

Date Printed: 27-Jun-24

Last Date Votes were Submitted for the Meeting: 21-Jun-24

Total Number of Ballots Instructed: 17

Total Number of Shares Instructed: 6,159,700

Total Number of Ballots Uninstructed: 0

Total Number of Shares Uninstructed: 0

Pick N Pay Stores Limited

PIK

| | | |
|--|---|--|
| Primary CUSIP: S60947108 | Primary ISIN: ZAE000005443 | Primary SEDOL: 6688068 |
| Country: South Africa | Country of Operation: South Africa | ISS Country of Coverage: South Africa |
| Industry Sector: Consumer Staples Distribution & Retail | Market Cap (USD): 745,700,000.00 | ISS Governance QualityScore: 7 |

| | | |
|--------------------------------|---|------------------------------|
| Meeting Date: 26-Jun-24 | Record Date: 21-Jun-24 | Meeting Type: Special |
| Meeting ID: 1870635 | Percentage Votable Shares: 1.24829 | Workflow Tag: |

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|---------------------------|--|
| Location ID: 14141 | Location Name: Mergence Investment Management |
|---------------------------|--|

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|--|----------------------------------|--|-------------------------------------|
| **Earliest Cutoff Date: 17-Jun-24 | Voting Policy: ISS | Most Recent Publish Date: 21-Jun-24 | Viewed: No |
| Total Ballots: 17 | Votable Shares: 6,159,700 | *Shares on Loan: 0 | Shares Instructed: 6,159,700 |

| Item # | Significant Vote | Item Description | Proponent | Mgmt Rec | ISS Rec | Policy Rec | Vote Instruction |
|--------|------------------|------------------|-----------|----------|---------|------------|------------------|
|--------|------------------|------------------|-----------|----------|---------|------------|------------------|

Resolution for Ordinary Shareholders

| | | | | | | |
|--|---|------------|-----|-----|-----|-----|
| 1.1 | Approve Conversion of Ordinary Par Value Shares to Ordinary No Par Value Shares | Management | For | For | For | For |
| <i>Research Notes: Items 1.1-1.2 A vote FOR these resolutions is warranted: * The conversion of the Company's par value shares into shares of no par value is in line with current legal requirements. * The rationale has been clearly explained and no significant concerns have been identified. Items 2-3, 4.1-4.2 A vote AGAINST these resolutions is warranted: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. Items 5.1-5.2, 6.1-6.2 A vote FOR these resolutions is warranted in absence of material concerns. Item 7 A vote FOR these resolutions is warranted, although it is not without concern: * The proposed capital raise presents a potential significant dilution to existing shareholders who do not participate. * Full terms of the Rights Offer have not been disclosed. The main reason for support is: * The proceeds from the Rights Offer will be used to settle the Group's outstanding debt, and also to re-invest to secure the turnaround of the Group's Pick n Pay supermarket business. * In light of the market condition, the Rights Offer is considered by the Company to be the most appropriate solution for raising capital.</i> | | | | | | |

Resolutions for All Shareholders

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|--|---|------------|-----|-----|-----|-----|
| 1.2 | Approve Conversion of Ordinary Par Value Shares to Ordinary No Par Value Shares | Management | For | For | For | For |
| <i>Research Notes: Items 1.1-1.2 A vote FOR these resolutions is warranted: * The conversion of the Company's par value shares into shares of no par value is in line with current legal requirements. * The rationale has been clearly explained and no significant concerns have been identified. Items 2-3, 4.1-4.2 A vote AGAINST these resolutions is warranted: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. Items 5.1-5.2, 6.1-6.2 A vote FOR these resolutions is warranted in absence of material concerns. Item 7 A vote FOR these resolutions is warranted, although it is not without concern: * The proposed capital raise presents a potential significant dilution to existing shareholders who do not participate. * Full terms of the Rights Offer have not been disclosed. The main reason for support is: * The proceeds from the Rights Offer will be used to settle the Group's outstanding debt, and also to re-invest to secure the turnaround of the Group's Pick n Pay supermarket business. * In light of the market condition, the Rights Offer is considered by the Company to be the most appropriate solution for raising capital.</i> | | | | | | |

| | | | | | | |
|--|--|------------|-----|-----|-----|-----|
| 2 | Approve Increase in the Authorised Share Capital by the Creation of the Additional Ordinary Shares | Management | For | For | For | For |
| <i>Research Notes: Items 2-3 A vote FOR these resolutions is warranted, although it is not without concern because: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. The main reasons for support are: * The proposed increase in authorised share capital will facilitate the Rights Offer, which warrants shareholder support. Any capital raise in the future remains subject to a separate, prior shareholder vote. In addition, the Company commits to subsequently reduce the authorised share capital such that unissued shares will not comprise more than 10% of the authorised share capital post-Rights Offer. Items 4.1-4.2 A vote FOR these resolutions is warranted in absence of material concerns.</i> | | | | | | |

| | | | | | | |
|--|---|------------|-----|-----|-----|-----|
| 3 | Approve Increase in the Authorised Share Capital by the Creation of the Additional B Shares | Management | For | For | For | For |
| <i>Research Notes: Items 2-3 A vote FOR these resolutions is warranted, although it is not without</i> | | | | | | |

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Pick N Pay Stores Limited

PIK

Primary CUSIP: S60947108

Primary ISIN: ZAE000005443

Primary SEDOL: 6688068

Country: South Africa

Country of Operation: South Africa

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Record Date: 21-Jun-24

Meeting Type: Special

Meeting ID: 1870635

Percentage Votable Shares: 1.24829

Workflow Tag:

concern because: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. The main reasons for support are: * The proposed increase in authorised share capital will facilitate the Rights Offer, which warrants shareholder support. Any capital raise in the future remains subject to a separate, prior shareholder vote. In addition, the Company commits to subsequently reduce the authorised share capital such that unissued shares will not comprise more than 10% of the authorised share capital post-Rights Offer. Items 4.1-4.2 A vote FOR these resolutions is warranted in absence of material concerns.

4.1 Amend Memorandum of Incorporation Re: Share Capital Management For For For For

Research Notes: Items 2-3 A vote FOR these resolutions is warranted, although it is not without concern because: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. The main reasons for support are: * The proposed increase in authorised share capital will facilitate the Rights Offer, which warrants shareholder support. Any capital raise in the future remains subject to a separate, prior shareholder vote. In addition, the Company commits to subsequently reduce the authorised share capital such that unissued shares will not comprise more than 10% of the authorised share capital post-Rights Offer. Items 4.1-4.2 A vote FOR these resolutions is warranted in absence of material concerns.

Resolution for B Shareholders

4.2 Amend Memorandum of Incorporation Re: Share Capital Management For For For For

Research Notes: Items 2-3 A vote FOR these resolutions is warranted, although it is not without concern because: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. The main reasons for support are: * The proposed increase in authorised share capital will facilitate the Rights Offer, which warrants shareholder support. Any capital raise in the future remains subject to a separate, prior shareholder vote. In addition, the Company commits to subsequently reduce the authorised share capital such that unissued shares will not comprise more than 10% of the authorised share capital post-Rights Offer. Items 4.1-4.2 A vote FOR these resolutions is warranted in absence of material concerns.

Resolution for All Shareholders

5.1 Amend Memorandum of Incorporation Re: Share Terms Management For For For For

Research Notes: Items 1.1-1.2 A vote FOR these resolutions is warranted: * The conversion of the Company's par value shares into shares of no par value is in line with current legal requirements. * The rationale has been clearly explained and no significant concerns have been identified. Items 2-3, 4.1-4.2 A vote AGAINST these resolutions is warranted: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. Items 5.1-5.2, 6.1-6.2 A vote FOR these resolutions is warranted in absence of material concerns. Item 7 A vote FOR these resolutions is warranted, although it is not without concern: * The proposed capital raise presents a potential significant dilution to existing shareholders who do not participate. * Full terms of the Rights Offer have not been disclosed. The main reason for support is: * The proceeds from the Rights Offer will be used to settle the Group's outstanding debt, and also to re-invest to secure the turnaround of the Group's Pick n Pay supermarket business. * In light of the market condition, the Rights Offer is considered by the Company to be the most appropriate solution for raising capital.

Resolution for B Shareholders

5.2 Amend Memorandum of Incorporation Re: Share Terms Management For For For For

Research Notes: Items 1.1-1.2 A vote FOR these resolutions is warranted: * The conversion of the Company's par value shares into shares of no par value is in line with current legal requirements. * The rationale has been clearly explained and no significant concerns have been identified. Items 2-3, 4.1-4.2 A vote AGAINST these resolutions is warranted: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x

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Pick N Pay Stores Limited

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Primary SEDOL: 6688068

Country: South Africa

Country of Operation: South Africa

ISS Country of Coverage: South Africa

Industry Sector: Consumer Staples Distribution & Retail

Market Cap (USD): 745,700,000.00

ISS Governance QualityScore: 7

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Workflow Tag:

for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. Items 5.1-5.2, 6.1-6.2 A vote FOR these resolutions is warranted in absence of material concerns. Item 7 A vote FOR these resolutions is warranted, although it is not without concern: * The proposed capital raise presents a potential significant dilution to existing shareholders who do not participate. * Full terms of the Rights Offer have not been disclosed. The main reason for support is: * The proceeds from the Rights Offer will be used to settle the Group's outstanding debt, and also to re-invest to secure the turnaround of the Group's Pick n Pay supermarket business. * In light of the market condition, the Rights Offer is considered by the Company to be the most appropriate solution for raising capital.

Resolution for All Shareholders

6.1 Amend Memorandum of Incorporation Re: Director Rotation Management For For For For

Research Notes: Items 1.1-1.2 A vote FOR these resolutions is warranted: * The conversion of the Company's par value shares into shares of no par value is in line with current legal requirements. * The rationale has been clearly explained and no significant concerns have been identified. Items 2-3, 4.1-4.2 A vote AGAINST these resolutions is warranted: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. Items 5.1-5.2, 6.1-6.2 A vote FOR these resolutions is warranted in absence of material concerns. Item 7 A vote FOR these resolutions is warranted, although it is not without concern: * The proposed capital raise presents a potential significant dilution to existing shareholders who do not participate. * Full terms of the Rights Offer have not been disclosed. The main reason for support is: * The proceeds from the Rights Offer will be used to settle the Group's outstanding debt, and also to re-invest to secure the turnaround of the Group's Pick n Pay supermarket business. * In light of the market condition, the Rights Offer is considered by the Company to be the most appropriate solution for raising capital.

Resolution for B Shareholders

6.2 Amend Memorandum of Incorporation Re: Director Rotation Management For For For For

Research Notes: Items 1.1-1.2 A vote FOR these resolutions is warranted: * The conversion of the Company's par value shares into shares of no par value is in line with current legal requirements. * The rationale has been clearly explained and no significant concerns have been identified. Items 2-3, 4.1-4.2 A vote AGAINST these resolutions is warranted: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. Items 5.1-5.2, 6.1-6.2 A vote FOR these resolutions is warranted in absence of material concerns. Item 7 A vote FOR these resolutions is warranted, although it is not without concern: * The proposed capital raise presents a potential significant dilution to existing shareholders who do not participate. * Full terms of the Rights Offer have not been disclosed. The main reason for support is: * The proceeds from the Rights Offer will be used to settle the Group's outstanding debt, and also to re-invest to secure the turnaround of the Group's Pick n Pay supermarket business. * In light of the market condition, the Rights Offer is considered by the Company to be the most appropriate solution for raising capital.

Resolution for All Shareholders

7 Authorise Issue of Shares Pursuant to the Rights Offer Management For For For For

Research Notes: Items 1.1-1.2 A vote FOR these resolutions is warranted: * The conversion of the Company's par value shares into shares of no par value is in line with current legal requirements. * The rationale has been clearly explained and no significant concerns have been identified. Items 2-3, 4.1-4.2 A vote AGAINST these resolutions is warranted: * There is no compelling rationale for the level of increases proposed to the authorised share capital (11.5x for ordinary shares and 4.3x for B shares), notwithstanding that prior shareholder approval is required for further share issuances. Such increase puts shareholders at risk of excessive dilution in the event of the Directors seeking to issue the authorised but unissued shares on a non-pre-emptive basis. Items 5.1-5.2, 6.1-6.2 A vote FOR these resolutions is warranted in absence of material concerns. Item 7 A vote FOR these resolutions is warranted, although it is not without concern: * The proposed capital raise presents a potential significant dilution to existing shareholders who do not participate. * Full terms of the Rights Offer have not been disclosed. The main reason for support is: * The proceeds from

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|--------------------------------|---|------------------------------|
| Meeting Date: 26-Jun-24 | Record Date: 21-Jun-24 | Meeting Type: Special |
| Meeting ID: 1870635 | Percentage Votable Shares: 1.24829 | Workflow Tag: |

*the Rights Offer will be used to settle the Group's outstanding debt, and also to re-invest to secure the turnaround of the Group's Pick n Pay supermarket business. * In light of the market condition, the Rights Offer is considered by the Company to be the most appropriate solution for raising capital.*

| Institutional Account (name, number) | Custodian Account Number | Account Group | Ballot ID | Control Number | Ballot Ingestion Date | Share-blocking | Ballot Cutoff Date | Ballot Status | Instructed | Approved | Ballot Voting Status | Votable Shares | Shares Instructed |
|--|--------------------------|---------------|-----------|----------------|-----------------------|----------------|--------------------|---------------|----------------------|----------------------|----------------------|----------------|-------------------|
| Auto Workers Provident Fund, 110135680006 | 110135680006 | Mergence | 184690736 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 173,673 | 173,673 |
| Copartes Pension Fund, 110135680013 | 110135680013 | Mergence | 184690738 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 8,313 | 8,313 |
| Electrical Contracting Industry Pension Fund -Mergence, 62738058082 | ZA0000071112 | Mergence | 184690746 | N/A | 27-May-24 | No | 18-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 71,419 | 71,419 |
| Engineering Industry Pension Fund, ZA0400856417 | ZA0400856417 | Mergence | 184691028 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 149,828 | 149,828 |
| FRB ITF Mergence Equity Prime Fund, 62814729622 | ZA0000071680 | Mergence | 184690748 | N/A | 27-May-24 | No | 18-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 24,769 | 24,769 |
| GEPF- Mergence, 120034270006 | 120034270006 | Mergence | 184690742 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 4,283,809 | 4,283,809 |
| Impala Workers Provident Fund, 110135680015 | 110135680015 | Mergence | 184690739 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 117,527 | 117,527 |
| KZN Municipal Pension Fund, 150045620007 | 150045620007 | Mergence | 184690744 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 172,075 | 172,075 |
| Medshield Medical Scheme, ZA0000073433 | ZA0000073433 | Mergence | 184691026 | N/A | 27-May-24 | No | 18-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 11,792 | 11,792 |
| Metal Industries Provident Fund, ZA0400669099 | ZA0400669099 | Mergence | 184691027 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 436,966 | 436,966 |
| Motor Industry Pension Fund, 110135680012 | 110135680012 | Mergence | 184690737 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 8,883 | 8,883 |
| Motor Industry Provident Fund, 110135680005 | 110135680005 | Mergence | 184690735 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 115,362 | 115,362 |
| Municipal Councillors Pension Fund, 130038900006 | 130038900006 | Mergence | 184690743 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 60,468 | 60,468 |
| National Home Builders Registration Council (NHBRC), 62529334914 | ZA0000070150 | Mergence | 184690745 | N/A | 27-May-24 | No | 18-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 73,210 | 73,210 |
| North West University, 62803922881 | ZA0000071555 | Mergence | 184690747 | N/A | 27-May-24 | No | 18-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 31,533 | 31,533 |
| Telkom Retirement Fund, 120029530057 | 120029530057 | Mergence | 184690741 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | | 22,417 | 22,417 |

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Country of Operation: South Africa

ISS Country of Coverage: South Africa

Industry Sector: Consumer Staples Distribution & Retail

Market Cap (USD): 745,700,000.00

ISS Governance QualityScore: 7

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|--------------------------------|--------------|----------|-----------|-----|-----------|----|-----------|------|----------------------|----------------------|----------------------|------------------|------------------|
| UIF- Mergence, 120027870011 | 120027870011 | Mergence | 184690740 | N/A | 27-May-24 | No | 17-Jun-24 | Sent | smaruma 21-Jun-24 | smaruma 21-Jun-24 | 397,656 | 397,656 | |
| | | | | | | | | | | | Total Shares: | 6,159,700 | 6,159,700 |

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