by proxy year, i.e., running from July 1 through June 30 each year. Data from July 1, 2023, through June 30, 2025, sourced on July 23, 2025. Data from July 1, 2025, through June 30, 2026, sourced on August 14, 2026. Includes governance, climate and natural capital, and company impacts on people shareholder proposals per BIS' proposal taxonomy.

Decreasing shareholder support for proposals in the U.S.

Measured in median market support for U.S. environmental and social-related proposals that went to a final vote and % of proposals receiving at least 75% market opposition.

- % of proposals receiving strong opposition
- Median market support



Source: BlackRock, ISS-ESG Voting Analytics Database. Measured in median shareholder support for U.S. environmental and social-related shareholder proposals that went to a final vote. Proposals related to matters beyond core governance issues are typically categorized in the market as environmental or social proposals. We consider these to be sustainability-related issues and generally categorize them in accordance with our engagement priorities, i.e., "climate and natural capital" and "company impacts on people" (a company's employees, its broader value chain, or the communities in which it operates). Includes ISS data only for companies that have disclosed shareholder meeting results. Sourced on August 14, 2026, reflecting data by proxy year, i.e., running from July 1 through June 30 each year. BlackRock defines strong opposition to a proposal as having received at least 75% opposition from shareholders. A proposal has received majority support if more than 50% of shares voted were "for."

Theme 3

Proposals seeking to roll back company efforts to address material sustainability-related risks remained a feature of the proxy year, but received minimal investor backing

While overall environmental and social shareholder proposal volumes declined, those seeking to reverse or limit company efforts to address material sustainability-related risks remained a feature of the proxy year. These proposals continued to receive minimal shareholder support, with median market support at approximately 1%.[1]

As in the prior proxy year, BIS did not support any of these proposals on which we voted (61 total compared to 69 last year).[1] In our analysis, BIS considered each company's policies, practices, and disclosures, as well as the balance between the costs and benefits of addressing the relevant business risk, the merits of the proponent's request, and long-term financial value creation for BlackRock's clients.

1 BlackRock, ISS. Sourced on August 14, 2026, reflecting data by proxy year, i.e., running from July 1 through June 30 each year. Includes only governance, climate and natural capital, and company impacts on people shareholder proposals per BIS' proposal taxonomy. Includes the Japanese market.

How we voted on shareholder proposals globally

BIS supported ~9% of shareholder proposals in the 2025-26 proxy year (88 out of 982). Consistent with last year, the greatest portion of shareholder proposals BIS supported addressed corporate governance matters, where we supported ~13% (87 out of 664).[1]

As mentioned on page 23, many of the proposals we supported focused on strengthening the rights of minority shareholders, such as those requesting the adoption of simple majority voting.

We again found that many shareholder proposals focused on topics related to climate and natural capital, and company impacts on people were over-reaching, lacked economic merit, or sought outcomes that were unlikely to promote long-term financial value. The majority also addressed business risks that companies already had processes in place to address, making them redundant. As a result, we supported one out of 318 of these proposals.[1]

Case studies

Governance

During the 2025-26 proxy year, shareholder proposals seeking to strengthen the rights of minority shareholders were filed at several U.S. companies, including proposals requesting the adoption of a simple majority voting standard. Examples of these companies include value retailer **Five Below, Inc.** and coffee retailer **Starbucks Corporation**. BIS supported these shareholder proposals, which received approximately 90% and 98% support from shareholders, respectively.[2, 3] In BIS' view, supermajority voting requirements can act as an impediment to shareholders' ability to express concerns, and their removal can strengthen the alignment between a company's governance structure and the long-term financial interests of shareholders.

BIS also voted on shareholder proposals seeking to strengthen other aspects of minority shareholder rights, such as through declassification of the board of directors. BIS looks to directors to be re-elected annually. Staggered multi-year terms for directors generally limit shareholders' rights to regularly evaluate a board's performance and elect directors. BIS supported a shareholder proposal concerning board declassification at cruise line company **Norwegian Cruise Line Holdings Ltd.**, which received approximately 87% shareholder support.[4]

BIS considers shareholders having the well-structured right to act outside company-initiated shareholder meetings, either through a right to call special meetings or the ability to act by written consent, to be beneficial. At companies where no such right exists, BIS may support a well-structured shareholder proposal requesting the company grant shareholders the ability to act outside company-initiated meetings.

1 BlackRock, ISS. Sourced on August 14, 2026, reflecting data by proxy year, i.e., running from July 1 through June 30 each year. Includes only governance, climate and natural capital, and company impacts on people shareholder proposals per BIS' proposal taxonomy. Includes the Japanese market. **2** Five Below Inc. "Form 8-K." June 16, 2026. **3** Starbucks Corporation. "Form 8-K." March 30, 2026. **4** Norwegian Cruise Line Holdings Ltd. "Form 8-K." June 16, 2026.

BIS supported a proposal requesting the company grant shareholders the ability to act by written consent at the May 2026 AGM of U.S. hotel franchisor **Wyndham Hotels & Resorts, Inc.** The shareholder proposal received approximately 63% support from shareholders.[1]

In the South Korean market, we have observed increased shareholder activity over the past several proxy years, in part, as a result of regulatory reforms intended to support the development of the country's capital markets by updating corporate governance standards, shareholder protections, and board accountability measures.[2] These measures include the "Corporate Value-Up Program," launched in 2024. Shareholder proposal activity remained high during the 2025-26 proxy year, with proposals and activist campaigns focused on governance and capital allocation matters. For example, at the March 2026 AGM of South Korean insurer **DB Insurance Co Ltd (DB Insurance)**, an activist shareholder sought changes to the levels of independence on DB Insurance's board by nominating two dissident directors for election to the Audit Committee, and by submitting a shareholder proposal to amend the company's articles of incorporation (AOI) to establish an "Internal Transactions Committee."[3] BIS supported the shareholder proposal based on our assessment that the proposed committee, composed entirely of outside directors, would strengthen independent board oversight of the company's intra-group transactions. The shareholder proposal received approximately 61% support at the March 2026 AGM, but was not adopted, as amendments to a company's AOI in the South Korean market require support from two-thirds of votes cast.[4]

Company impacts on people and climate and natural capital

Similar to last year, BIS found that a significant percentage of shareholder proposals addressing company impacts on people and climate and natural capital matters were overly prescriptive or focused on business risks that companies already had processes in place to address, making them redundant. Among proposals requesting reports on how companies manage risks arising from the collection and sharing of personal or sensitive customer data, we assessed that some were redundant to policies and processes already in place at the company. For example, at the May 2026 AGM of U.S. home improvement retailer **Lowe's Companies, Inc. (Lowe's)**, the agenda included a proposal requesting that the company issue a report assessing risks to customers' data privacy rights arising from the sharing of sensitive customer data with third parties. BIS did not support the proposal, as in our assessment Lowe's had policies and processes in place to address the risks identified in the proponent's request. The proposal received approximately 9% shareholder support.[5]

1 Wyndham Hotels & Resorts, Inc. "Form 8-K." May 18, 2026. **2** Bloomberg. "Investors Turn to Korea Shareholder Meetings for Stocks Revival." March 17, 2026. **3** DB Insurance Co Ltd. "The 59th AGM Reference." March 2026. **4** DB Insurance Co Ltd. "Outcome of Annual Shareholders' Meeting." March 24, 2026. **5** Lowe's Companies, Inc. "Form 8-K." June 2, 2026.

Among proposals addressing climate and natural capital matters, at the April 2026 AGM of UK energy company **BP p.l.c. (BP)**, the agenda included a shareholder proposal requesting additional disclosure on how BP evaluates the deployment of capital for new material oil and gas projects. Under the BIS Benchmark Policies, we did not support the proposal because the requested project-level information went beyond common market practice and was partly duplicative of BP's existing disclosures. The proposal received approximately 26% shareholder support.[1] On the same ballot, BP sought shareholder approval to "revoke both resolution 25, passed at the company's annual general meeting held in 2015 and resolution 22, passed at the annual general meeting held in 2019 such that they cease to apply and have effect."[2] The two climate-related shareholder resolutions required specific disclosures on the company's strategy, progress towards climate-related goals, capital expenditure, and portfolio resilience against certain climate scenarios.[3, 4] As it was unclear how the change would affect future disclosures provided to investors on the company's approach to these matters, BIS voted Abstain on this proposal and therefore did not support management's recommendation. The management proposal received approximately 47% shareholder support and did not meet the 75% threshold to pass.[1]

BIS has also observed cases where companies have evolved their disclosures related to material climate-related risks over several years. At the March 2026 AGM of Turkish steel company **Eregli Demir ve Çelik Fabrikalari TAS (Eregli)**, BIS voted in support of the proposal providing for the discharge of the board, which received majority support from shareholders.[5] In BIS' assessment, Eregli's updated disclosures provided additional information on the board's oversight of material climate-related risk management, including through its sustainability reporting and transition planning. BIS did not support the discharge of the board at Eregli's 2025 AGM, reflecting the limited visibility at the time into how the company addressed these topics.

BIS observed enhanced climate-related disclosures as sustainability reporting requirements began to take effect in certain jurisdictions across the Americas, APAC, and EMEA.[6, 7] Some requirements under these frameworks became effective starting in 2025 through phased rollouts.

1 BP p.l.c. "AGM 2026 poll results." April 23, 2026. **2** BP p.l.c. "Notice of bp Annual General Meeting 2026." March 6, 2026. **3** BP p.l.c. "AGM 2015 notice of meeting." March 2015. **4** BP p.l.c. "AGM 2019 notice of meeting." April 2019. **5** Eregli Demir ve Çelik Fabrikalari TAS. "Meeting Minutes." March 26, 2026. **6** International Financial Reporting Standards (IFRS) Foundation. "Use of IFRS Sustainability Disclosure Standards by jurisdiction." Accessed in August 2026. **7** The ISSB is an independent standard-setting body within the International Financial Reporting Standards (IFRS) Foundation. The standards build on the Task Force on Climate-related Financial Disclosures (TCFD) framework and the standards and metrics developed by the Sustainability Accounting Standards Board (SASB), which have both converged under the ISSB. Please refer to the IFRS website to learn more about the framework and standards S1 "General Requirements for Disclosure of Sustainability-related Financial Information" and S2 "Climate-related Disclosures." Websites accessed in August 2026.

Providing eligible clients with more choices

BlackRock Voting Choice

Launched in January 2022, BlackRock Voting Choice — sometimes referred to as pass-through voting — provides eligible clients with more opportunities to participate in the proxy voting process, where legally and operationally viable. BlackRock Voting Choice is the industry's largest pass-through voting program.[1] Since launch, BlackRock has continued to expand Voting Choice by extending the pool of eligible client assets that can participate and expanding the range of voting policies clients can choose from.[2]

As of June 30, 2026, the program is available to client assets representing $3.96 trillion of BlackRock's $8.79 trillion total index equity AUM, with clients representing approximately $923 billion in index equity AUM exercising this option.[3] Clients invested in certain institutional pooled funds that implement Systematic Active Equity strategies are also eligible for Voting Choice.

Stewardship for funds with explicit climate and decarbonization objectives

In July 2024, BlackRock launched the Climate and Decarbonization Stewardship program, which applies only to funds with climate and decarbonization objectives across BlackRock's index and active platform and where the funds' respective governing body has explicitly approved the application of the program. Separately managed account (SMA) clients may also instruct BlackRock to apply the program to their holdings. Total funds and SMAs that have chosen to apply the BIS Climate and Decarbonization Guidelines represent $208 billion of clients' index equity AUM, or approximately 2% of our clients' total public equity AUM.[4]

1 Based on total AUM eligible to participate in pass-through voting programs across the industry, as of December 2025. Also see: "The complete guide to pass-through voting." Accessed in June 2026. **2** BlackRock determines eligibility criteria under this program based upon, among other things, local market regulation and practice, cost considerations, operational risk and/or complexity, and financial considerations, including the decision to lend securities. **3** BlackRock. Client funds participating in BlackRock Voting Choice are as of June 30, 2026. Assets include index equity assets held in multi-asset fund of funds strategies. **4** AUM includes in-scope index equity funds and SMAs where proxy voting is administered by BIS as of June 30, 2026. BAIS separately administers proxy voting activities for its respective in-scope strategies. The total program represents $234 billion of client AUM, or approximately 2% of our clients' total public equity AUM.

Appendix

Appendix I

Voting statistics for BIS Benchmark Policies

		Americas	EMEA	APAC	Global Total
Management proposals					
Director elections	Support management	24,693	12,635	23,307	**60,635**
	Not support management	1,625	2,267	2,158	**6,050**
Board-related	Support management	674	2,289	2,675	**5,638**
	Not support management	122	485	1,037	**1,644**
Compensation	Support management	4,920	5,109	5,751	**15,780**
	Not support management	558	1,363	1,004	**2,925**
Capital structure	Support management	1,272	6,784	8,874	**16,930**
	Not support management	120	301	1,009	**1,430**
Strategic transactions	Support management	490	1,269	3,589	**5,348**
	Not support management	36	151	1,154	**1,341**
Takeover defense	Support management	242	525	74	**841**
	Not support management	26	21	54	**101**
Auditor	Support management	4,135	3,230	3,164	**10,529**
	Not support management	1	223	43	**267**
Mutual funds	Support management	6	40	0	**46**
	Not support management	0	0	0	**0**
Company impacts on people, Climate and natural capital	Support management	20	531	33	**584**
	Not support management	0	87	13	**100**
Other	Support management	1,386	6,302	9,051	**16,739**
	Not support management	696	860	2,611	**4,167**

Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. Reflects BIS' proposal taxonomy. "Support" means BIS voted in alignment with management's voting recommendations. "Not support" means BIS voted differently from management's voting recommendations.

Appendix I

Voting statistics for BIS Benchmark Policies

		Americas	EMEA	APAC	Global Total
Shareholder proposals					
Governance	Support management	281	154	402	**837**
	Not support management	31	37	147	**215**
Company impacts on people, Climate and natural capital	Support management	225	19	73	**317**
	Not support management	1	0	0	**1**
Board-related	Support management	63	74	2	**139**
	Not support management	14	39	2	**55**
Director elections	Support management	52	136	875	**1,063**
	Not support management	16	134	39	**189**
Other	Support management	10	69	67	**146**
	Not support management	0	38	15	**53**

Source: BlackRock, ISS. Sourced on August 14, 2026, reflecting data from July 1, 2025, through June 30, 2026. Reflects BIS' proposal taxonomy. "Support" means BIS voted in alignment with management's voting recommendations. "Not support" means BIS voted differently from management's voting recommendations.

Appendix II

Proposal terminology explained

Proxy voting data reflects BlackRock's management and shareholder proposal categories in alignment with BIS' proposal taxonomy. BIS' proposal taxonomy is a comprehensive representation of BlackRock's proxy voting activity on behalf of clients, built in response to their informational and reporting needs.

Management proposals

Auditor — proposals related to the appointment and compensation of external auditors serving corporations.

Board-related — a category of management-originated, board-related proposals (excluding director elections), pertaining to advisory board matters, alternate and deputy directors, board policies, board committees, and board composition, among others.

Capital Structure — generally involves authorizations for debt or equity issuances, dividends and buybacks, stock splits, and conversions of securities.

Climate and natural capital — includes management-originated proposals related to environmental issues, such as proposals to approve a company's climate action plan, commonly referred to as "Say on Climate."

Company impacts on people — includes management-originated proposals relating to a range of social issues such as corporate social responsibility and approving corporate donations, among others.

Compensation — proposals concerning executive compensation policies and reports (including Say on Pay, Say on Pay Frequency, and approving individual grants), director compensation, equity compensation plans, and golden parachutes.

Director election — a category of management-originated proposals which includes the election, discharge, and dismissal of directors.

Mutual Funds — proposals related to investment management agreements and the structure of mutual funds.

Other — covers an assortment of common management-originated proposals, including formal approvals of reports, name changes, and technical bylaws, among many others.

Strategic transactions — involves significant transactions requiring shareholder approval like divestment, mergers and acquisitions, and investment.

Takeover defense — proposals concerning shareholder rights, the adoption of "poison pills," and thresholds for approval, among others.

Shareholder proposals

Board-related — a category of shareholder-originated, board-related proposals (excluding director elections), pertaining to advisory board matters, alternate and deputy directors, board policies, board committees, and board composition, among others.

Climate and natural capital — covers shareholder-originated proposals relating to reports on climate risk, emissions, natural capital, and sustainability, among others.

Company impacts on people — includes shareholder-originated proposals relating to a range of social issues such as reports on human capital management and human rights, among others.

Director-election — a category of shareholder-originated proposals which includes the election, discharge, and dismissal of directors.

Governance — generally involves key corporate governance matters affecting shareholder rights including governance mechanisms and related article/bylaw amendments, as well as proposals on compensation. Includes shareholder proposals customary in certain markets that are generally endorsed or unopposed by management.

Other — includes non-routine procedural items and other voting matters.

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