

CATALYZING CORPORATE CHANGE

2022 PROXY SEASON RECAP



A REVIEW OF ICCR'S 2022 PROXY SEASON

2022 was a record year for our coalition, as filings by our members rose to 504, the highest number ever recorded, and up sharply from 307 in 2021. New resolution topics more than doubled last year and included carbon credits, competitive employment standards, and ghost guns. Banking was the leading industry receiving

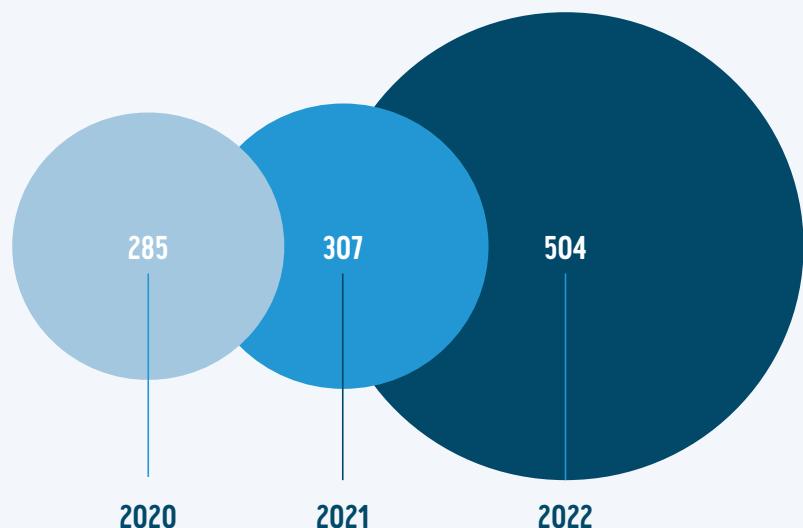
ICCR member proposals. There was also an increase in the number of companies receiving multiple filings, an indication of investor concern about their ESG risks. The most successful proposals requested lobbying expenditures disclosure, racial equity audits, and Paris-aligned climate lobbying.

Votes in favor of shareholder resolutions in the double digits are an effective mechanism for focusing management and investor attention on areas of ESG risk, which is why we urge all investors to practice active ownership of their shares, including by voting their proxies each year.

BROADENING OUR IMPACT OVER TIME

Despite restrictive changes to SEC rule 14a-8, our members filed a record-breaking 504 resolutions in 2022, versus 307 last year. While many of our members increased the number of proposals they filed, some of this increase was also due to new members joining our ranks.

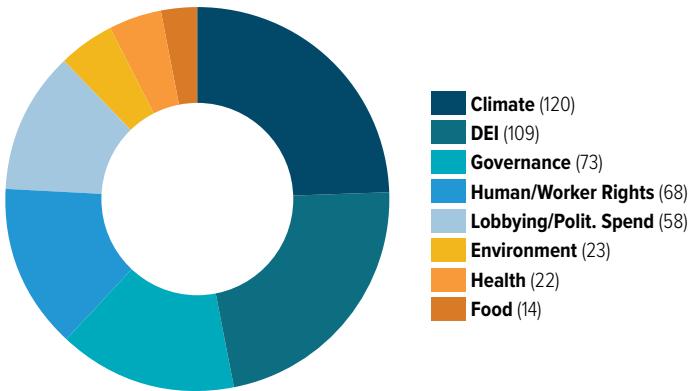
NUMBER OF RESOLUTIONS FILED BY MEMBERS OF THE ICCR COALITION



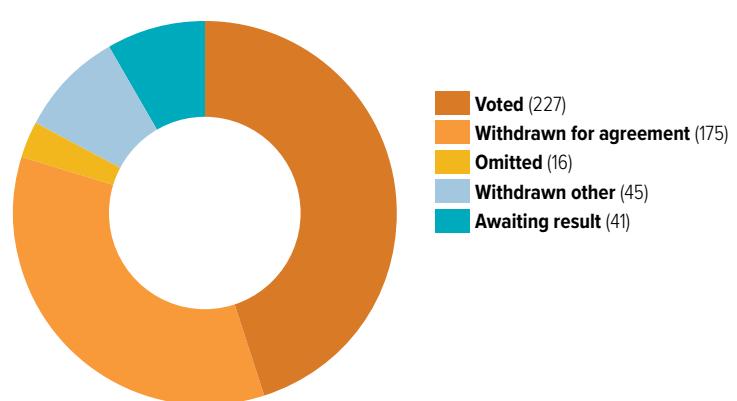
2022, BY THE NUMBERS

Resolutions addressing the climate crisis, and racial justice/DEI were the most numerous, with 120 and 109 proposals respectively. Climate-focused filings increased 75% versus a year ago, and racial justice/DEI proposals 70%. 42% of all resolutions went to a vote, while 34% were withdrawn for agreement. We once again won the majority of our SEC challenges and saw only 16 omissions.

2022 RESOLUTIONS BY ISSUE



2022 RESOLUTIONS BY OUTCOME



CATALYZING CORPORATE CHANGE

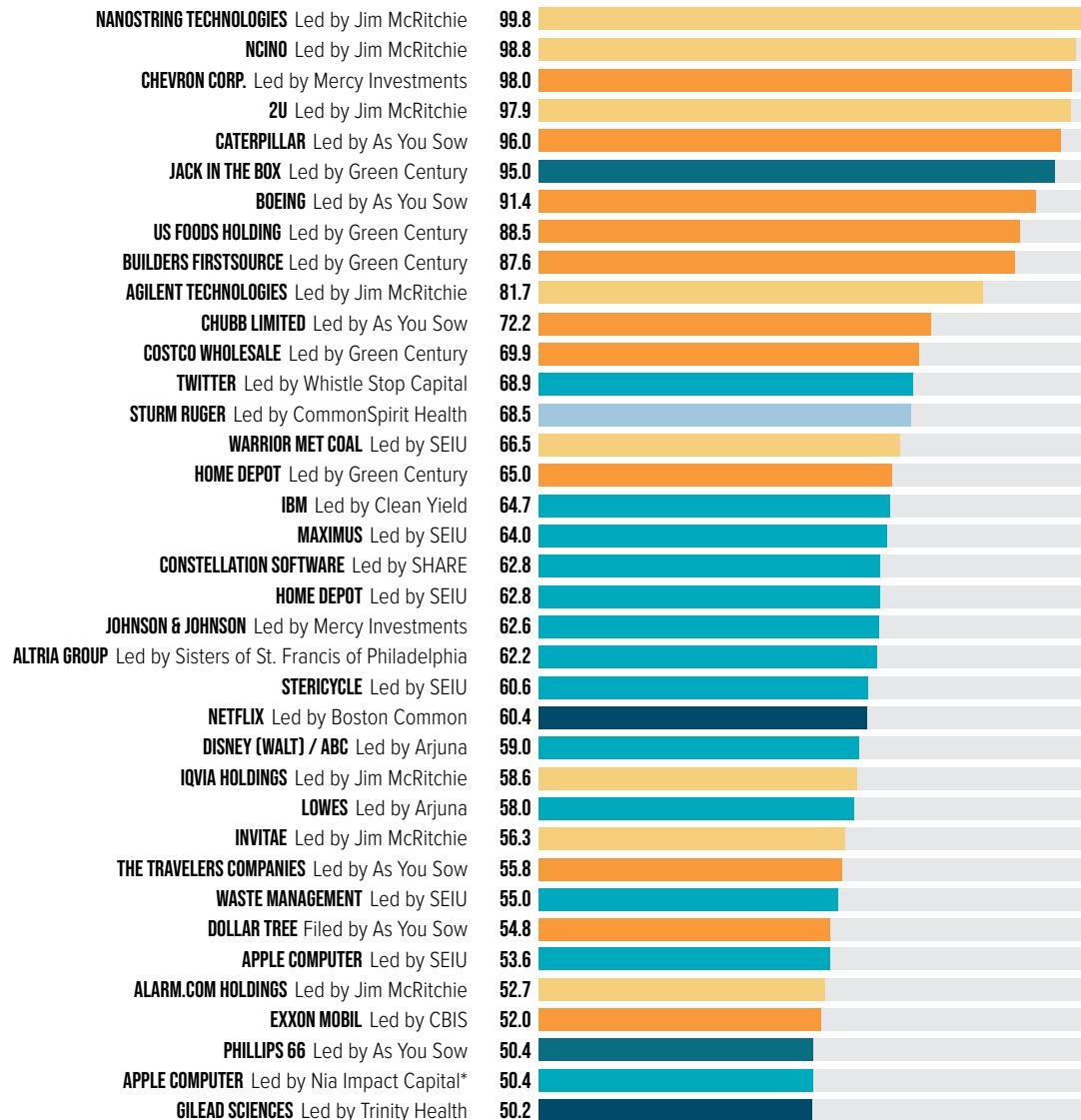
2022 PROXY SEASON RECAP



2022 RESOLUTIONS WINNING MAJORITY SUPPORT

2022 MAJORITY VOTES

37 ICCR-member resolutions won majority support in 2022, a sharp increase over the 20 won in 2021. DEI resolutions (12) accounted for the largest percentage of these, followed by climate-focused resolutions (10), and governance proposals (6).



2022 PROXY SEASON BREAKTHROUGHS

COMPANY
Jack in the Box
LEAD FILER
Green Century

VOTE
95%

The highest-ever vote on a **plastics or packaging-related** proposal, despite being opposed by Jack in the Box management.

COMPANY
Chevron
LEAD FILER
Mercy Investments

VOTE
98%

The highest-ever vote for an ICCR member resolution on **methane emissions**.

COMPANY
Sturm-Ruger
LEAD FILER
CommonSpirit Health

VOTE
69.5%

The highest-ever vote for a resolution calling for a **Human Rights Impact Assessment**.

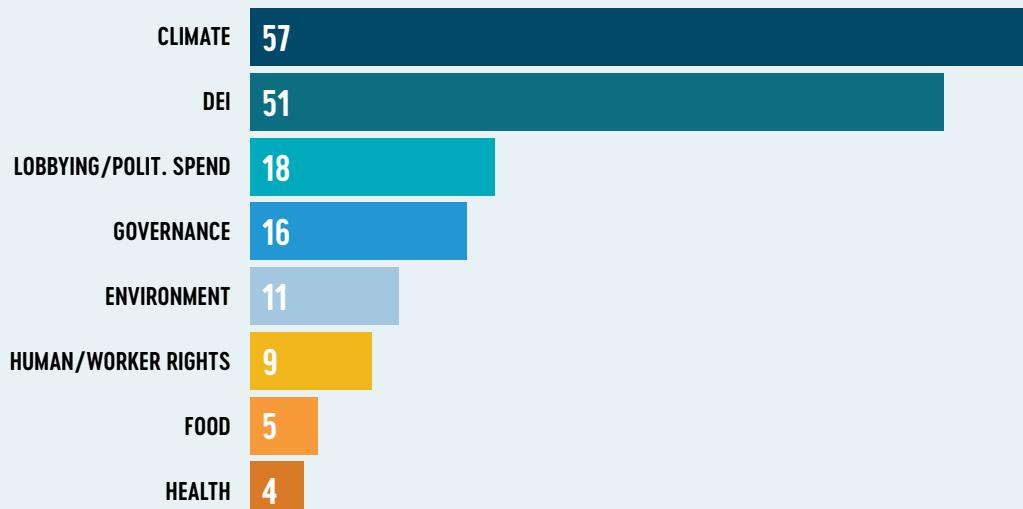
CATALYZING CORPORATE CHANGE

2022 PROXY SEASON RECAP

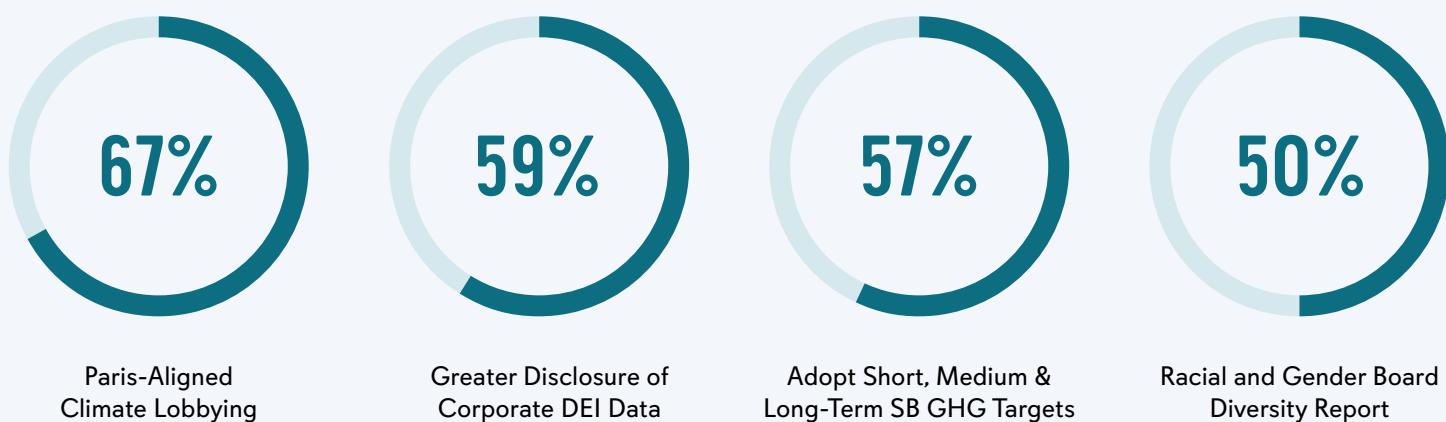


2022 AGREEMENTS BY ISSUE

When shareholders file a resolution, companies often reach out to discuss the proposal. If the company commits to implementing the proposal's main requests, the proponents will withdraw it. Every year ICCR members negotiate over one hundred of these agreements. This year they reached agreements for 174 proposals – over a third of all those they filed this season. The majority of these centered on climate issues (57), and racial justice/DEI (50).



PERCENT OF RESOLUTIONS FILED THAT WERE WITHDRAWN FOR AGREEMENT



2022 ICCR RESOLUTIONS SUPPORTED BY COMPANY MANAGEMENT

Direct Methane Management

Supported by **Chevron** management.
Vote **98%**. Lead filer: **Mercy Investment**

Disclose Interim and Long-Term GHG Reduction Targets

Supported by **Caterpillar** management.
Vote **96%**. Lead filer: **As You Sow**

Disclosure of NetZero Indicator

Supported by **Boeing** management.
Vote: **91.4%**. Lead filer: **As You Sow**

CATALYZING CORPORATE CHANGE

2022 PROXY SEASON RECAP



2022 FEATURED WITHDRAWALS

CLIMATE AGREEMENTS

Will undertake an analysis of transitioning its coal-fired fleet to cleaner sources, including an assessment of the strategic feasibility and financial implications of achieving an 80% clean energy portfolio by 2030: PPL (Presbyterian Church (USA)).

Left its “clean coal” trade group: Norfolk Southern (Friends Fiduciary).

Significantly expanded its lobbying spending disclosure and began working on investors’ requested Paris-aligned climate lobbying report: Uber (UUA)

Agreed to issue an annual climate lobbying alignment disclosure summarizing the views of its major trade associations on climate

change and their alignment with the company’s climate goals and public statements on climate change: Truist (Friends Fiduciary).

Committed to produce a report on its climate-related lobbying activity, including its trade associations: AIG (Mercy Investments).

Began reporting on its pro-climate policy initiatives and policy successes: Amazon (Newground Social Investment and Sister of the Presentation, BVM).

Set a goal to achieve net-zero greenhouse gas emissions by 2050 for Scope 1-3 emissions: Duke (As You Sow).

Set a goal to achieve net-zero greenhouse gas emissions by 2050 for its full range of

businesses and operations: The Hartford (As You Sow).

Set a new interim non-intensity-based environmental goal that that keeps it on track to achieve net zero greenhouse gas emissions by 2050: Entergy (Presbyterian Church (USA)).

Expanded its net-zero greenhouse gas emission commitment to include its natural gas production and delivery system – covering customers and suppliers – by 2050: CMS Energy (Sisters of the Presentation of the Blessed Virgin Mary of Aberdeen).

Announced net-zero targets across its underwriting and investment portfolios AIG (Presbyterian Church (USA)).

GOVERNANCE AGREEMENTS

Agreed to increase shareholder access to the proxy: AeroVironment, Celldex Therapeutics, Charles River Laboratories, DexCom, Iovance Therapeutics, Travelzoo, and Yelp (Jim McRitchie).

Agreed to take into consideration the pay grades and stock ownership incentives of all classes of company employees when setting CEO compensation targets to address inequality in pay between CEO and employees: Bank of America, Bristol-Myers Squibb, Chipotle Mexican Grill, and Goldman Sachs Group (Jim McRitchie).

RACIAL JUSTICE/DEI AGREEMENTS

Agreed to conduct a racial equity audit: Dow (School Sisters of Notre Dame Cooperative Investment Fund), Invesco (SEIU), Pfizer (SEIU), Southern (SEIU), State Street (SEIU), Toronto-Dominion Bank (BCGEU), Tyson Foods (American Baptist Home Mission Society), Verizon (Zevin Asset Management).

Agreed to conduct an internal racial equity assessment of its employment practices, products and services, and philanthropic donations: Intact Financial (SHARE).

Agreed to publish quantitative comparable EEO-1 data as a first step to disclosing its plans to promote diversity, equity, and inclusion: Dollar General, Entergy, Eversource Energy, Martin Marietta, and NiSource (As You Sow).

Agreed to issue reports examining the impact of the use of mandatory arbitration on workplace culture to address investors’ concerns about arbitration’s potential to disguise/hide harassment and discrimination: J.P. Morgan Chase and Morgan Stanley (Nathan Cummings Foundation).

Committed to limiting the scope of its non-disclosure agreements, freeing up workers to talk about instances of harassment or discrimination they faced while on the job: Salesforce (Whistle Stop Capital).

Agreed to report on how its political involvement aligns with its commitment to being an antiracist institution and will acknowledge how it has benefited from slavery: CSX (Clean Yield Asset Management).

ENVIRONMENT AGREEMENTS

Agreed to set a time-bound goal to reduce dependence on single-use plastic packaging: PepsiCo (As You Sow).

Agreed to increase the share of its beverages bottled in returnable/refillable containers, to reduce dependence on single-use plastic packaging: Coca-Cola (Green Century).

Set a new goal to reduce the amount of virgin plastic used in its store-brand packing: CVS and Newell Brands (Green Century).

Will start selling replacement parts and repair kits/manuals in response to investors’ ‘right to repair’ requests: Alphabet and Apple (Green Century).

HUMAN RIGHTS/WORKER RIGHTS AGREEMENTS

Committed to enhancing due diligence training for commercial real estate banking teams to combat the human rights risks of the financialization of housing: Bank of Montreal (BCGEU).

Agreed to publish a human rights policy: NVIDIA (Presbyterian Church (USA)).

Agreed to conduct human rights risk assessments on its products and disclose key findings: Thomson Reuters (BCGEU).

HEALTH AGREEMENTS

Committed to new ‘stretch targets’ to grow the proportion of its healthier products: Unilever (ShareAction).

Agreed to adopt the SASB standard to assess and manage risks associated with chemicals of high concern in its private-label products: Five Below (Trinity Health).