

Webinar

Mosaic Proxy Voting Guidelines



March 10th, 2026

Agenda

1. Shareholder rights violations in the USA
by Matt Moscardi, cofounder of FreeFloat
2. Presentation of Mosaic Proxy Voting Guidelines
3. Questions & Answers

Why New Proxy Voting Guidelines

- Common heritage : Caucus guidelines and SHARE guidelines
- Greater impact uniting behind common guidelines
- Maintaining the foundations: annual consultation and update + possible adjustments
- Common good

Guiding Principles

- ① Long term value creation
- ② Transparency and quality of disclosure
- ③ Risk management

Board of Directors

- 2/3 of independent directors
- 100% independent committees
- Diversity and competences (climate)

Executive Compensation

- Link with performance
- ESG criteria integration
- Limit : 200 times national wage average

Shareholder Rights

- 1 share = 1 vote
- Potential infringements (exclusive forum, officers disculpation, reincorporation)
- Supermajority

Capital & Takeovers

- Share issuances
- Share buybacks
- Poison pills (defence against hostile takeovers)

Social Responsibility

- Climate & Biodiversity
- Human Rights / Workers Rights
- Artificial Intelligence
- Anti-ESG

Conclusion

- Voting Guidelines = Engagement Tool
- Transparent frame
- Long-term value and Accountability

Questions & Answers