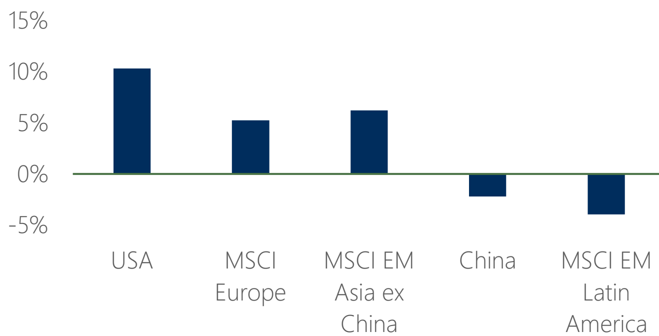
Global Growth Commentary

Q1 2024

Performance

The Global Growth portfolio returned 5.9% (Gross) and 5.6% (Net) versus 8.2% for the MSCI All Country World Index (ACWI) and 9.5% for the ACWI Growth. Within the ACWI, U.S. markets returned 10.4%, Non-U.S. Developed Markets returned 5.6% and Emerging Markets returned 2.7%.



Source: FactSet, MSCI. Please see table included in this commentary for full performance presentation.

Highlights

- The portfolio generated a strong absolute return of 5.9% (gross) and 5.6% (net) in Q1 versus 8.2% for the MSCI All Country World Index (ACWI) and 9.5% for the ACWI Growth.
- The reward to business quality factors important to our approach was mixed with sales stability, an indicator of recurring revenues, underperforming in Q1 while high gross margins, an indicator of pricing power, outperformed.
- The largest contributors to Q1 performance were NVIDIA, Amazon, and Novo Nordisk; the largest detractors from returns were HDFC Bank, AIA Group, and Atlassian.
- Stock selection in the Financials sector was negatively affected by weakness in emerging markets and accounted for almost all of the portfolio's relative performance shortfall for the quarter.
- We initiated a new position in LVMH.
- We trimmed positions in Infosys, NVIDIA, Novo Nordisk, Equinix, ICON, and Linde among others on strength and added to positions in HDFC Bank, MercadoLibre, and STERIS among others on weakness.

Optimism Continued to Reign

Continued improvement in the macro-economic backdrop supported another strong quarter for global equities, which rose on the back of strength in developed markets and more modest gains in emerging markets. Fading recession concerns and optimism around economic resiliency in the U.S. driven by moderating inflation, an improving profit outlook, and a still strong consumer lifted U.S. investor sentiment to levels last seen in 2021[1] and the S&P 500 to a 10.6% gain in Q1. Investors shrugged off noisy inflation data, rising bond yields, and a moderation in expectations for interest rate cuts, which are now expected to be pushed to the second half of 2024. Enthusiasm around AI continued with semiconductor companies outperforming the rest of the market by a wide margin in Q1. NVIDIA, the largest component within semis, was the biggest driver of those gains while the semi group overall rose nearly 34% and accounted for roughly 30% of the ACWI's advance in Q1. NVIDIA was also the largest contributor to our portfolio's return during the quarter. We discuss recent developments and our thoughts on the company below.

Growth expectations for the global economy and corporate profits continued to inch higher in Q1. The IMF raised their 2024 and 2025 global growth projections to 3.1% and 3.2% respectively, reflecting greater resiliency in the U.S. and strong and improving growth outlooks in key emerging markets such as India, Brazil, and Mexico. While recent upward revisions to estimates reflect better-than-previously-expected growth in the coming years, the outlook remains muted with growth expected to be below the trend seen in the prior decade. Looking over the next few years, while AI will enhance growth in many businesses, we see several headwinds for the global economy, namely de-globalization, rising geopolitical tensions, higher interest rates, fading fiscal support given high sovereign debt levels, and slowing secular growth in China. These issues are likely to drive greater volatility in global macro-economic growth and uncertainty around that growth which should provide support for higher quality companies that can grow earnings and cash flows with greater durability and predictability.

Greater optimism around the macro-economic backdrop is also evident in earnings expectations which continued to rise through Q1. ACWI earnings growth for 2025 and 2026 is now expected to be 13% and 11% respectively, well ahead of the Index's long-term average. Looking out over the next three years we expect our portfolio to deliver 16% annual earnings growth, in-line with its long-term average, while the ACWI Index is expected to deliver 11% annual growth, nearly two times

Please see table included in this commentary for full performance presentation. [1]*Investor Intelligence data.*

its historical growth rate since 2011 when we launched our Global portfolio. Needless to say, we have higher confidence in the ability of the companies in our portfolio to meet current expectations with less volatility and see more uncertainty around the growth expectations for the broader market.

Largest Contributors

NVIDIA was the largest contributor to returns in Q1 after the company reported results that exceeded our and consensus expectations. Overall, results beat expectations with total revenues growing to $22.1 billion versus $6.05 billion on a year-over-year basis and versus a consensus expectation of $20.4 billion. While their Data Center business is driving the growth, other segments continue to also do well. Importantly, results for its Data Center platform, which has grown significantly in importance and contributed to the business, increasing its repeatable revenues, are increasingly driven by diverse drivers including demand for data processing, training and inference from large cloud-service providers and GPU specialized providers, as well as enterprise software and consumer internet companies. We continue to like the long-term positioning of the business and the significant technological lead their platform offers in making AI accessible and applicable. Given strong appreciation since we added the company to our portfolio in Q2 2023, consistent with our valuation discipline, we trimmed the position in Q1.

Amazon was the second largest contributor to returns during the quarter as the company benefited from a strong Q4 report with sales rising 14% driven by strong results in third-party services, online sales, and advertising, along with attractive growth in margins. AWS sales were up 13% on a year-over-year basis and management guided to further improvement through 2024 as customers complete their optimization exercises and refocus on generating sales. Considering the competition and alternate choices customers might have, public cloud vendors have the unique advantage of bringing computing resources closer to data storage. This value proposition has and will continue to get stronger over time. Therefore, we continue to see attractive growth opportunities for the company's AWS business. Amazon's retail and advertising businesses will continue to grow, with better bottom-line performance driven by cost controls. We maintained our above-average weight in the company given our continued positive outlook.

Novo Nordisk was the third largest contributor to performance. The company delivered strong Q4 2023 results, with revenues up 43% quarter-over-quarter and operating profits up 66% year-over-year. For 2023, Novo delivered 36% sales growth and 44% operating profit growth. Its diabetes franchise, which accounts for 75% of Novo's sales, grew 29% for the year, led by its GLP-1 franchise, Ozempic and Rybelsus. The insulin franchise, representing 21% of sales, declined 6% for the year, due to pressures from pricing as well as switching to GLP-1, as patients continue to be treated earlier on GLP-1 drugs driven by strong clinical data. Novo's obesity franchise, representing 18% of sales, grew 154% for the year, driven by demand for Wegovy. The company remains supply constrained on Wegovy, which is limiting growth in the near term (expecting total sales growth of 18-26% in 2024). However, Novo has taken some steps to alleviate this supply issue in the medium term, by announcing the acquisition of Catalent, which is a leading third-party fill finish provider (which focuses on the last step of production which is filling injectable pens with the appropriate drugs). The deal faces some anti-trust concerns in the U.S. as Novo intends to convert the third-party production to internal production over time. However, our research indicates that there should be enough capacity from other third-party providers to meet industry demand and replace Catalent's exit. Late in the quarter, Novo also announced positive results from their next-generation oral GLP-1 drug Amycretin, providing further evidence that Novo is continuing to raise the bar and strengthen its obesity franchise for the long term. We are enthusiastic about the company's execution and opportunity, with some concerns about continued pricing pressure and government negotiations (Inflation Reduction Act). Thus, we trimmed the position on strength and maintained an average weight position in the company.

The fourth and fifth largest contributors were **Microsoft** and **ICON**.

Largest Detractors

HDFC Bank was the largest detractor from returns as the stock underperformed following a mixed Q3 earnings report. The company reported better-than-expected operating profit, while its deposit and loan growth were lower than they have been historically at 3% and 4.9% respectively, and the net interest margin of 3.4% was flat quarter-over-quarter. Post its acquisition of the parent HDFC, the portion of deposits has fallen and in a tighter liquidity environment, investors are not sure if they can continue to deliver on the deposit growth. Our view is that there was a combination of factors in play last quarter. It was a seasonally weak quarter from a deposit growth perspective which was further exacerbated as the central bank tightened

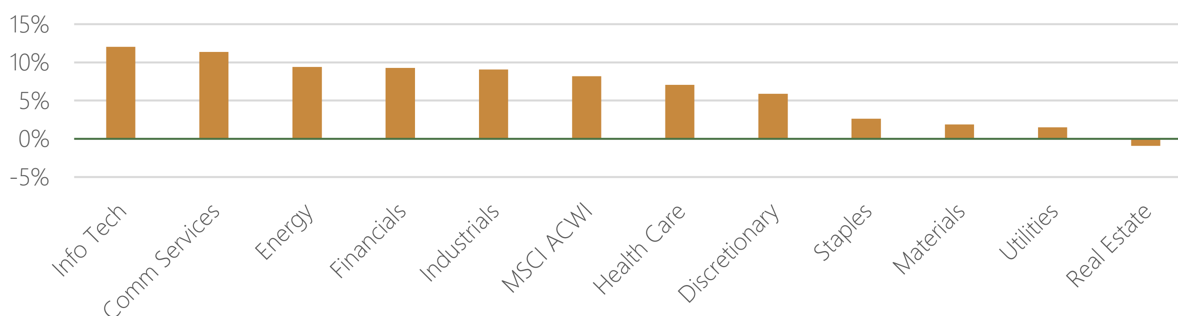
liquidity. The bank is committed to growing deposits and will prioritize margins and ROE over loan growth. We remain confident in the opportunity ahead for HDFC Bank and view it as being well-positioned to continue to benefit from the growing demand for banking services in India. We maintained an above-average weight in the company adding to it on weakness.

AIA Group was the second largest detractor from returns after the company posted mixed 2023 results. The value of new business growth rose 30% and annualized new premium growth grew 41% while new business margins improved in the second half of 2023 versus the first half. However, operating profits after taxes were weak, declining 4% year-over-year due largely to higher medical claims across most markets as people returned to their doctors for checkups, had elective surgeries, and experienced higher seasonal hospitalizations due to respiratory illnesses. Given that medical policies are repriced annually and will reflect these changes, we do not expect this to be a long-term issue. We were pleased to see that new business sales were strong across most markets with Hong Kong, which comprises about 33% of sales, growing 82% as they recover from weakness during the pandemic. The company is seeing strong demand for long-term savings products in Hong Kong and China and gaining new customers. While the savings products have lower margins, over time, we expect opportunities to be successful in cross-selling higher value protection policies to these customers. As AIA is focused on the wealthier segment of the population in China, they are more resilient to the macro headwinds and also have the opportunity to expand their geographic footprint, and therefore continue to be well-positioned for growth. In ASEAN markets, the company delivered strong double-digit growth outside of Vietnam, where there are ongoing industrywide issues. Despite being positive on their execution and future prospects, we maintained a below-average weight position in the company given ongoing questions about growth and regulatory headwinds in China as well as geopolitical tensions with the US.

Atlassian was the third largest detractor from performance despite the company's Q2 numbers beating on revenues (+21.5%), margins (360bps expansion), free cash flow (+92%), and billings (+24.5%). However, the company's organic cloud growth not only slightly missed, but was also marginally guided down for their June FY despite comps easing considerably in coming quarters. Concerns that a slower cloud ramp may delay the acceptance of GenAI solutions by their customer base pressured the stock given investors' high expectations. While they reduced their cloud growth forecast, their data center seat growth beat expectations which indicated good customer interest and retention. We expect the company's AI offerings may help push data center clients toward the cloud over the next 1-2 years as small and mid-size businesses recover and take advantage of the potential benefits of migration. We maintained a below-average weight in the company given its valuation.

The fourth and fifth largest detractors were **Mengniu Dairy** and **CP All**.

Portfolio Attribution



Source: FactSet, MSCI. Please see table included in this commentary for full performance presentation.

Stock selection in the Financials sector was the largest detractor from relative performance due to weakness in HDFC Bank and AIA Group, which were affected by macro concerns in Asia. Selection in the Consumer Staples, Information Technology, and Communications Services sectors also detracted due to positions in Mengniu Dairy, CP All, and Atlassian. This was partially offset by strong selection in the Health Care, Consumer Discretionary, and Materials sectors. Selection in Emerging Markets and the U.S. detracted while selection in non-U.S. Developed markets contributed positively to relative returns. The portfolio's underweight exposure to U.S. stocks hurt results given the strength of the U.S. market while our overexposure to

attractively valued growth businesses in Emerging Markets also detracted given weakness in Chinese and Southeast Asian holdings.

Portfolio Activity

We initiated a new position in LVMH and added to positions in HDFC Bank, MercadoLibre, and STERIS among others on weakness. We trimmed positions in Infosys, NVIDIA, Novo Nordisk, Equinix, ICON, and Linde, among others, on strength consistent with our attention to valuation considerations.

Purchases

We initiated a new position in **LVMH** in Q1 given an expectation that concerns about weakness in its Chinese business were already factored into its valuation and given the company's more defensive growth algorithm. The company was created by the merger of Louis Vuitton and Moet Hennessey in 1987, and the company now has over 75 "maisons" or businesses that include fashion, leather goods, spirits/wine/champagne, beauty and cosmetics, and jewelry. It sells luxury products globally, spanning the Asia Pacific region, Europe, and the U.S. These areas represent 38%, 25% and 25% of sales respectively. LVMH has grown its sales more quickly than the luxury goods market over the last decade, benefiting from a significant competitive advantage due to its vertical integration which enables it to control the retail/customer/creative experience for its brands. This helps it to reduce large creative missteps with its brands as well as reinvest quickly and pivot with product development to create more desirable products. This drives higher brand equity and ultimately better pricing power. It also allows them to create a better playbook to fuel more efficient organic and inorganic growth, with the company taking cash and lessons from its businesses that are growing well and then investing them into smaller brands helping them to scale and unlock value more quickly. Its 2017 investment in Dior is an example of this with the business growing at a 50% CAGR over the past five years.

About one-third of LVMH's product sales are consumable in nature with consumers being brand loyal and driven by habits in their wine/spirits and cosmetic/fragrance purchases. The remaining two-thirds of the business is comprised of leather goods, fashion, and luxury jewelry which also enjoy customer loyalty. While we acknowledge that some higher-priced goods may be more sensitive to macroeconomic weakness, luxury goods have been one of the more durable areas, with the segment down just 4% during the great financial crisis for example. LVMH's growth has been driven by a combination of product mix, price increases, and volume growth. Solid top-line growth together with moderate margin expansion as smaller brands gained scale benefited results. While we anticipate China-related growth slowing given demographic, debt, regulatory, and geopolitical headwinds there, LVMH's growth is likely to slow from its mid-teens rate but sustain in the mid to high single-digit range given that it is serving an ultra-high-income clientele (roughly the top 25 million versus a population of about 1.4 billion) which is likely to be less impacted by such macro factors.

The company offers a relatively clean balance sheet with low leverage and a cash/earnings ratio of about 82% over the last 10 years indicating solid cash flow generation.

Among the key risks we are monitoring are the company's ability to continue to acquire attractive complementary businesses and apply its playbook to enhance growth and margins. We also will be monitoring the company's experience in China and its ability to withstand slowing economic growth as they have done in the past. At its current valuation, we expect that much of the slowdown in its Chinese business is already priced in. Finally, we are cognizant that the company will likely face succession issues as Bernard Arnault, who has been CEO of LVMH since its inception and guided the company very effectively, is 74 years old. While this presents a risk, we believe the company has a deep bench of talent and expect that the eventual new CEO will come from the management of one of LVMH's strong brands.

We plan to continue to build the position opportunistically moving forward.

Outlook

Developed markets rose sharply amid continued optimism over moderating inflation in the U.S. and increased expectations for a soft landing for the global economy. Emerging markets, particularly in Asia, were again weighed down by slower-than-expected growth in China and increasing questions over its government's ability to navigate secular headwinds. Like Q4, returns benefited from a "goldilocks" economy in the U.S. with continued strong employment, resilient GDP growth,

and moderating, although noisy, inflationary signals. Market breadth broadened amid the optimism as shares in Apple and Tesla weakened but stalwarts NVIDIA and Meta Platforms performed strongly in the quarter boosting the indexes. While markets remained optimistic for a soft landing given the hope for sooner-than-expected interest rate cuts by monetary authorities, we continue to believe that higher interest rates than those experienced over the past few decades, more stringent lending practices by banks, and growing geopolitical tensions are likely to keep inflation sticky and a lead to a higher level of uncertainty and potential volatility. We expect companies with greater sales stability or recurring revenue streams, which have underperformed in the rebound from the pandemic, to be well-positioned to outperform as uncertainty over market growth increases. In the meantime, our portfolio will continue to generate superior revenue and earnings growth, better free cash flow, and more attractive pricing power than the indexes while our valuation focus will help us navigate an increasingly pricey market environment. We are confident that our focus on quality growth in cash flows, while not paying too much for that growth, should be an effective approach to the next several years of likely higher market uncertainty and volatility.

Thank you for your continued confidence in the portfolio and we look forward to answering any questions you may have.

Organizational Updates

Following the retirement of George Fraise on June 30, 2024, we are pleased to announce that HK Gupta will join Rob Rohn and Kishore Rao as a member of SGA's Executive Committee which is responsible for overseeing the business affairs of SGA.

We are also pleased to communicate that several associates from across our investment, client service, and trading teams were offered the opportunity to purchase additional equity in SGA this year and have now completed their respective transactions. SGA equity partners now own 28% of the firm's equity, however as previously communicated, we expect the split between SGA and Virtus to be closer to the 25/75 split over the longer term and this will range a few percentage points on either side as we manage for retirements and issuance to new and existing partners over time.

The opinions expressed herein reflect the opinions of Sustainable Growth Advisers, LP and are subject to change without notice. Past performance is no guarantee for future results. This information is supplemental and complements a GIPS Report that can be found with composite performance. The securities referenced in the article are not a solicitation or recommendation to buy, sell or hold securities. This commentary is provided only for qualified and sophisticated institutional investors.

Results are presented gross and net of management fees and include the reinvestment of all income. For interest and capital gains, SGA does not withhold taxes. For dividends, SGA will withhold taxes as reported by the client's custodian. Returns are calculated net of withholding taxes on dividends. The Net Returns are calculated based on the deduction of a model fee of 0.85% being the highest applicable fee that may be charged to SGA clients for the Global Growth strategy. Net Returns do not account for custodian and brokerage fees that clients pay to third parties. Actual fees charged to clients may vary depending on, among other things, the applicable fees schedule and portfolio size. SGA's fees are available upon request and may be found in Part 2A of its Form ADV. The largest contributors and detractors are determined using a ranking of the absolute contribution to portfolio return by each security held over the period under consideration. Policies for valuing investments, calculating performance, and preparing GIPS Reports are available upon request. Upon request, free of charge, SGA can provide a list of all portfolio holdings held in SGA's Global Growth portfolio for the past year. SGA's earnings growth forecast data is based upon portfolio companies' non-GAAP operating earnings.

Performance Results	Q1 2024	1-Year	3-Year	5-Year	10-Year	Since Incep.
SGA Global Growth (Gross)	5.9%	24.2%	2.9%	10.8%	12.0%	12.3%
SGA Global Growth (Net)	5.6%	23.2%	2.0%	9.9%	11.1%	11.3%
MSCI ACWI Index (Net TR)	8.2%	23.2%	7.0%	10.9%	8.7%	8.8%
MSCI ACWI Growth Index (Net TR)	9.5%	28.2%	6.7%	13.6%	11.0%	10.6%

Period	Total Return				Number of Portfolios	Composite Dispersion	3 Year Standard Deviation			Total Assets in Composite at Period End (USD millions)	Total Firm Assets at Period End (USD millions)
	Before Fees	After Fees	MSCI ACWI Net TR Index	MSCI ACWI Growth Net TR Index			SGA Composite	MSCI ACWI Net TR Index	MSCI ACWI Growth Net TR Index		
Feb. 1 - Dec. 31, 2011	4.91%	4.10%	-8.78%	-7.85%	Five or Fewer	N/A				1	2,686
2012	17.61%	16.63%	16.13%	16.69%	8	N/A				1,204	4,278
2013	21.77%	20.75%	22.80%	23.17%	10	0.3%				1,482	5,611
2014	2.40%	1.53%	4.16%	5.43%	12	0.3%	11.26%	10.50%	10.53%	1,368	5,332
2015	9.82%	8.89%	-2.36%	1.55%	13	0.2%	11.99%	10.79%	10.73%	949	5,318
2016	4.47%	3.59%	7.86%	3.27%	14	1.0%	12.92%	11.06%	11.28%	1,234	5,672
2017	34.27%	33.16%	23.97%	30.00%	15	0.5%	12.36%	10.36%	10.72%	2,309	9,971
2018	-0.87%	-1.72%	-9.41%	-8.13%	21	0.3%	12.00%	10.48%	11.47%	2,935	9,096
2019	33.42%	32.32%	26.60%	32.72%	24	0.4%	11.58%	11.22%	12.09%	3,727	12,347
2020	31.88%	30.79%	16.25%	33.60%	24	0.8%	16.67%	18.13%	18.16%	6,238	18,780
2021	9.86%	8.93%	18.54%	17.10%	30	0.5%	16.16%	16.84%	16.55%	8,078	22,899
2022	-25.32%	-25.97%	-18.36%	-28.61%	30	0.4%	20.76%	19.86%	21.51%	6,469	18,407
Since Inception (Feb. 1, 2011)	10.79%	9.86%	7.17%	8.32%			15.29%*	14.55%*	15.41%*		

N/A- Information is not statistically meaningful due to an insufficient number of portfolios in the composite for the entire year.
The 3 Year Annualized Standard Deviation for years 2011, 2012, and 2013 is not shown as 36 months or returns not available
* Since Inception Annualized Standard Deviation. SGA Composite Dispersion based on Gross Returns.

Sustainable Growth Advisers, LP ("SGA") was formed in 2003 and is a registered investment advisor under the Investment Advisers Act of 1940. SGA manages portfolios of publicly traded equity assets according to its "Large Cap Growth Equity" investment approach for pooled funds, institutions, trusts and private accounts. SGA is an operationally independent investment management firm and is an affiliate of Virtus Investment Partners. The SGA Global Growth Composite was created in February 2011. The firm maintains a complete list and description of all composites, which is available upon request.

Sustainable Growth Advisers, LP claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards. Sustainable Growth Advisers, LP has been independently verified for the periods July 1, 2003 – December 31, 2022.

A firm that claims compliance with the GIPS standards must establish policies and procedures for complying with all the applicable requirements of the GIPS standards. Verification provides assurance on whether the firm's policies and procedures related to composite and pooled fund maintenance, as well as the calculation, presentation, and distribution of performance, have been designed in compliance with the GIPS standards and have been implemented on a firm-wide basis. The SGA Global Growth composite has had a performance examination for the periods February 1, 2011 - December 31, 2022. The verification and performance examination reports are available upon request.

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SGA Global Growth Composite contains fee-paying large cap global growth equity portfolios under full discretionary management of the firm. For comparison purposes the composite is measured against the MSCI ACWI Growth TR Index (Net) and MSCI ACWI TR Index (Net).

Effective March 31, 2014 SGA has elected to retroactively change the primary performance benchmarks for the firm's Global Growth equity strategy from the MSCI All Country World Index (ACWI) Gross and MSCI All Country World Growth Index (ACWI Growth Gross) with the MSCI ACWI Growth Net Total Return and MSCI ACWI Net TR as a secondary benchmark. The reason for the change from the gross version of the benchmarks to the net version of the benchmarks is to present a more appropriate comparison benchmark and better align with industry standards in terms of performance calculations and reporting for global equity products. The MSCI ACWI and MSCI ACWI Growth net total return indices reinvest dividends after the deduction of withholding taxes, using a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties. The net total return indices are most representative of what a passive investor in the index could expect to achieve taking into account the price level movements, dividends and taxes that are withheld on those dividends.

Effective June 30th, 2013 SGA had elected to change the primary performance benchmark for the firm's Global Growth equity strategy from the MSCI World Growth Index and MSCI World Total Return Index to the MSCI All Country World Index (ACWI) with the MSCI All Country World Growth Index (ACWI Growth) as a secondary benchmark. This change was made in recognition of the fact that SGA's investment team has the ability to invest in emerging market domiciled companies and a benchmark that includes both developed and emerging markets such as the MSCI ACWI most accurately reflects the opportunity set from which client portfolios in the composite are built. It should be noted that SGA is benchmark indifferent in terms of stock selection and portfolio construction and this change was made in order to reflect current industry standards for performance reporting and benchmarking of Global mandates that have the ability to invest in both developed and emerging markets.

Global Growth Commentary

The composite calculation has been appropriately weighted for the size of each portfolio on a time-weighted, total return basis. Monthly portfolio returns have been used in the construction of the composite. Results are based on fully discretionary accounts under management, including those accounts no longer with the firm.

The U.S. Dollar is the currency used to express performance. Results are presented gross and net of management fees and include the reinvestment of all income. For interest and capital gains, SGA does not withhold taxes. For dividends, SGA will withhold taxes as reported by the Client's custodian. Returns are calculated net of withholding taxes on dividends. The Net Returns are calculated based upon the highest published fees. The net performance has been calculated by reducing the gross performance by the amount of the highest published fee that may be charged to SGA clients, 0.85%, employing the Global Growth strategy during the period under consideration. Actual fees charged to clients may vary depending on, among other things, the applicable fees schedule and portfolio size. SGA's fees are available upon request and also may be found in Part 2A of its Form ADV. The annual dispersion presented is an asset-weighted standard deviation calculated using gross returns for the accounts in the composite the entire year. Policies for valuing investments, calculating performance, and preparing GIPS Reports are available upon request. Past performance is not indicative of future results.

The standard investment management fee schedule for the firm is 0.85% on the first $25 million and 0.65% on the next $75 million and 0.50% over $100 million. Actual investment advisory fees incurred by clients used in the composite may vary from the standard fee schedule.

Q1 2024 Sustainability Report

SGA
Sustainable Growth Advisers

Engagement Summaries

Salesforce

We recently met with senior members of Salesforce, a long-time portfolio holding, for an update on governance matters.

A core component of Salesforce's growth algorithm has been growth via M&A of software and technology companies. The size and pace of the acquisitions had increased over time with the $28bn acquisition of Slack in 2020 being the largest to date. These deals have been championed by Marc Benioff, Founder, CEO & Chairman, and as they become increasingly large and complex, have drawn more scrutiny from investors. The acquisitions, while generally accretive to date, have highlighted the need for improvements in governance as it relates to Board diversity and independency, executive compensation packages, management committees, and expenses management. We are not alone in this position, and a number of high-profile activist hedge funds have joined the Salesforce shareholder registry over recent years. While some of these hedge funds have since left the registry following near-term financial improvements, we believe there is still more work to be done.

In our conversation with management, we advocated for:

- The appointment of an independent Chairman as a matter of best practice and to reduce the risk of undisciplined M&A;
- A greater use of performance-based, as opposed to time-based, vesting of Restricted Stock Units (RSUs);
- The introduction of a cap on the gross annual dilution rate as it relates to Stock-Based Compensation (SBC), akin to the 1.5% p.a. cap imposed by ServiceNow (another SGA portfolio company); and
- In the absence of government regulation, the need for policies to ensure the responsible use of Salesforce's products, including generative AI.

We do see Salesforce moving in the direction of positive change with the recent appointment of new Board members, return of capital to shareholders as the company has matured, and the disbandment of the M&A Committee which ensures the Board now reviews all M&A activity. However, as noted above, there is more work to be done, and we will continue our engagement program.

Atlassian

Since listing in 2015, Atlassian has operated under a dual-class shareholder structure with founders, Mike Cannon-Brookes and Scott Farquhar, collectively controlling 88% of voting rights despite only holding ~ 40% of the total shares outstanding. While we do believe there are benefits of this structure, namely, enabling the founders to focus on the long-term strategy of a fast-growing company, these do come at a cost to the rights of minority shareholders. During a recent meeting with the management of Atlassian, we recommended the company adopt a sunset provision which allows for the conversion of the dual-class structure into a single class of shares pending some passage of time or corporate event. At present, given the strong alignment of the founders with shareholders due to their high equity ownership and low compensation packages, we do not believe this dual-class structure poses a material risk to minority investors.

However, what does present a risk to Atlassian shareholders, as with many other technology companies, is shareholder dilution due to the issuance of stock to employees under Stock-Based Compensation (SBC) packages. SBC is a common feature of remuneration packages across technology and software companies, particularly those that are fast-growing and in the earlier-stages of the corporate lifecycle. Atlassian has been targeting less than 2% dilution from SBC each year and they are seeking to lower SBC as a percentage of revenue by making internal P&L owners more accountable for hiring and expenses. The compensation structure is unlikely to change in the interim, and we will be closely monitoring the effects of dilution on shareholder return.

Lastly, Atlassian is making strong efforts on the ESG front including incorporating ESG targets into its goal-setting framework to drive alignment and accountability, staying ahead of regulatory and customer requirements, and setting interim (FY30) and long-term (FY40) goals for Science-Based Targets.

FEMSA

During the quarter we engaged with the management of Mexican retailer and Coca-Cola bottler FEMSA regarding our concerns about certain governance developments. Specifically, in conjunction with its earnings call in February, the company unexpectedly announced the departure of their Chief Corporate Officer and Chief Financial Officer, both effective April 30th, 2024. The announcement follows the appointment late last year of Jose Antonio Fernández Garza-Lagüera, the son of the Executive Chairman and Interim-CEO José Antonio Fernández Carbajal, to the role of CEO of the company's Retail business. Having previously served in leadership roles for the company's digital strategy and OXXO convenience store business, Jose Garza-Lagüera is following a career path very similar to the prior two CEOs of the company, suggesting he is most likely next in line for the role. We speculate that the Chief Corporate Officer arrived at a similar conclusion to us and chose to leave the company believing he would be passed up for the CEO role. Jose Garza- Lagüera's relation to the Executive Chairman, as well as the fact that he is a member of one of the five families behind FEMSA that collectively control 70% of the voting capital of the company, caused us concerns about nepotism. However, given very positive feedback on Jose from our independent contacts in the market, as well as Jose's track record in his previous leadership roles at FEMSA, we are hopeful that he is up to the task, should he be named CEO. We did urge the company, however, to make Jose available for meetings with shareholders, and we expect to have a face-to-face meeting with him soon. Separately, regarding the departure of the company's well-regarded CFO, Eugenio Garza, we are comfortable with the narrative that Eugenio's decision is based on his desire to find his next professional challenge after successfully guiding the company through "FEMSA Forward", the strategic and capital plan executed over the last two years. Fortunately, we are confident that Eugenio's replacement Martin Yaniz, a 25-year veteran of the company's finance department, is a solid choice for the role.

Starbucks

During the quarter we continued our engagement with Starbucks on the issue of hostile relations with unions leading to bad publicity and the risk of labor unrest. Since our last engagement, the company announced it would negotiate with union members in targeted stores (400 now), a development we previously encouraged them to pursue. Based on our recent discussions, we are confident the company has in fact treated partners well, and we remain hopeful that a détente with union members can be reached. We also discussed with the company the SOC (representing union interests) proposal for three Board candidates. Generally speaking, we are pleased with the actions the company has taken recently to further strengthen the Board with the addition of several good new members. In this context, we found that the SOC proposed candidates did not provide additional "breadth of experience", and we were pleased to see the SOC remove their proposal from the voting proxy before the shareholder election.

Proxy Voting Summary Q1 2024

	Number of Resolutions	For	%	Against	%	Abstain	%
U.S. Large Cap Growth	52	47	90%	5	10%	0	0%
Global Growth	54	53	98%	1	2%	0	0%
International Growth	50	49	98%	1	2%	0	0%
Emerging Markets Growth	0	0	0%	0	0%	0	0%

Source: SGA, ISS.

Carbon Risks Q1 2024

	Carbon Emissions*	Carbon Intensity	Weighted Average Carbon Intensity
SGA Global Growth	12.7	57.5	62.6
MSCI ACWI	77.1	162.2	117.8
SGA Relative Exposure	-84%	-65%	-47%
SGA U.S. Large Cap Growth	10.3	53.2	58.5
Russell 1000 Growth	8.5	41.9	29.3
SGA Relative Exposure	+22%	+27%	+100%
SGA Emerging Markets Growth	27.3	50.7	38.8
MSCI EM	259.2	357.8	320.2
SGA Relative Exposure	-90%	-86%	-88%
SGA International Growth	16.4	62.8	81.1
MSCI ACWI ex-USA	142.6	201.9	164.2
SGA Relative Exposure	-89%	-69%	-51%
	t CO_2e/$M Invested	t CO_2e / $M Sales	t CO_2e / $M Sales

*Source: SGA, MSCI. Carbon data includes Scope 1 and 2 emissions. *Carbon Emissions are based on portfolio investment of $1,000,000,000 and benchmark investment of $1,000,000,000.*

SGA integrates ESG factors, including ESG risks and opportunities, into its investment process. SGA believes environmental, social and governance factors inherently impact a company's brand equity, employee satisfaction, competitive position, financial performance, and ultimately long-term shareholder value. Investments are made with the objective of maximizing risk-adjusted financial returns to its clients. SGA does not place a premium on social returns, nor does SGA allocate its clients' capital based on thematic or top-down views. The opinions expressed herein reflect the opinions of Sustainable Growth Advisers, LP and are subject to change without notice. The securities referenced in the article are not a solicitation or recommendation to buy, sell or hold securities. These materials are provided only for qualified and sophisticated institutional investors.