



Australian Government



Commonwealth
Superannuation
Corporation

CSC Proxy Voting Report

June 2024 - June 2025

CSC engages both external active managers and CGI Glass Lewis (CGL) to provide research and proxy voting advice for all of its unimpeded Australian and international equities holdings. This relationship has increased CSC’s voting transparency in equity markets.

1. Proxy Voting in Australia

Figures A.1 and A.2 below summarise CSC’s proxy voting activity over the last three consecutive 6-month periods in Australia. Over the most recent six-month period to 30 June 2025:

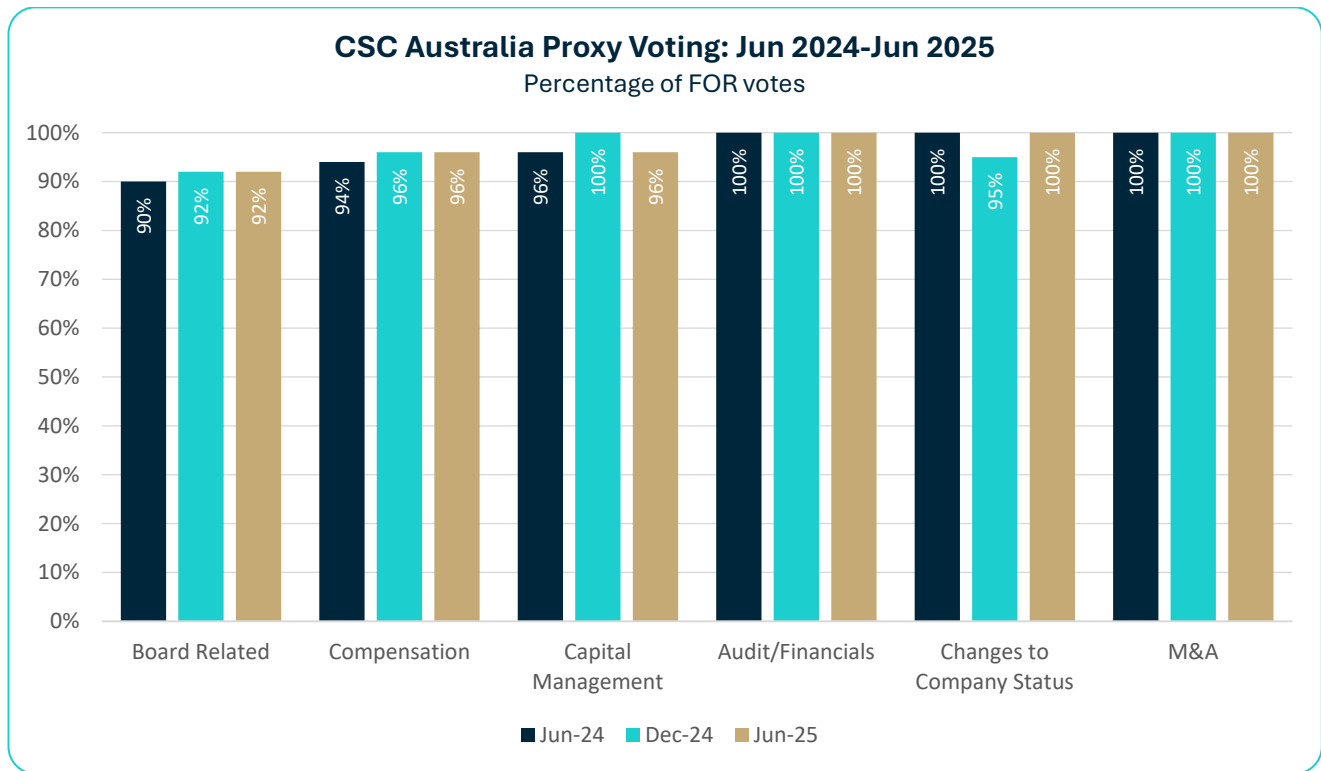
- CSC exercised its vote on 285 proposals in respect of 47 Australian companies.
- As is common, the majority of proposals related to director elections and executive compensation structures, making up 40% and 40% of the total proposals put to shareholders, respectively.
- Within the board-related and compensation categories, CSC voted against approximately 8% and 4% of proposals, respectively.
- Compared to the prior period, the number of companies receiving second-strikes or more in respect of their remuneration reports decreased from 5 to 4.

Figure A.1: CSC proxy voting activities in Australia.

	6-month period to		
	June-24	Dec-24	Jun-25
Total number of companies	49	211	47
Total number of meetings	52	214	50
Total number of proposals	277	1233	285
Board Related	39%	46%	40%
Compensation	40%	44%	40%
Capital Management	10%	3%	10%
Audit/Financials	3%	1%	2%
Changes to Company Status	3%	2%	2%
M&A	2%	0%	1%
Shareholder Proposals	0%	2%	1%
Other	3%	3%	4%
Total number of board spill resolutions¹	5	27	4

¹ Occurs when the company receives a second-strike or more on its remuneration report.

Figure A.2: Summary statistics of CSC's exercised votes.



1.1 Compensation

- CSC supports compensation arrangements for management and directors that are reasonable and fit for the purpose of attracting and rewarding talent. In assessing non-binding resolutions to adopt compensation reports, CSC expects to see clear and concise compensation reports that disclose all relevant information, facilitate understanding of the company’s compensation policy and are aligned with shareholder interests.
- Between January and June 2025, CSC’s votes were exercised in respect of 114 resolutions seeking support for compensation reports. CSC voted against 4 of those reports for failure to meet the expectations outlined above.
- Where a company receives more than 25% of votes against its remuneration report in two consecutive years or more, the Corporations Act grants shareholders the right to vote on whether the entire board should be re-elected. These reforms also prohibit key management personnel from voting on: (1) the remuneration report; (2) any two-strike board spill; and (3) from hedging incentive remuneration. It effectively removes the ability for executives to vote and approve their own pay. Shareholder approval is now also required for a declaration of ‘no vacancy’ (previously used by boards to limit board size).
- In line with our investment-manager recommendations, CSC voted on 4 board spill resolutions during the period, supporting company recommendations against the resolution.

2.2 Director Election

- CSC considered 103 proposals for director elections, rejecting 5 proposals.

2. Proxy Voting in International Markets

Over the most recent six-month period to 30 June 2025:

- CSC exercised its vote on 25,398 proposals in respect of 1,644 international companies.
- Of these, 52% were board-related director elections, followed by compensation, audit/financials and capital management.

Figures A.3 and A.4 below summarise CSC's proxy voting activity over the last three consecutive 6-month periods in international markets.

Figure A.3: CSC proxy voting activities in international markets.

	6-month period to		
	June-24	Dec-24	Jun-25
Total number of companies	1395	248	1644
Total number of meetings	1503	273	1776
Total number of proposals	22278	3026	25398
Board Related	57%	55%	52%
Compensation	12%	12%	11%
Capital Management	6%	7%	8%
Audit/Financials	13%	11%	17%
Changes to Company Status	4%	6%	4%
M&A	0%	1%	1%
Shareholder Proposals	3%	2%	2%
Meeting Administration	3%	4%	3%
Other	2%	1%	2%

Figure A.4: Summary statistics of CSC's exercised votes.

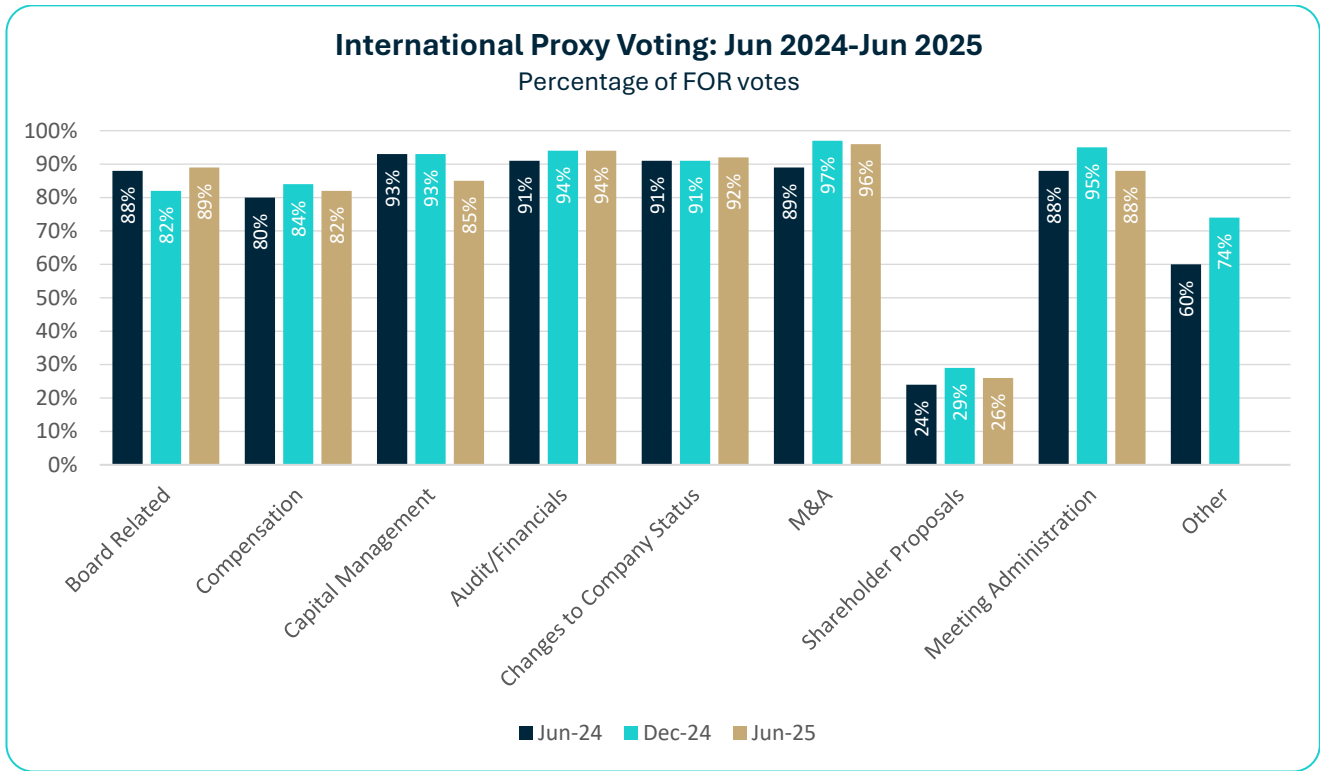


Figure A.5: CSC international voting by region.

Figure A.5 below presents the number of proposals CSC voted in each international region. As is common, the high proportion of 'Take No Action' in Europe was concentrated in Switzerland. Switzerland allows share blocking (i.e. blocking shares from trading for a period prior to the shareholder meeting) and CSC's voting policy is to vote Take No Action in such cases.

