

Proxy Season Review

**Governance On The Move:
Shareholder Engagement In A New Era**



Welcome To The 2026 Proxy Season Review

Every proxy season offers a window into how the balance of power between companies and their shareholders is evolving. In 2026, fewer campaigns did not mean lower stakes.

Activist campaigns in Canada declined 18% year over year, yet more contests went the distance. Of the 55 campaigns Kingsdale tracked, 25 proceeded to a shareholder vote, the highest level in five years. Transaction-related activism accounted for 40% of completed campaigns, above the five-year average of 31%, while large-cap companies represented more than twice the share of activist targets they did in 2025.

The message for boards is clear. When activists identify a credible vulnerability in strategy, governance, capital allocation or a transaction, size is no defence, and they are increasingly prepared to let shareholders decide the results.

Management proved formidable when campaigns reached the ballot box, winning 76% of contests that went to a vote. Activists, however, continued to create value and achieve objectives outside the ballot box, including through negotiated settlements. The path to an outcome may differ, but the lesson remains the same. These contests are shaped long before shareholders cast their votes.

A Changing Voting Landscape

The infrastructure surrounding the shareholder vote is changing.

Institutional investors are adopting more customized voting frameworks, technology and AI are enabling more analysis to move in-house, and proxy advisors are evolving beyond standardized recommendations. Retail shareholder participation is also moving into focus, while emerging developments such as tokenization will eventually reshape how ownership and voting rights are recorded and exercised.

The result is a shareholder landscape that is becoming more fragmented, more sophisticated and potentially less predictable. Understanding who owns the shares is no longer enough. Boards increasingly need to understand what drives those shareholders, how they make decisions and what could move their vote.



Welcome To The 2026 Proxy Season Review

Looking Ahead

We expect the demands on boards to continue rising. Strategy and capital allocation will remain under scrutiny, while board effectiveness, executive compensation and CEO succession will continue to provide shareholders with important signals about the quality of governance and leadership.

In that environment, preparedness cannot begin when an activist arrives, a transaction is announced or a vote becomes too close to call. The strongest boards will continually pressure-test their vulnerabilities, understand shifts in shareholder sentiment and ensure their strategy and governance can withstand scrutiny before the stakes are high.

To our clients who place their trust in Kingsdale, be it standing in the middle of a contested situation or working quietly behind the scenes long before one arises, thank you.

Wes Hall
Founder and CEO





Table Of Contents

When The Stakes Rise, Preparation Shows	05
Your Partner When The Stakes Are Highest	06
Shareholder Activism	07
Shareholder Activism	08
Proxy Contests In Canada	09
Key Themes Defining The 2026 Proxy Season	10
2026 Campaign Characteristics	11
Most Targeted Sectors In Canada	13
What Shareholder Activists Want	14
More Campaigns Go the Distance	17
Settlement Trends	18
Activist Wins Through Settlements	19
M&A Shareholder Meetings In 2026	20
Say-On-Pay	22
Say-On-Pay In Canada	23
Shareholder Proposals	25
Shareholder Proposals	26
Broader Trends In Shareholder Support	27
Shareholder Proposal Concentration: Issuers & Proponents	29
Shareholder Proposals: On The Ballot (ESG)	30
Shareholder Proposals: Withdrawn	37
Say-On-Climate Proposals	39
Shareholder Engagement In A New Era	41
Shareholder Engagement In A New Era	42
The New Voting Equation For Issuers	45
What Happens When Retail Shareholders Begin To Show Up?	46
Tokenization: When Ownership Moves Onchain, What Happens to the Vote?	48
CEO Succession	51
CEO Succession: The Ultimate Test Of Board Preparedness	52
Methodology & Data Sources	55



When The Stakes Rise, Preparation Shows

“One thing did not change this proxy season: contested situations continue to be won or lost in the groundwork laid long before voting day. By the time an activist goes public, the case for change has often been carefully constructed to put the company on the defensive.

Boards should be asking difficult questions now. Do shareholders understand our strategy? Will our capital allocation withstand scrutiny? Is governance keeping pace with the business? Are we addressing shareholder concerns before they become someone else's campaign thesis?



Aaron Boles
President

The need for that preparedness extends well beyond activism. In 2026, Say-On-Pay results showed meaningful movement at individual issuers, governance proposals reached record levels, and new technologies and investor-specific voting policies continued to reshape how shareholder decisions are made.

Looking ahead, we expect activism to remain selective and increasingly thesis-driven, with transactions, governance and leadership decisions creating natural pressure points. At the same time, evolving voting practices mean historical assumptions about shareholder behaviour may become less reliable.

For issuers, knowing who owns the shares is only the starting point. Boards need to understand what shareholders think, what would change their minds and how support shifts when the stakes rise. That makes shareholder intelligence, engagement and scenario planning ongoing disciplines, not tools reserved for a contested situation.

Our 2026 Proxy Season Review examines these dynamics from multiple angles, from the changing nature of activism, M&A and shareholder proposals to CEO succession, retail participation and the emerging implications of technology and tokenization for proxy voting. Together, these themes point to a shareholder landscape that is becoming more complex, more fragmented and increasingly difficult to navigate using yesterday's playbook.

At Kingsdale, we remain central to bringing boards and leadership teams the intelligence, preparation and execution required to anticipate risk, navigate complexity and make informed decisions when it matters most.



Your Partner When The Stakes Are Highest

100%

**Client Win Rate
For Management
Mandates**

2025 and 2026
Proxy Seasons

Shareholder & Governance Advisory

- Defence & M&A Strategy
- Governance & Compensation Strategy

Data Intelligence

- Shareholder Mapping & Predictive Analytics
- Real-Time Behaviour Insights

Targeted Investor Engagement

- Institutional & Governance Outreach
- Retail Vote-Driving Campaigns

Voter Experience Platform

- Branded, Integrated Omnichannel Experience
- Dedicated In-House Engagement Center

Corporate Actions

Strategic Communications

Vote and Tabulation Agent

Independent Registrar & Member Services

A nighttime photograph of a city skyline, likely Toronto, featuring several illuminated skyscrapers. A large, white, diagonal graphic element cuts across the image from the top-left to the bottom-right. The text 'SHAREHOLDER ACTIVISM' is centered in white, bold, sans-serif capital letters.

SHAREHOLDER ACTIVISM



FINANCIAL DISTRICT
Adelaide St W
& University Ave

FINANCIAL DISTRICT
Four Seasons Centre
Chapin Station

Adelaide Station
St Andrew Station
Union Station



YONGE PLACE

York



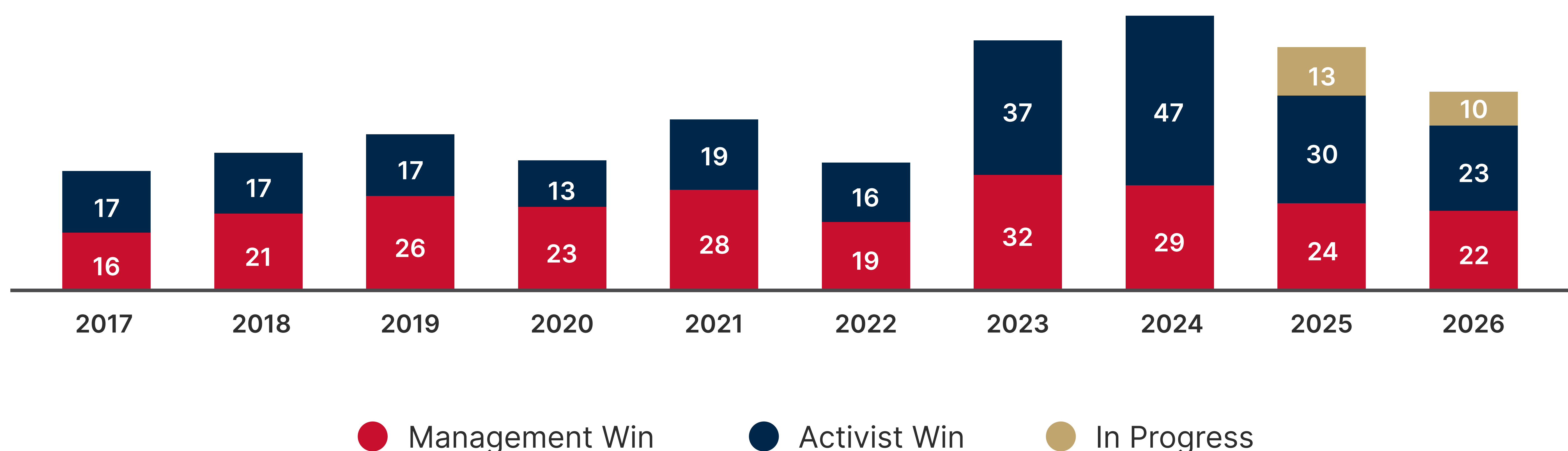
Shareholder Activism

Proxy Season Timeframe	What Counts as a Proxy Contest?	What Counts as a Win?
July 1, 2025 to June 30, 2026	We consider the fight to be on if a shareholder publicly targets a company by: • Making its activist intent known through a news story, a press release, a 13D or an early warning report; • Requisitioning a shareholder meeting; • Announcing an intention to nominate alternate directors; • Soliciting alternative proxies; • Conducting a “Vote No” campaign on either the election of directors or M&A transactions; or • Announcing an intention to launch a hostile bid. This is regardless of whether a vote or the hostile bid takes place.	For Activists: Achieving any of their objectives or successfully blocking a transaction. Withhold / “Vote No” Board Campaigns: An activist is deemed to win a Withhold / “Vote No” board campaign when any of the directors the activist is seeking to be removed receive less than majority shareholder support. For Management: An activist’s requests do not go through. Hostile Bids: If the target’s board successfully fends off the bid or increases the value of the offer and reaches a friendly deal, we consider that a win for management (and shareholders). Transactions: An activist wins if they successfully block the transaction.



Proxy Contests In Canada

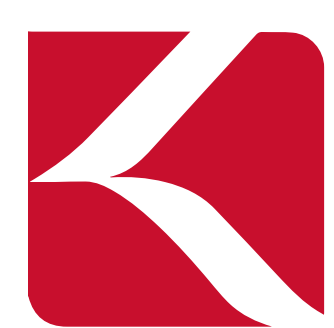
Proxy Contests in Canada (2017 – 2026)



- > Activism declined, but pressure intensified, with 55 campaigns launched in 2026, down from 67 in 2025 and below the five-year average of 60. More campaigns went the distance, with a five-year high of 25 proceeding to a shareholder vote, up from 18 in 2025 and representing 56% of completed campaigns, signaling a greater willingness to let shareholders decide the outcome.
- > Board-related campaigns remained the leading activist demand followed closely by transaction-related campaigns, reinforcing activists' continued focus on board oversight and strategic decision-making.
- > Micro-cap companies (under \$200M) remained the primary targets, accounting for 55% of campaigns, followed by small-cap companies (\$200M-\$1B) at 22%, mid-cap companies (\$1B-\$10B) at 15% and large-cap companies (>\$10B) at 9%.
- > Large-cap activism more than doubled, rising to 9% of campaigns from 4% in 2025, reinforcing that company size alone offers little protection where activists identify strategic, governance or transactional vulnerabilities.
- > Activists retained a narrow advantage, but management continued to close the victory gap. Activists won 51% of completed campaigns, down from 56% in 2025 and 62% in 2024, the second consecutive year of declining activist wins.

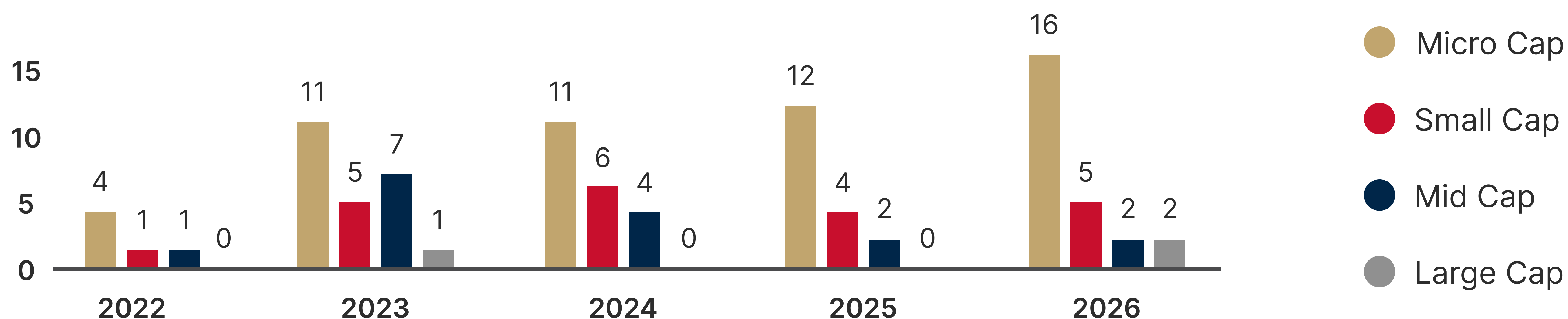
Figures have been rounded to the nearest whole number.

Source: Kingsdale Advisors, compiled from public and proprietary sources. Proxy season years run from July 1 to June 30 of the year shown.



Key Themes Defining The 2026 Proxy Season

Company Size of Campaigns that Went to Vote



- > Management continues to narrow the victory gap in campaign results, with a win rate rising to 49% from 44% in 2025 and above the five-year average of 46%. Activists' win rate declined to 51% from 56%, below the five-year average of 54%.
- > Board change remains a top activist priority. While down from 2025, board-related campaigns remained broadly in line with the five-year trend, reinforcing continued activist focus on board composition and oversight.
- > Transaction-related activism gained ground, accounting for 40% of completed campaigns, above the five-year average of 31%. Management won 56% of these contests, up from 50% in 2025, while activist wins declined to 44% from 50%.
- > More campaigns went all the way to a vote, with 25 contests proceeding to the ballot box, up 39% from 18 in 2025 and above the five-year average of 19. Management won 76% of campaigns decided at a shareholder vote.
- > Activists found greater success outside the ballot box, winning 85% of campaigns that did not proceed to a vote. Settlements accounted for 52% of activist wins, with most involving board changes.

KINGSDALE TAKEAWAY

The 2026 season reinforces the importance of preparedness, as management becomes increasingly competitive while activists continue to pursue multiple paths to success. Understanding shareholder sentiment, engaging early and preparing for escalation remain critical.

Figures have been rounded to the nearest whole number.

Source: Kingsdale Advisors, compiled from public and proprietary sources. Proxy season years run from July 1 to June 30 of the year shown.

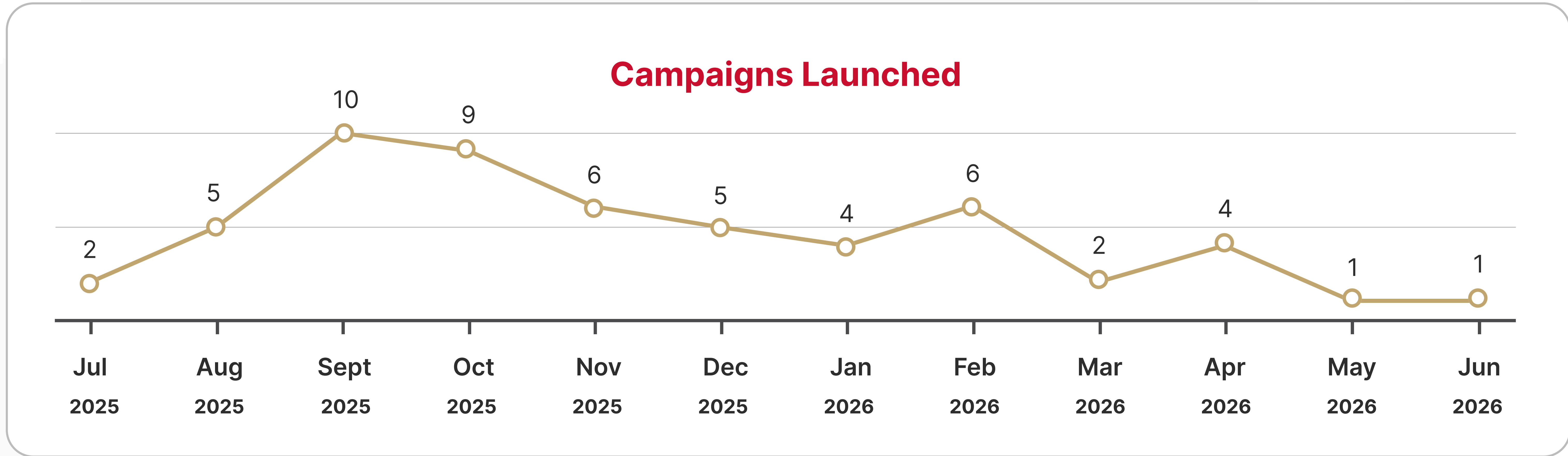


2026 Campaign Characteristics

Target Companies	Activist Investors
55 (Down from 67 in 2025)	Minimum Ownership: 0.50% Median Ownership: 10.82% Maximum Ownership: 52%



Median: \$177M, down from \$240M last year.



Target Breakdown By Jurisdiction

Ontario	British Columbia	Quebec	Alberta	Manitoba	Saskatchewan	International
38.2%	25.5%	10.9%	9.1%	1.8%	1.8%	12.7%

*Figures have been rounded to the nearest whole number.
Source: Kingsdale Advisors, compiled from public and proprietary sources. Proxy season years run from July 1 to June 30 of the year shown.
Market Cap for the pie chart is in \$CAD millions

2026 Campaign Characteristics

Meeting Requisitions: 16 (Higher Than The 2025 Record)



- > Activists are increasingly using requisitions to force engagement and advance strategic or governance demands.
- > Requisition activity was largely concentrated among micro-cap companies, which accounted for 81% of cases because activists may be better positioned to build meaningful stakes and exert influence across a more concentrated shareholder base.
- > Plantro Ltd. stood out as a repeat activist during the period, with two of its three requisitions targeting small-cap companies.
- > Board change overwhelmingly drove requisition activity, with 88% of requisitioned meetings involving demands for board-related changes, underscoring the use of requisitions to directly challenge board composition and oversight.

Figures have been rounded to the nearest whole number.

Source: Kingsdale Advisors, compiled from public and proprietary sources. Proxy season years run from July 1 to June 30 of the year shown.



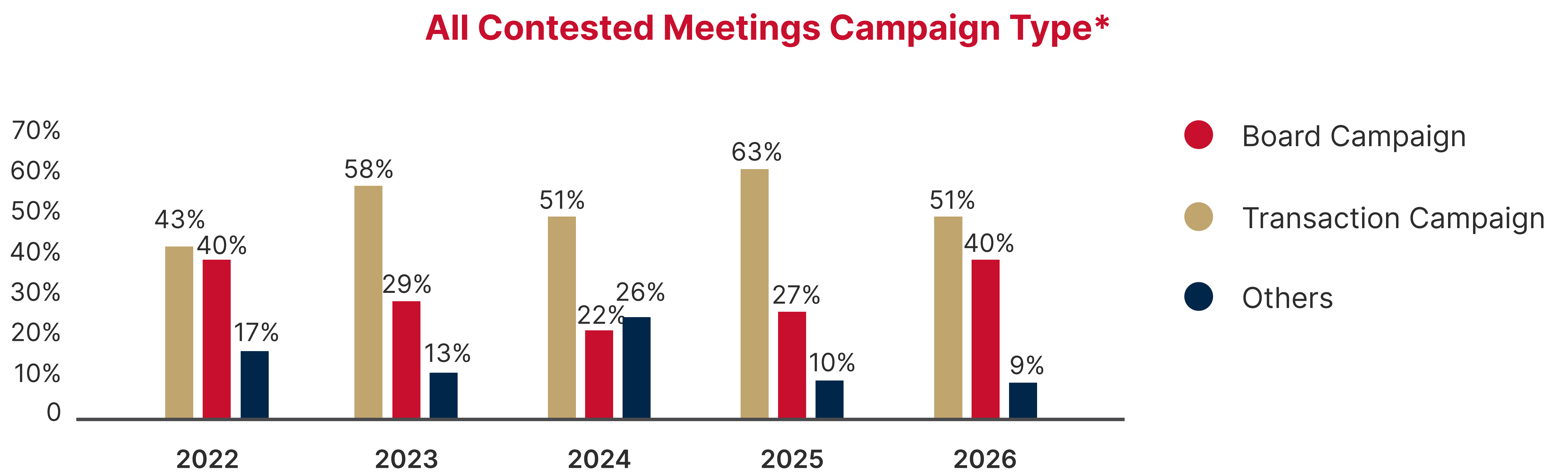
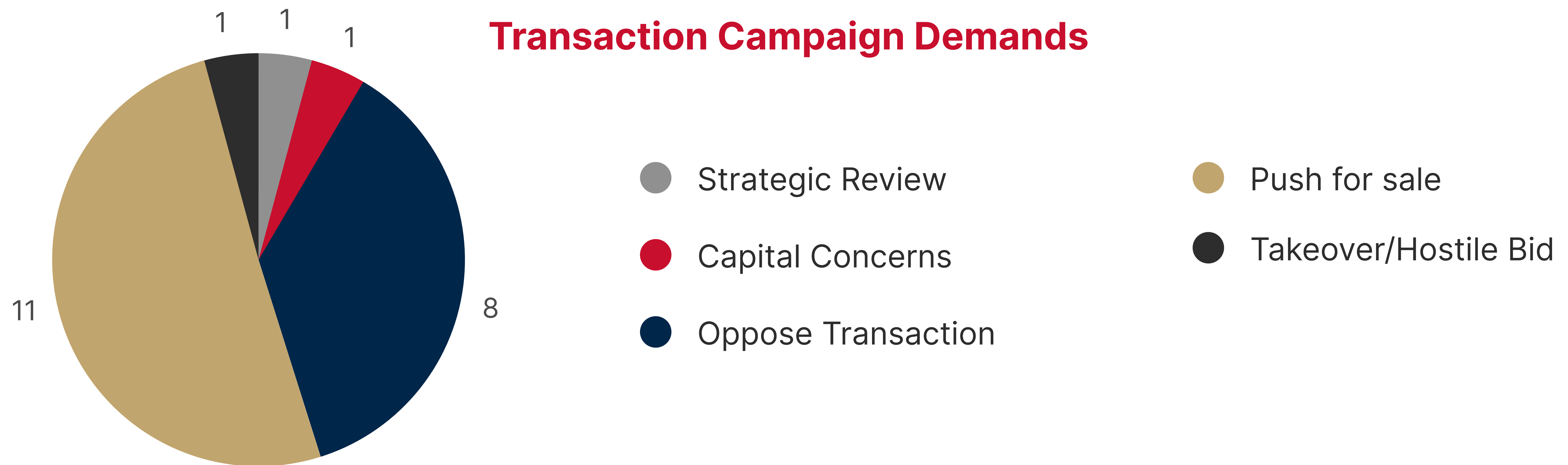
Most Targeted Sectors In Canada

Rank	Sector	2026 Campaigns	Compared to 2025
1	Materials	14	↓ Down from 15
2	Energy	8	↓ Down from 11
3	Industrials	7	↑ Up from 6
4	Information Technology	6	↓ Down from 7
5	Communication Services	5	↑ Up from 1
6	Health Care	4	↓ Down from 16
7	Consumer Discretionary	4	↑ Up from 3
8	Real Estate	3	↓ Down from 4
9	Financials	3	↑ Up from 2
10	Consumer Staples	1	— N/A

Source: Kingsdale Advisors, compiled from public and proprietary sources. Proxy season years run from July 1 to June 30 of the year shown.



What Shareholder Activists Want



Board-Related campaigns remained the most common despite fewer contested situations overall, reflecting continued activist focus on board composition, accountability and oversight. Across concluded campaigns, activists sought 64 board seats and secured 25, compared with 42 of 83 seats in 2025.

Transaction-related campaigns increased to 22 from 18 in 2025, reflecting greater activist scrutiny of deal value, transaction terms and strategic alternatives.

Other Campaigns involved broader governance or financial concerns, or situations where activist demands had not yet been clearly defined.

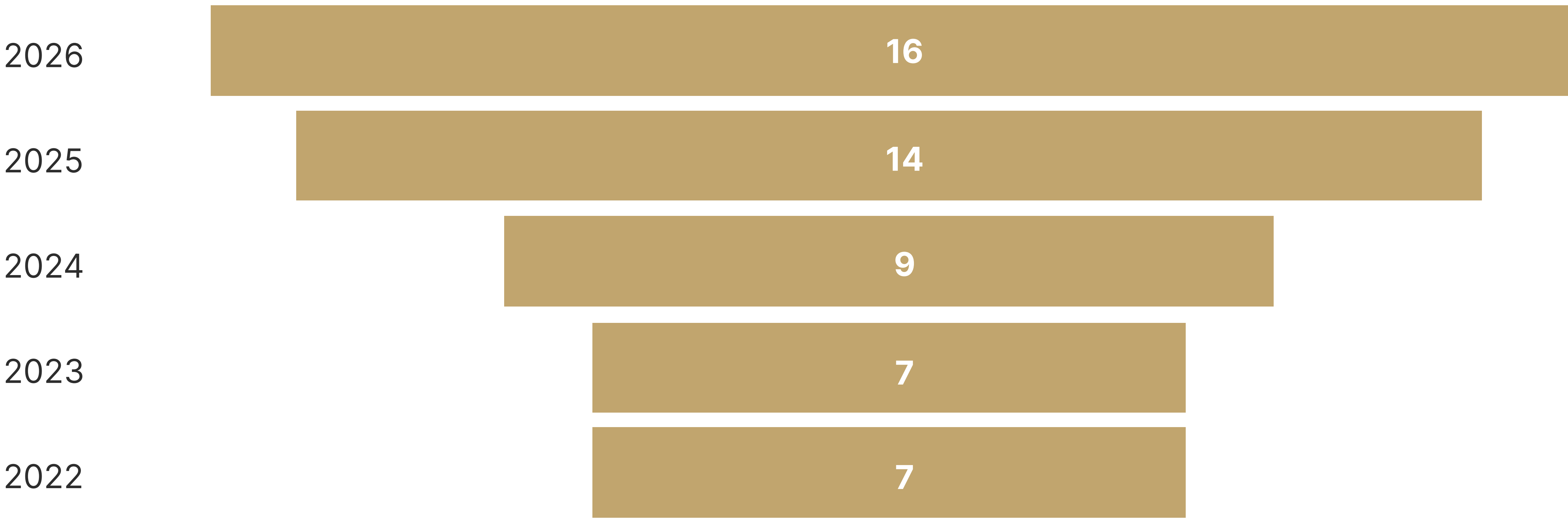
*Figures have been rounded to the nearest whole number.

Source: Kingsdale Advisors, compiled from public and proprietary sources. Proxy season years run from July 1 to June 30 of the year shown.

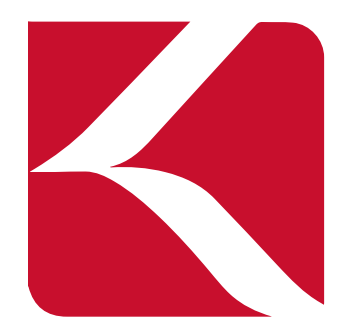


What Shareholder Activists Want

Shareholder Requisitions



Source: Kingsdale Advisors, compiled from public and proprietary sources. Proxy season years run from July 1 to June 30 of the year shown.



What Shareholder Activists Want

The 2026 season reinforced that activists are targeting more than board seats. Campaigns increasingly centred on board accountability, leadership, valuation, and major strategic decisions, with the following situations illustrating the arguments used to build shareholder support.

Board-Related Campaigns

- **Labrador Gold / Coloured Ties:** Activist Kal Malhi alleged value destruction, opposed the company's proposed change of business and requisitioned a meeting to replace the entire board. ISS and Glass Lewis supported management, and the board was ultimately re-elected.
- **Lithium Ionic / Waratah Capital Advisors:** Activist sought support by highlighting governance concerns tied to Ontario Securities Commission proceedings involving three directors related to another company. Following shareholder pressure, the three directors resigned.
- **DAVIDsTEA / Philip Segal:** Philip Segal, the founder's son, accused the company of "abysmal corporate governance and management" and questioned whether the current CEO, his half-sister, was the right person to lead the company. Shareholders rejected his case for change.

Transaction-Related Campaigns

- **Teck Resources / Canoe Financial:** Canoe opposed a proposed transaction with Anglo American, arguing that it undervalued Teck. ISS and Glass Lewis supported the transaction, which ultimately received shareholder approval.
- **Calian Group / Plantro:** Plantro pushed for strategic change amid concerns about Calian's valuation, including exploring a potential sale. The parties ultimately reached a settlement alongside strategic and governance changes at the company.

Takeover / Hostile Bids

- **MEG Energy / Strathcona Resources:** Strathcona challenged MEG's proposed transaction with Cenovus on valuation and deal terms, before ultimately supporting an improved Cenovus offer following revisions to the transaction.

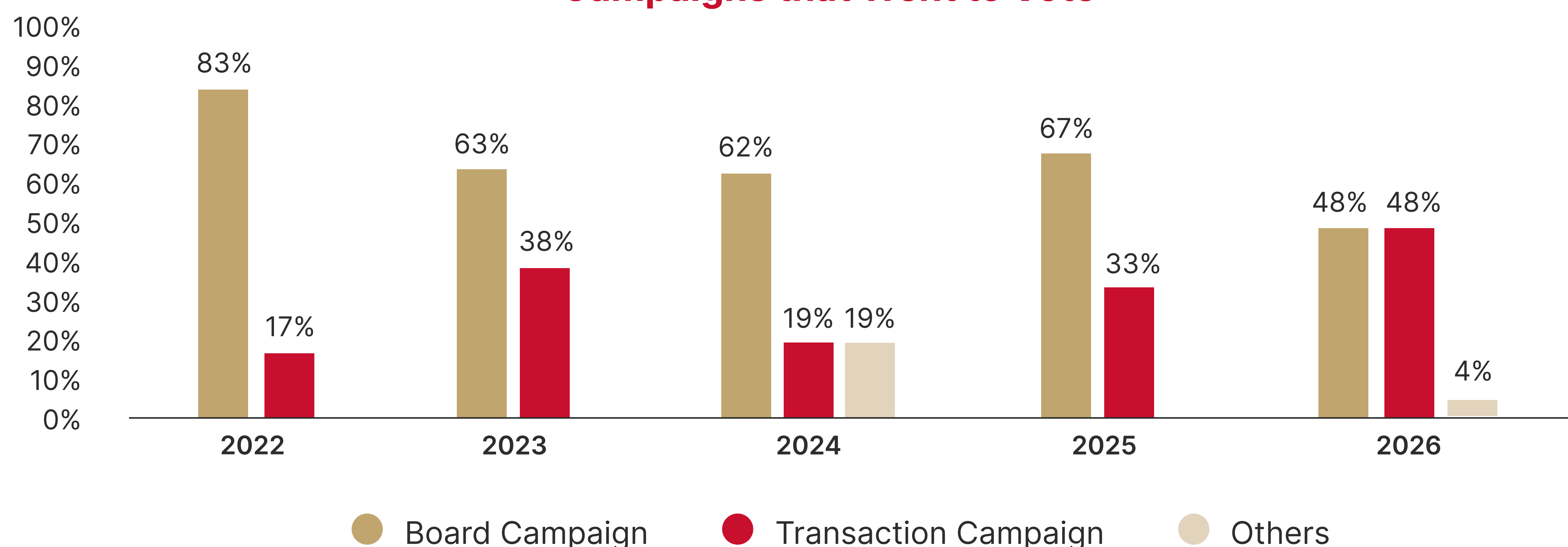
KINGSDALE TAKEAWAY

Activist campaigns rarely stay confined to a single issue. Concerns around valuation, transactions or leadership can quickly evolve into broader challenges to board oversight and strategy. Boards that understand where vulnerabilities intersect and address them before an activist builds a compelling narrative will be better positioned to maintain shareholder confidence and respond from a position of strength.

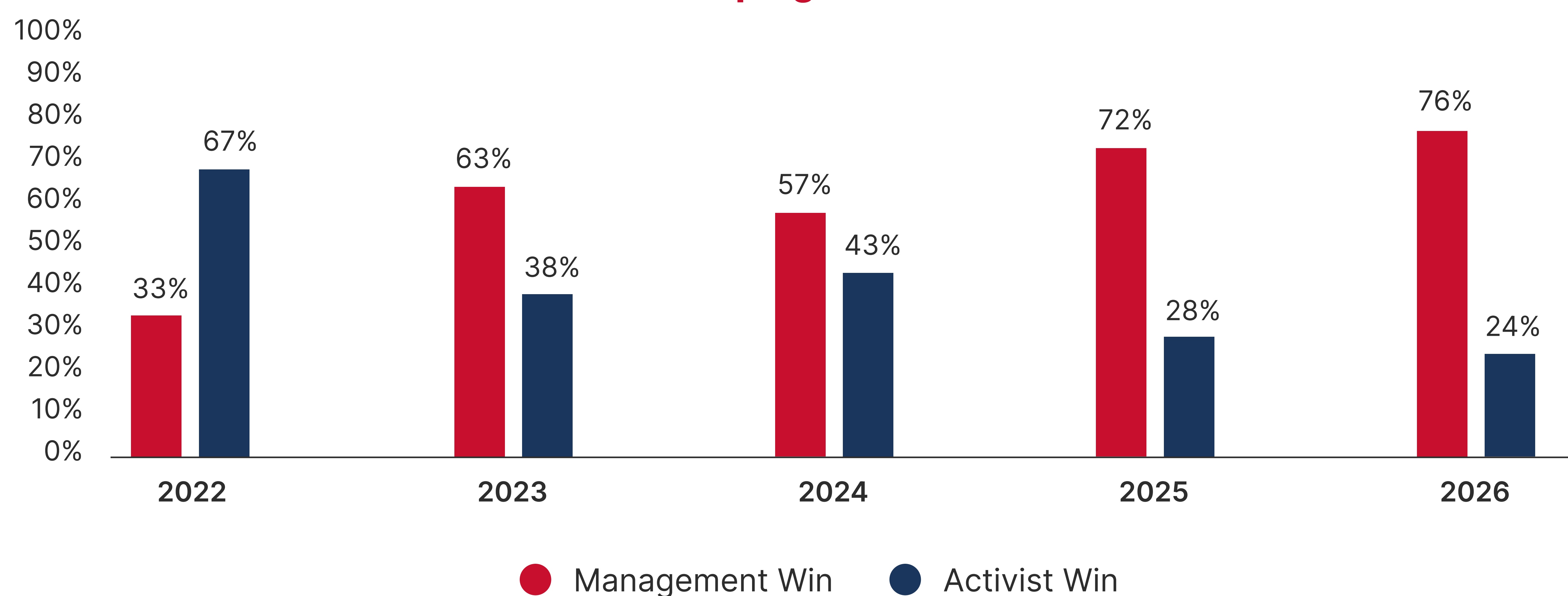


More Campaigns Go The Distance

Campaigns that Went to Vote



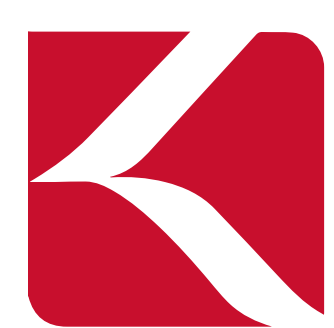
Outcome of Campaigns that Went to Vote*



- > Campaigns increasingly went all the way to the ballot box, with 25 proceeding to a shareholder vote, up 39% from 18 in 2025 and marking a five-year high.
- > Management strengthened its advantage in contests that reached a vote, winning 76% of campaigns decided at a shareholder vote, underscoring the value of early preparation and advanced proxy solicitation techniques in securing investor support when contests go the distance.

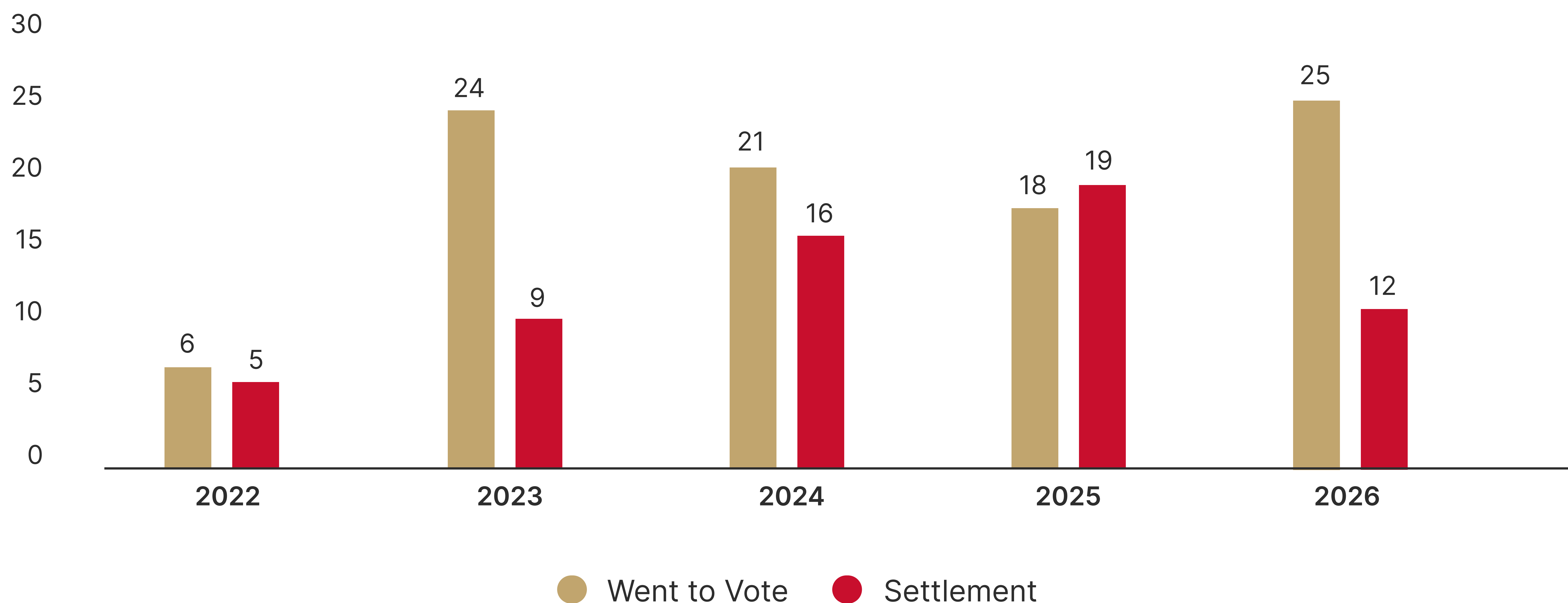
*Figures have been rounded to the nearest whole number.

Source: Kingsdale Advisors, compiled from public and proprietary sources. Proxy season years run from July 1 to June 30 of the year shown.



Settlement Trends

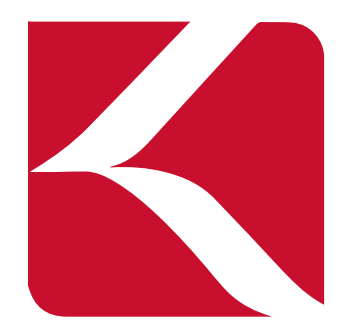
Went to Vote vs. Settlement



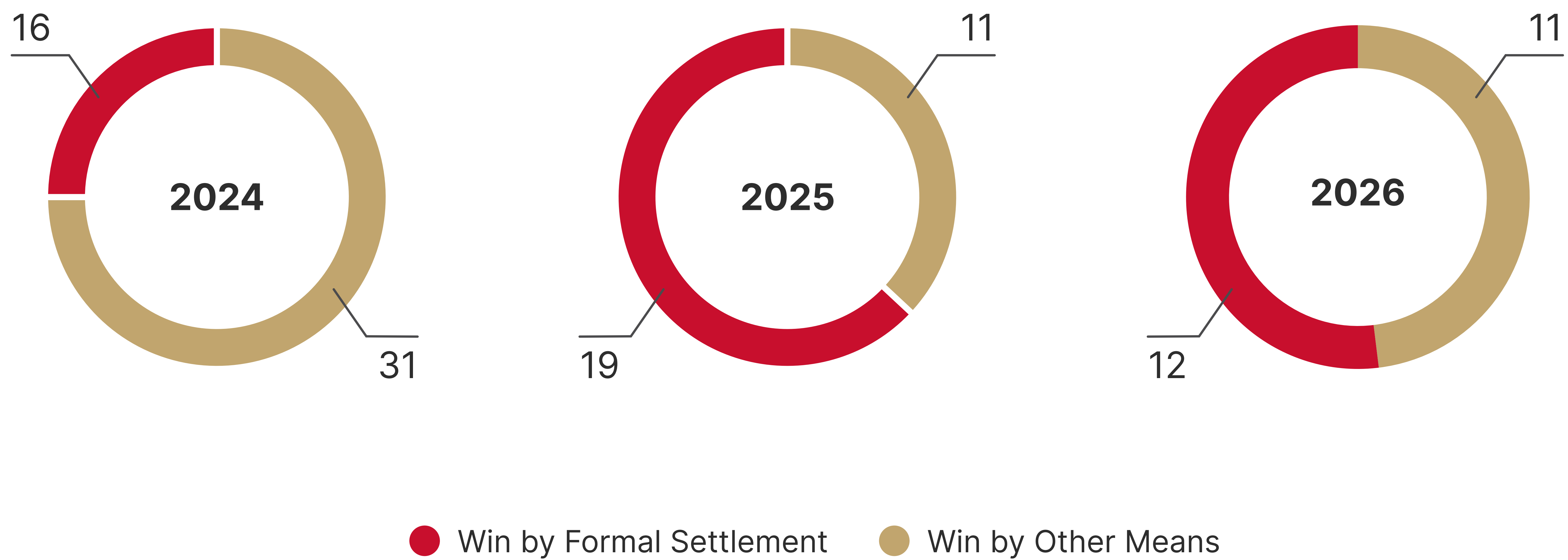
- > 25 campaigns proceeded to a shareholder vote in 2026, up from 18 in 2025 and the highest level in five years.
- > Settlements moved sharply in the opposite direction, declining 37% to 12 from 19 in 2025.
- > The balance between settlement and escalation reversed in 2026. While settlements outnumbered shareholder votes in 2025, more than twice as many campaigns went to a vote as were settled in 2026 (25 vs. 12).
- > The widening gap suggests negotiated resolutions became less common, with more activists and issuers ultimately turning to shareholders to determine the outcome.

KINGSDALE TAKEAWAY

More campaigns reaching the ballot box raises the stakes for both issuers and activists. When a contest goes the distance, early and sustained shareholder engagement, a compelling case for support and a clear understanding of voting intentions can ultimately determine the outcome.



Activist Wins Through Settlements

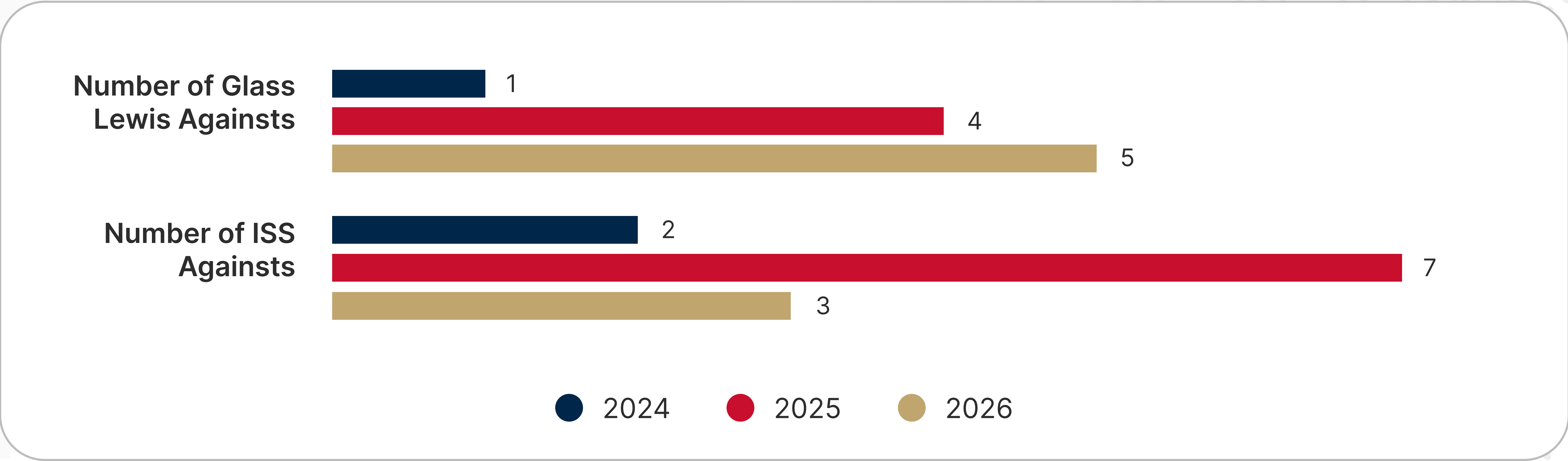
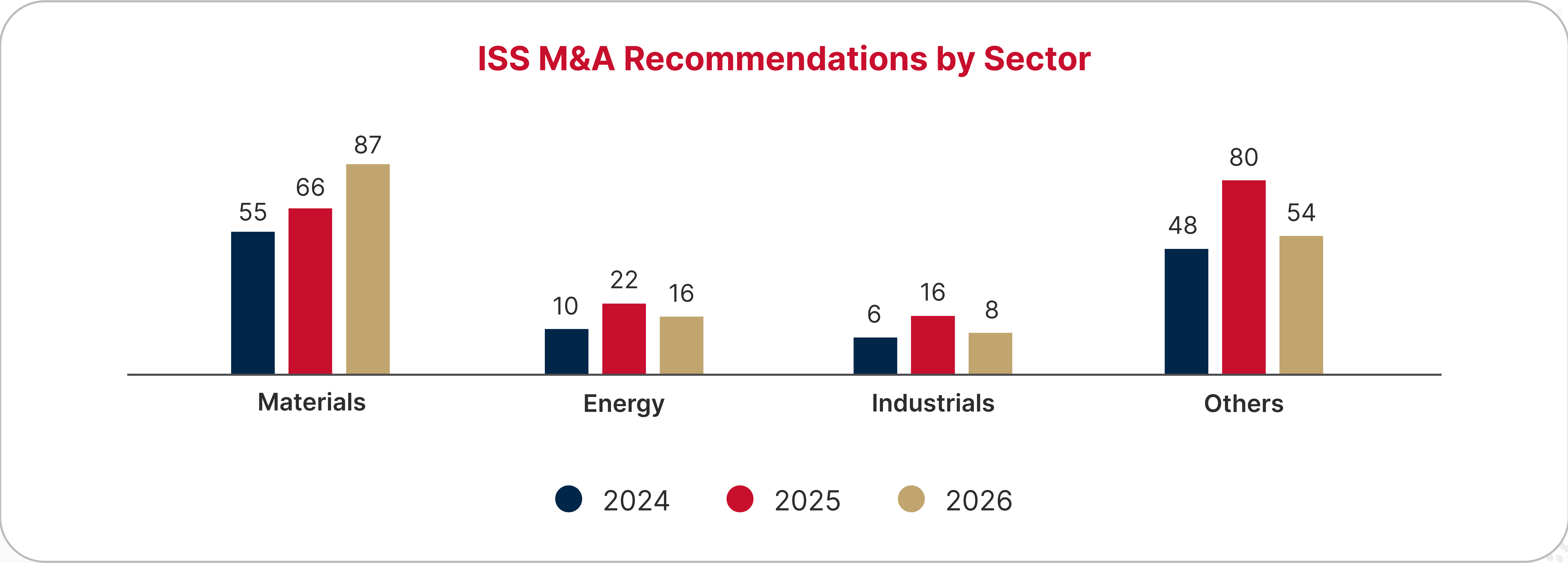
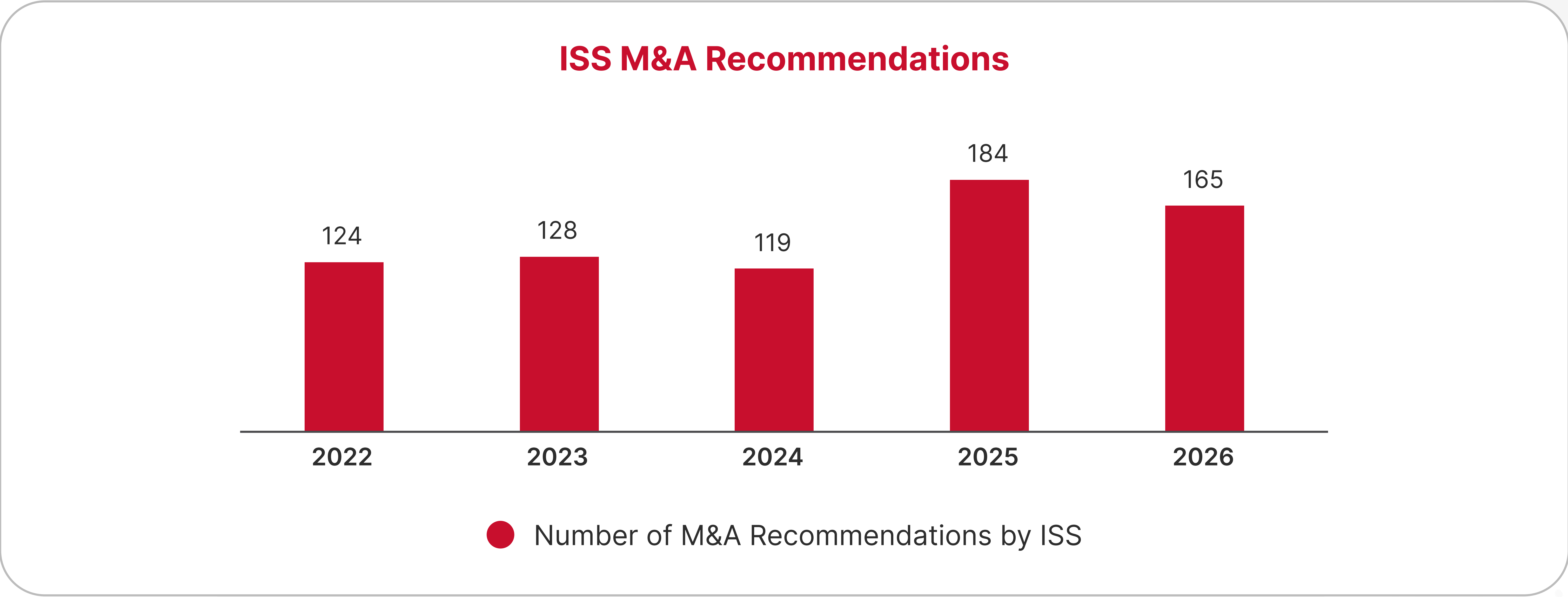


- > Settlements accounted for 52% of activist wins in 2026, down from 63% in 2025, as more contested situations proceeded to a shareholder vote.
- > Activist wins through settlement fell sharply to 12 from 19 in 2025, reinforcing the broader shift away from negotiated outcomes and toward campaigns being decided at the ballot box.

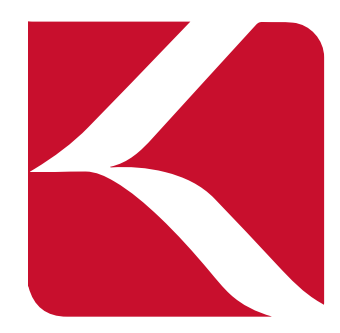


M&A Shareholder Meetings In 2026

M&A Activity Moderates But Remains Above Historical Levels



Source: ISS-Corporate. M&A recommendation figures include companies under ISS’ Canada policy that included an M&A-related transaction on their ballots. Proxy season years run from July 1 to June 30 of the year shown. Glass Lewis recommendations sourced from Diligent Corp.



M&A Shareholder Meetings In 2026

- > M&A activity moderated but remained elevated in 2026, with ISS issuing 165 M&A recommendations, down 10% from 2025 but still well above the five-year average of 144, underscoring continued strength in Canadian transaction activity.
- > Materials continued to drive M&A activity, accounting for the largest share of transactions and maintaining its position as the most active sector.
- > Proxy advisor opposition remained exceptionally low, with ISS and Glass Lewis recommending AGAINST just 2% and 3% of transactions respectively, reflecting broad support for deals brought before shareholders.



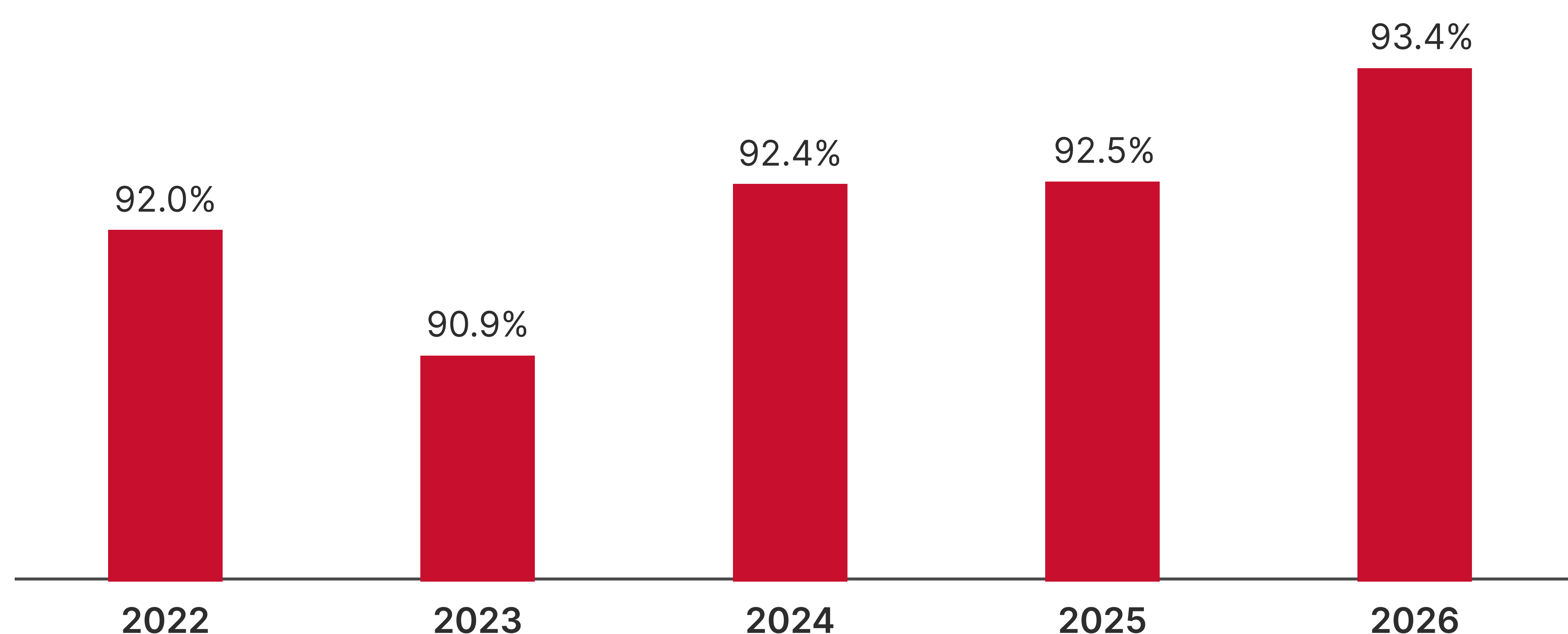


SAY-ON-PAY

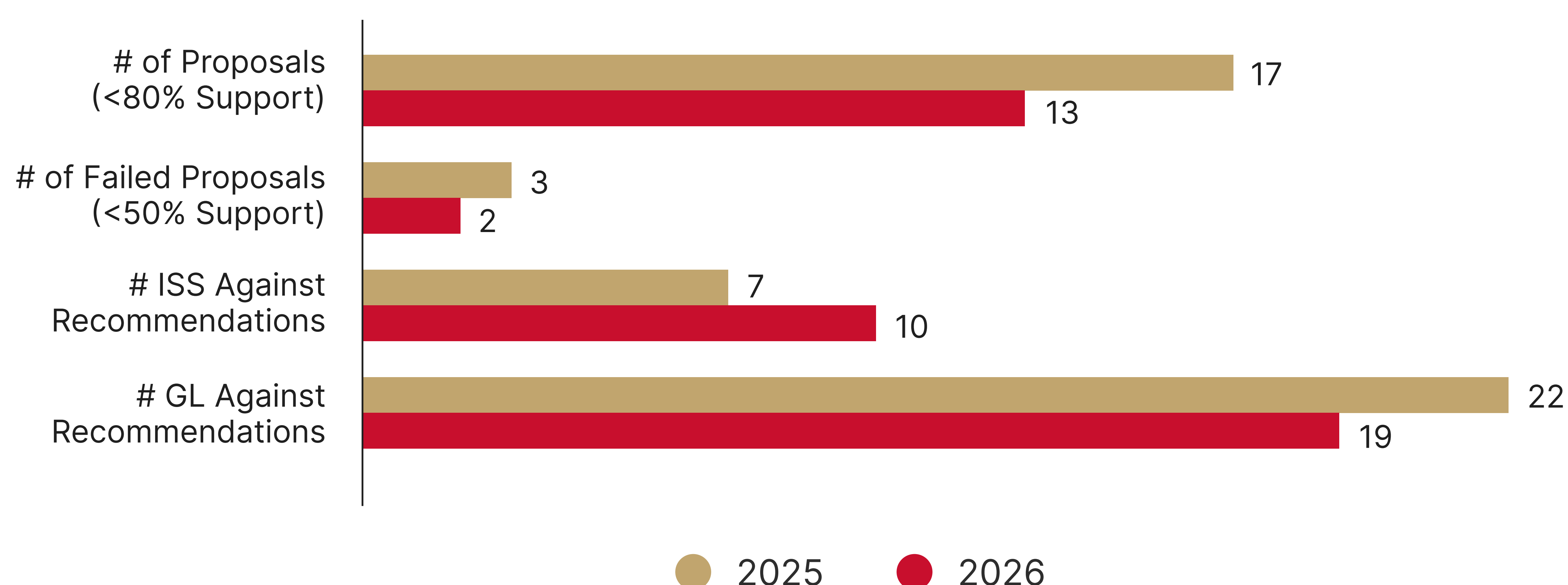
Say-On-Pay In Canada

Record Support Masks Meaningful Issuer-Level Pressure

Average Support Levels



By the Numbers



- > Say-On-Pay support reached its highest level since 2020, up to 93.4% in 2026 from 92.5% in 2025. The number of issuers receiving less than 80% support on Say-On-Pay declined from 17 in 2025 to 13 in 2026, further underscoring the broader year-over-year improvement in shareholder support.
- > Strong overall support masked significant movement at individual issuers, with eight of the 13 issuers receiving less than 80% support in 2026 having exceeded 80% in 2025. Conversely, eight of the 17 issuers below 80% in 2025 recovered above that threshold in 2026, with improvements ranging from 11.8 to 64.8 percentage points.



Say-On-Pay In Canada

- > Recurring compensation concerns remained difficult to overcome as six issuers received AGAINST recommendations from both ISS and Glass Lewis due to pay-for-performance misalignment, problematic pay practices and compensation committee responsiveness. Additionally, three had received joint opposition during the previous two seasons.
- > Proxy advisor opposition continued to influence outcomes, but its impact varied. Issuers opposed by ISS averaged 63.6% support, above the five-year average of 56.4%, while those opposed by Glass Lewis averaged 75.3%, broadly in line with its five-year average of 75.2%. Glass Lewis continued to issue more AGAINST recommendations than ISS, although the gap narrowed to approximately 2:1 from 3:1 in 2024 and 2025.
- > Compensation concerns extended beyond the SOP resolution. Five of the 12 Compensation Committee Chairs up for re-election at issuers receiving less than 80% SOP support also received less than 80% support, with four receiving an AGAINST recommendation from ISS or Glass Lewis.

KINGSDALE TAKEAWAY

Record-high Say-On-Pay support should not create complacency. Issuer-level results show that shareholder sentiment can shift significantly from one year to the next, while unresolved compensation concerns can extend beyond the Say-On-Pay vote to director elections. Boards should focus not only on proxy advisor policies, but on understanding investor expectations, addressing recurring concerns and clearly demonstrating the link between pay and performance.

With Glass Lewis' methodology changes taking effect for meetings held after January 1, 2026, it remains too early to determine whether the narrowing gap between the two proxy advisors represents a lasting shift.

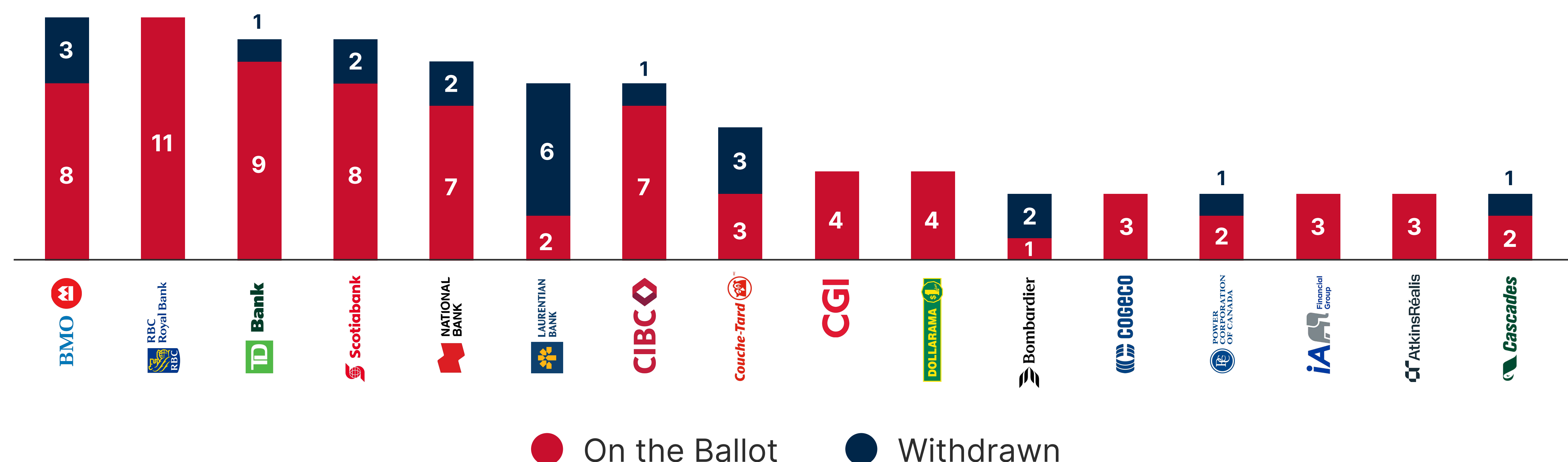
An aerial photograph of a city skyline, likely San Francisco, featuring a large white dome (SAP Center) and a Westin hotel. The image is split diagonally by a white line. The text "SHAREHOLDER PROPOSALS" is overlaid in white, bold, sans-serif font.

SHAREHOLDER PROPOSALS



Shareholder Proposals

Shareholder Proposals in Canada in the 2026 Proxy Season*



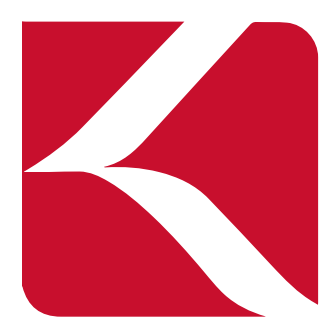
- > Shareholder proposal activity moderated slightly in 2026, with 118 proposals submitted, down 4.8% year over year.
- > Mouvement d'éducation et de défense des actionnaires (MÉDAC) continued to drive proposal activity, submitting 100 of the 118 proposals, up from 88 in 2025 and accounting for the vast majority of proposals during the season.
- > Retail shareholder participation emerged as a new governance theme, with MÉDAC submitting first-time proposals to 18 issuers calling for greater retail participation at AGMs and increased transparency around shareholder participation levels.
- > While these proposals did not receive favourable proxy advisor recommendations or majority shareholder support, their emergence signals growing attention to voting accessibility, shareholder engagement and the role of retail investors in corporate governance.
- > The focus on retail participation extends beyond Canada, with similar developments emerging in the U.S., including shareholder proposals focused on voting access and Exxon's introduction of a retail voting program.

KINGSDALE TAKEAWAY

Retail participation is emerging as an issue. As new mechanisms make it easier for individual shareholders to participate, companies with meaningful retail ownership should understand how this segment of their shareholder base could influence voting outcomes, particularly in close or contested situations.

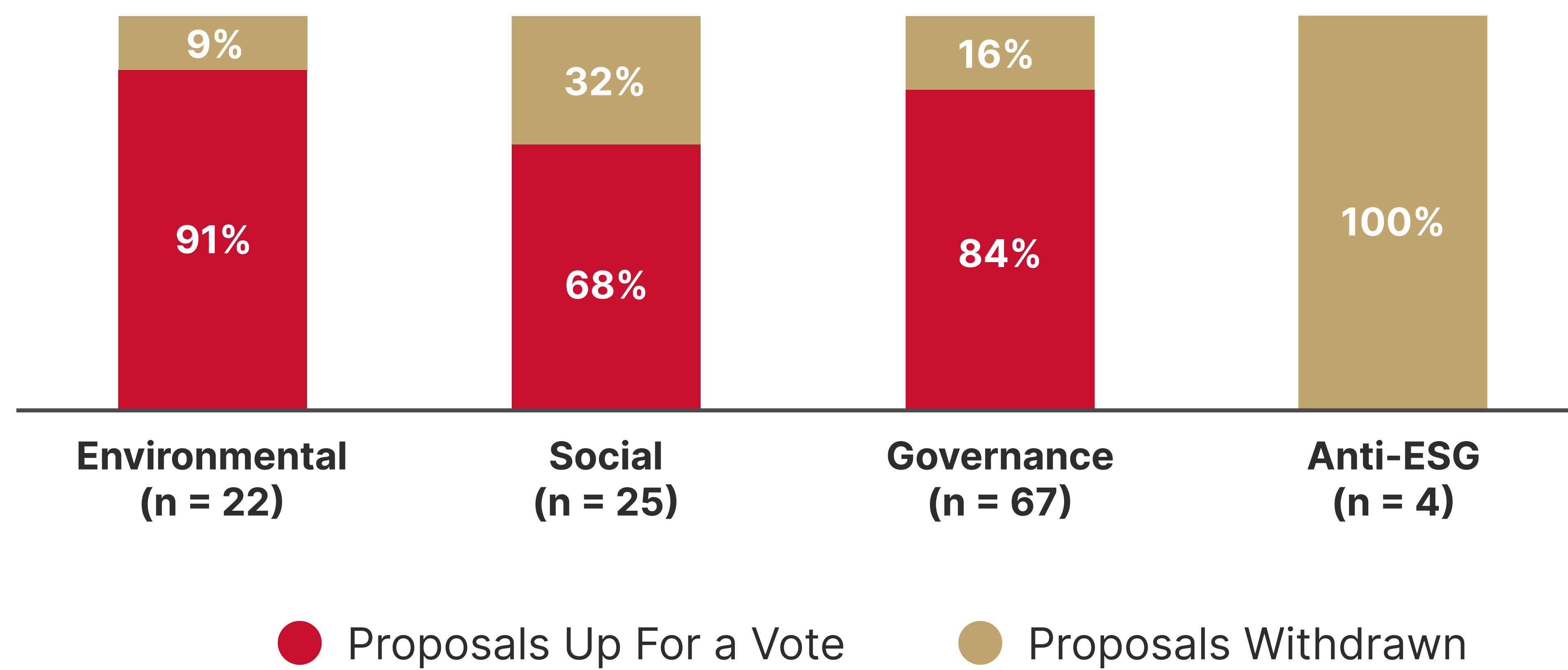
* Issuers shown received ≥ 3 shareholder proposals, representing 83.89% of the 118 total proposals submitted during the 2026 proxy season. Page 27 shows all issuers, including those with fewer than three proposals.

Source: ISS Corporate and SEDAR+. Data captures shareholder proposals received by Canadian companies under ISS' Canada coverage. ESG categorizations by Kingsdale.

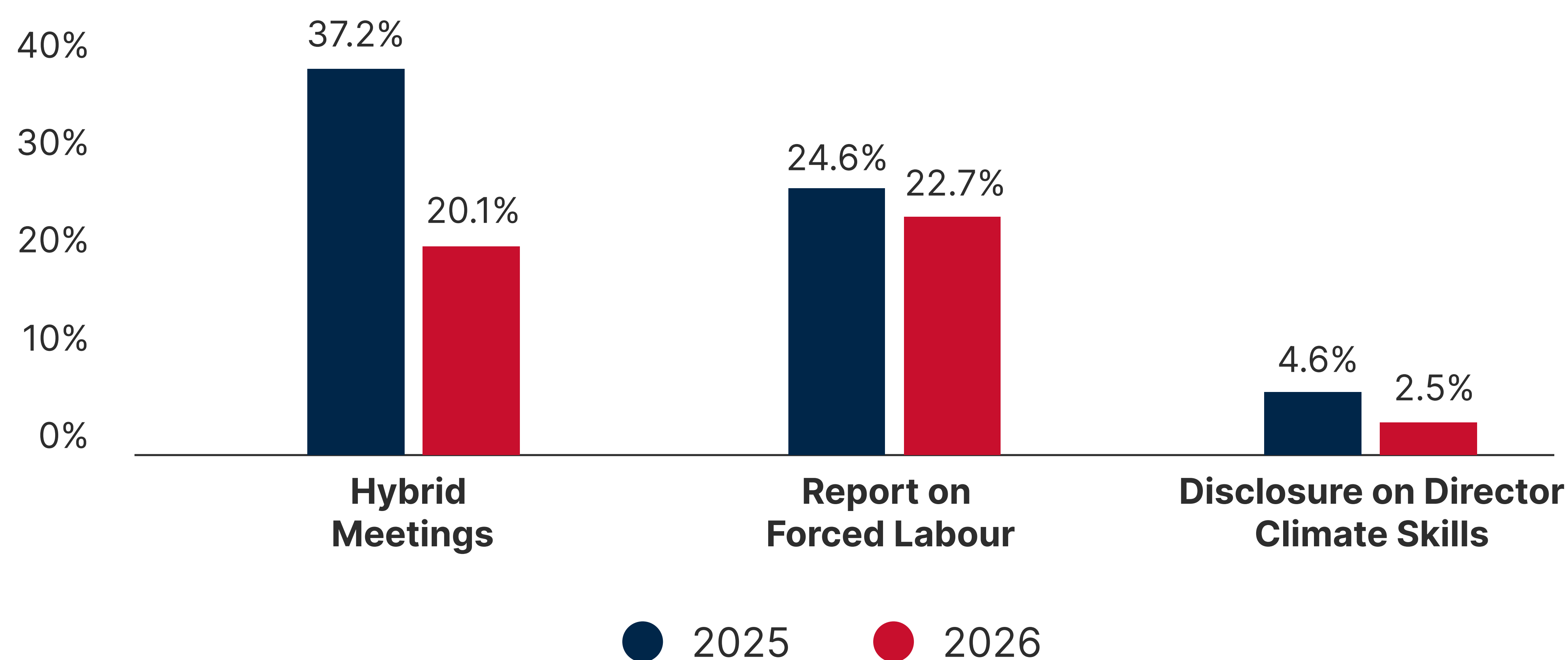


Broader Trends In Shareholder Support

ESG Shareholder Proposals: Submitted, Voted and Withdrawn (2026)



Trends in Support Levels among Repeat Proposals (2025 – 2026)



- > Support for shareholder proposals fell to a five-year low, with 93 proposals that went to a vote averaging just 9.3% support, down from 12.4% in 2025.
- > The decline occurred despite proxy advisor support remaining broadly consistent with 2025, suggesting that favourable recommendations alone were not enough to drive stronger shareholder backing.



Broader Trends In Shareholder Support

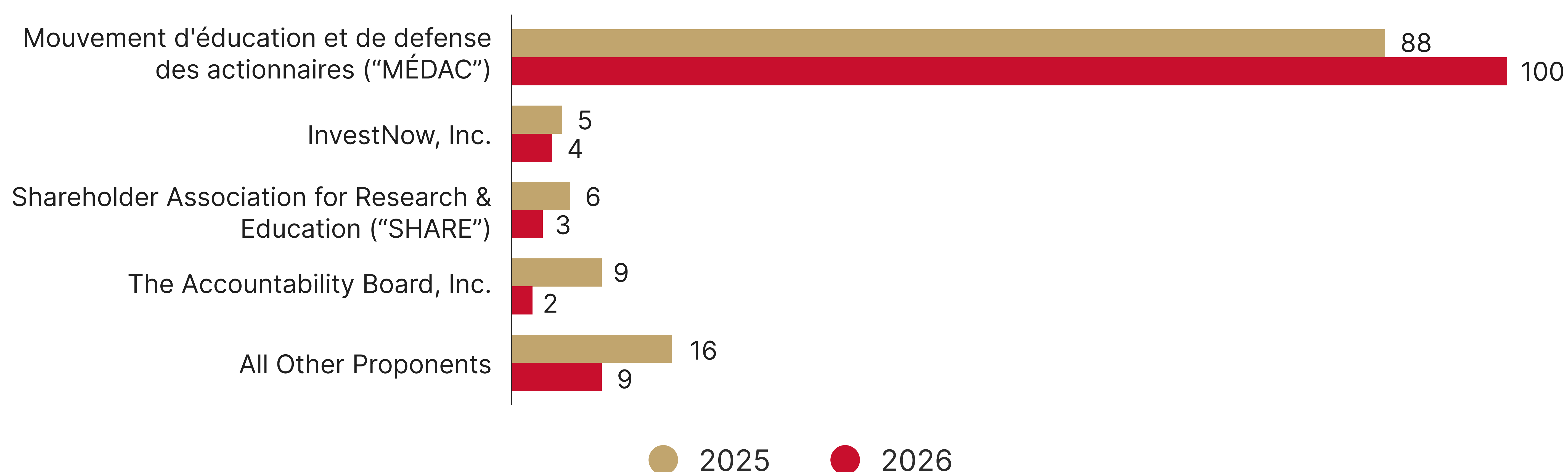
- > New topics emerged, but familiar themes continued to dominate, including Say-On-Climate, hybrid AGMs and climate-related board skills, alongside newer proposals focused on retail participation and AI oversight.
- > Approximately one-quarter of proposals repeated demands raised in 2025, suggesting that recurring proposals may be contributing to lower shareholder appetite for issues that have repeatedly appeared on the ballot.
- > No shareholder proposal received majority support in 2026. The highest-supported proposal, calling for hybrid AGMs at Alimentation Couche-Tard, received 36.2%. Notably, the only successful proposal in 2025 also focused on hybrid AGMs, at Dollarama.





Shareholder Proposal Concentration: Issuers & Proponents

Proponent-level Overview (Canada) 2025 v. 2026



- > Shareholder proposal activity remained highly concentrated among Canada's largest banks, with the Big Six receiving 59 proposals, representing 50% of all proposals submitted in 2026 and up slightly from 54 in 2025.
- > Bank of Montreal and Royal Bank of Canada were the most targeted issuers, receiving 11 proposals each.
- > Proponent activity was similarly concentrated, with MÉDAC accounting for the vast majority of submissions. Outside of MÉDAC, activity remained limited, with InvestNow Inc., the Accountability Board and the Shareholder Association for Research & Education (SHARE) among the other active proponents.
- > Vancity Investment Management was notably absent from Canadian proposal activity, after submitting four proposals in 2025, although it remained active in the U.S. with an AI-related proposal at Alphabet Inc.
- > InvestNow was the only proponent to submit anti-ESG proposals, reflecting its continued focus on issues affecting Canada's domestic resource sector, including oil and gas.
- > MÉDAC's dominance in proposal volume did not translate into stronger shareholder support, with its 82 proposals that went to a vote averaging 9.1% support, compared with 10.1% for proposals submitted by other proponents.



Shareholder Proposals: On The Ballot (ESG)

Environmental

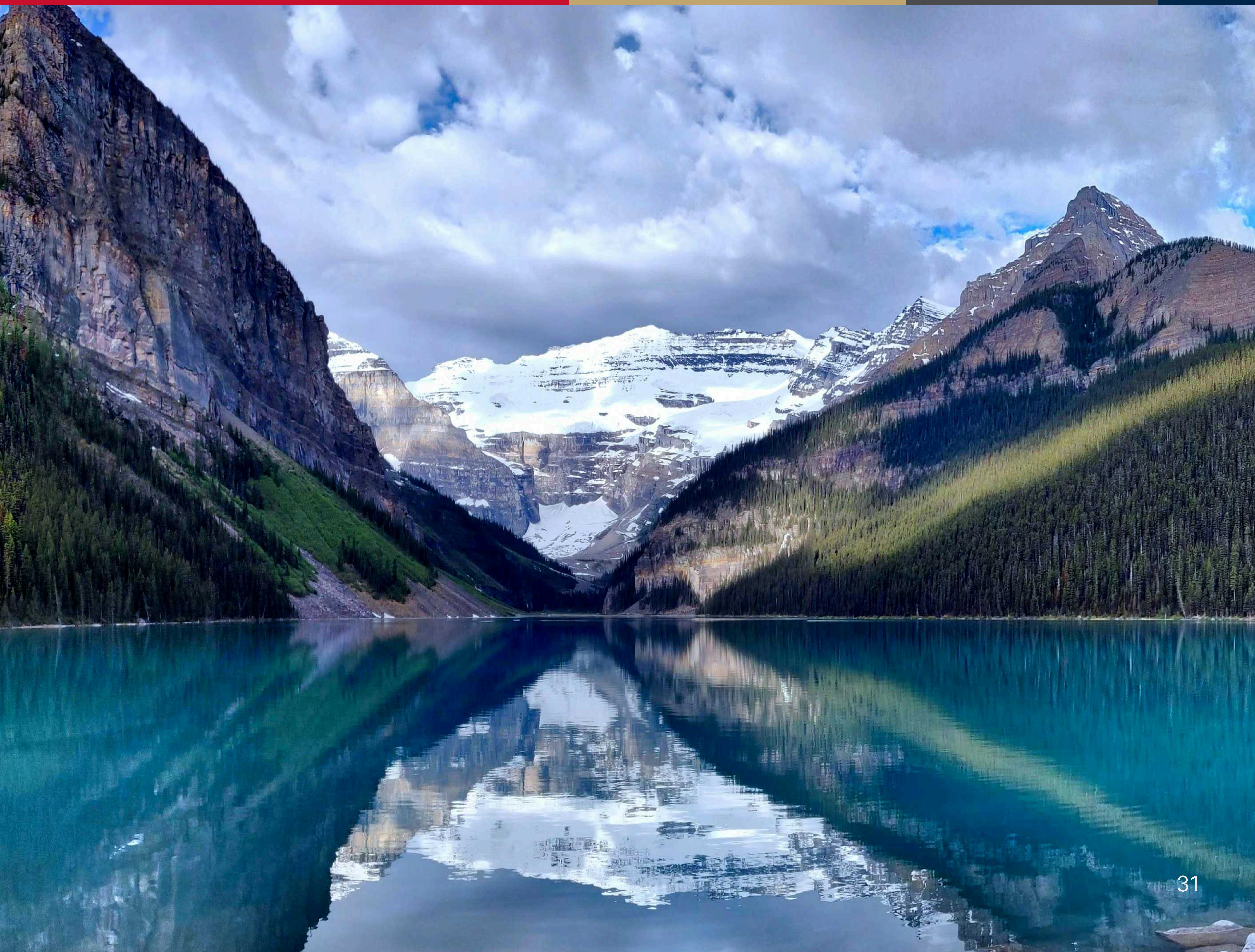
Disclose	Account for Environmental and Climate Change Expertise in Directors' Skills Matrix	 
	Detailed Report on the Physical Risks Relating to Climate Change	
	Disclose Greenhouse Gas Emissions (GHG) Reduction Strategy	 
	Financed Emissions Disclosure	
	Report on Loans Made by the Bank in Support of the Circular Economy	
	Report on Sustainability	
Implement	Advisory Vote on Environmental Policies	         
	Establish Formal Action Plan on Minimizing All Forms of Operations Waste	

Source: ISS-Corporate and SEDAR+. Data captures shareholder proposals received by Canadian companies under ISS' Canada coverage. Timeframe is shareholder meetings held from July 1, 2025 to June 30, 2026. ESG categorizations by Kingsdale.



Shareholder Proposals: On The Ballot (ESG)

- Environmental proposal activity moderated in 2026, with 20 proposals submitted, down from 23 in 2025.
- Average support declined to 13.5% from 16.1% in 2025, but remained higher than Social and Governance proposals, which averaged 7.9% and 8.2%, respectively.
- Targeted environmental proposals continued to attract comparatively stronger support, particularly those focused on specific disclosures or operational measures. Dollarama's proposal on reducing operational waste led the category with 21.6% support, broadly consistent with its 2025 result.





Shareholder Proposals: On The Ballot (ESG)

Social

Disclose	Report on Forced Labor and Child Labor in Lending Portfolios	  
	Disclose Company's Progress Toward Ending Property Controls	
Implement	Increase Youth Representation in the Bank's Governing Bodies	     
	Establish a Permanent Advisory Committee on the Systemic Impact of the Bank's Decisions	     
	Human Rights Risk Assessment	

- > Social proposal activity declined sharply in 2026, with 17 proposals proceeding to a shareholder vote, down more than 50% from 2025. Proposals included calls for greater youth representation at the management and board levels.
- > Shareholder support continued its decline, falling to an average of 7.9% from 9.3% in 2025 and 15.1% in 2024.
- > Canada's Big Six banks remained key targets, receiving proposals that included calls for dedicated committees to assess the broader impacts of their operations on communities and the environment.

Source: ISS-Corporate and SEDAR+. Data captures shareholder proposals received by Canadian companies under ISS' Canada coverage. Timeframe is shareholder meetings held from July 1, 2025 to June 30, 2026. ESG categorizations by Kingsdale.



Shareholder Proposals: On The Ballot (ESG)

- > Affordability emerged as another area of focus, with the BC General Employees' Union (BCGEU) calling on Loblaw Companies Limited to report on its progress in eliminating property controls that the proponent argued could limit grocery competition and affordability. The proposal received 5.3% support.
- > The BCGEU has previously raised similar affordability concerns, submitting proposals at two Big Six banks in 2023 related to exclusivity clauses associated with REIT-financed residential properties. Both were subsequently withdrawn.



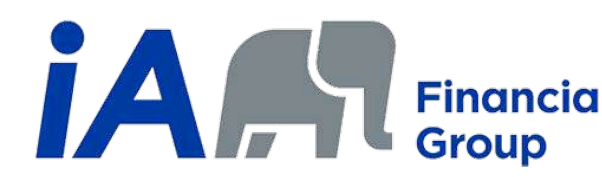
Shareholder Proposals: On The Ballot (ESG)

Governance

Disclose	Enhance Transparency and Shareholder Dialogue in a Multiple Voting Shares Context	CGI
	Publish Findings on Capital Return Policy and Ensure Alignment of Shareholder Interest	LABRADOR IRON ORE ROYALTY CORPORATION
	Disclose Non-Confidential Information Relating to the Bank's Country-by-Country Reporting	BMO Scotiabank CIBC NATIONAL BANK RBC Royal Bank TD Bank
	Adopt and Disclose Policy to Review and Disclose Findings for Directors with Low Vote Support	Premium Brands
	Adopt and Disclose Policy to Regularly Disclose Director Voting Records	Premium Brands
	Report on AI-Use in High-Level Decision-Making, Risk Assessment and Loan Grants	BMO Scotiabank RBC Royal Bank TD Bank
	Report on Advisory Vote on Executive Compensation	QUEBECOR
	Commit to Filing ESG Reports Backed by Reasonable Assurance Engagement	LAURENTIAN BANK
Implement	Approve In-Person Annual Meetings while Offering a Virtual Component as a Complement	Couche-Tard Cascades COGECO CGI DOLLARAMA RBC Royal Bank
	Strengthen Shareholder Participation in AGMs	AIR CANADA AtkinsRéalis BMO Scotiabank BCE



Shareholder Proposals: On The Ballot (ESG)

Implement		            
	Undertake a Formal Market Testing Process	
	Approve Change of Auditors	
	Adjust Governance Practices in Light of the Risks Related to Trade Tensions with the U.S.	
	Adopt Performance-Aligned Compensation Policy	     
	Adopt New Skill Diversification Policy	    
	Regulating AI in order to Safeguard the Human Aspect	
	Adopt a Policy on Responsible Use of AI in the Company's Business and Operations	

Source: ISS-Corporate and SEDAR+. Data captures shareholder proposals received by Canadian companies under ISS' Canada coverage. Timeframe is shareholder meetings held from July 1, 2025 to June 30, 2026. ESG categorizations by Kingsdale.



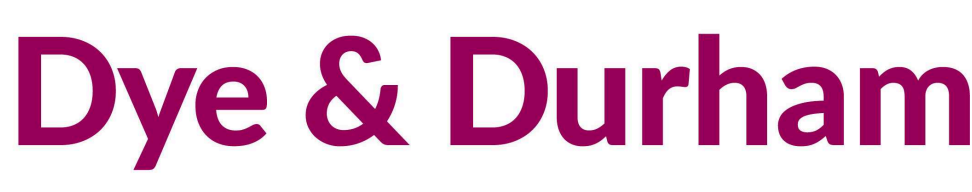
Shareholder Proposals: On The Ballot (ESG)

- > Governance proposals reached a record high in 2026, more than doubling to 56 from 26 in 2025 and surpassing the previous high of 41 in 2024.
- > Record proposal volume did not translate into stronger shareholder support, with average support falling to 8.2% from 14.0% in 2024, a decline of more than 40%.
- > Proposals spanned shareholder participation, transparency and emerging governance risks, including AGM accessibility, voting disclosure, country-by-country reporting and AI oversight.
- > AI proposals became fewer but more focused, declining to six from 14 in 2025 and shifting from broad calls for voluntary codes of conduct toward disclosure of how issuers assess, manage and oversee AI-related risks.
- > Proposals calling for enhanced disclosures attracted comparatively stronger support, with three proposals focused on transparency in either voting results or low director support averaging 25.5%, well above the overall governance average.
- > AGM accessibility remained a recurring theme, with six proposals calling for hybrid meetings rather than virtual-only formats.

ABSTRACT DESIGN



Shareholder Proposals: Withdrawn

Environmental	Disclose	Disclosure of Climate Transition Readiness on a Sector-wise Basis	BMO 
	Implement	Establish Formal Action Plan on Minimizing All Forms of Operations Waste	Couche-Tard 
	Anti-E - Implement	Return to Viewpoint Neutrality and Fiduciary Duty	BMO  Scotiabank  CIBC  TD Bank 
Social	Disclose	Disclose Languages Mastered by Employees	Couche-Tard 
		Disclose Language Mastered by Executives	Couche-Tard 
		Formal Recognition of the Board of Directors' Systemic Role	LAURENTIAN BANK 
		Report on Forced Labour and Child Labour in Lending Portfolios	Scotiabank 
	Implement	AI and Code of Conduct	Bombardier  POWER CORPORATION OF CANADA 
		Inclusion of Young People in the Bank's Bodies	LAURENTIAN BANK 
		Social Dividend and Better Value Distribution	LAURENTIAN BANK 
Governance	Disclose	Report on AI-Use in High-Level Decision-Making, Risk Assessment and Loan Grants	BCE  NATIONAL BANK 
		Action to Improve the Support Level of the Advisory Vote on Executive Compensation	AIR CANADA  Cascades 
	Implement	Adopt New Skill Diversification Policy	NATIONAL BANK  LAURENTIAN BANK 
		Amend By-law Regarding Contested Meetings	D&D  Dye & Durham 
		Ethical Framework for Participation in the Defense Efforts	Bombardier 
		Optimizing Technology Investments Based on Organizational Size and Financial Capabilities	LAURENTIAN BANK 
		Potential Enhancements to the Operation of Banking Offerings	BMO 
		Responsible and Performance-Aligned Compensation Policy	LAURENTIAN BANK 
		Strategic Diversification of Director Skills	Bombardier 



Shareholder Proposals: Withdrawn

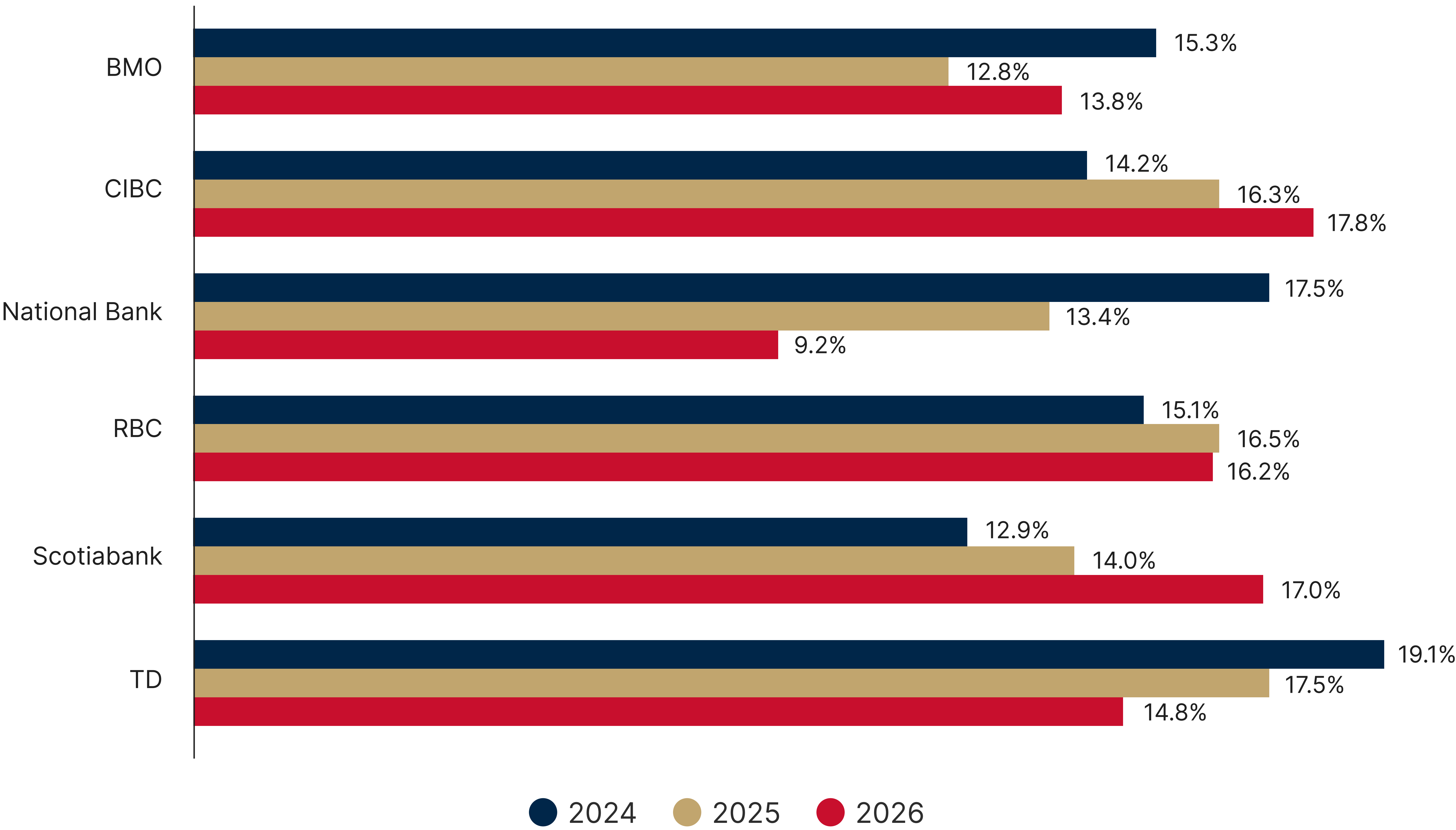
- > 25 shareholder proposals were withdrawn during the 2026 proxy season, with 21 withdrawn before proxy materials were filed.
- > Four withdrawn proposals were anti-environmental, with InvestNow calling on issuers to avoid what it characterized as ideology-driven operational and investment decisions, including decarbonization-based financing.
- > Bilingualism proposals declined sharply, with only two filed and subsequently withdrawn at Alimentation Couche-Tard, compared with 16 proposals that went to a vote across multiple sectors in 2025.
- > Four proposals were withdrawn after proxy circulars had been filed, with proposals at Alimentation Couche-Tard and Dye & Durham ultimately removed from consideration at their respective 2026 AGMs.



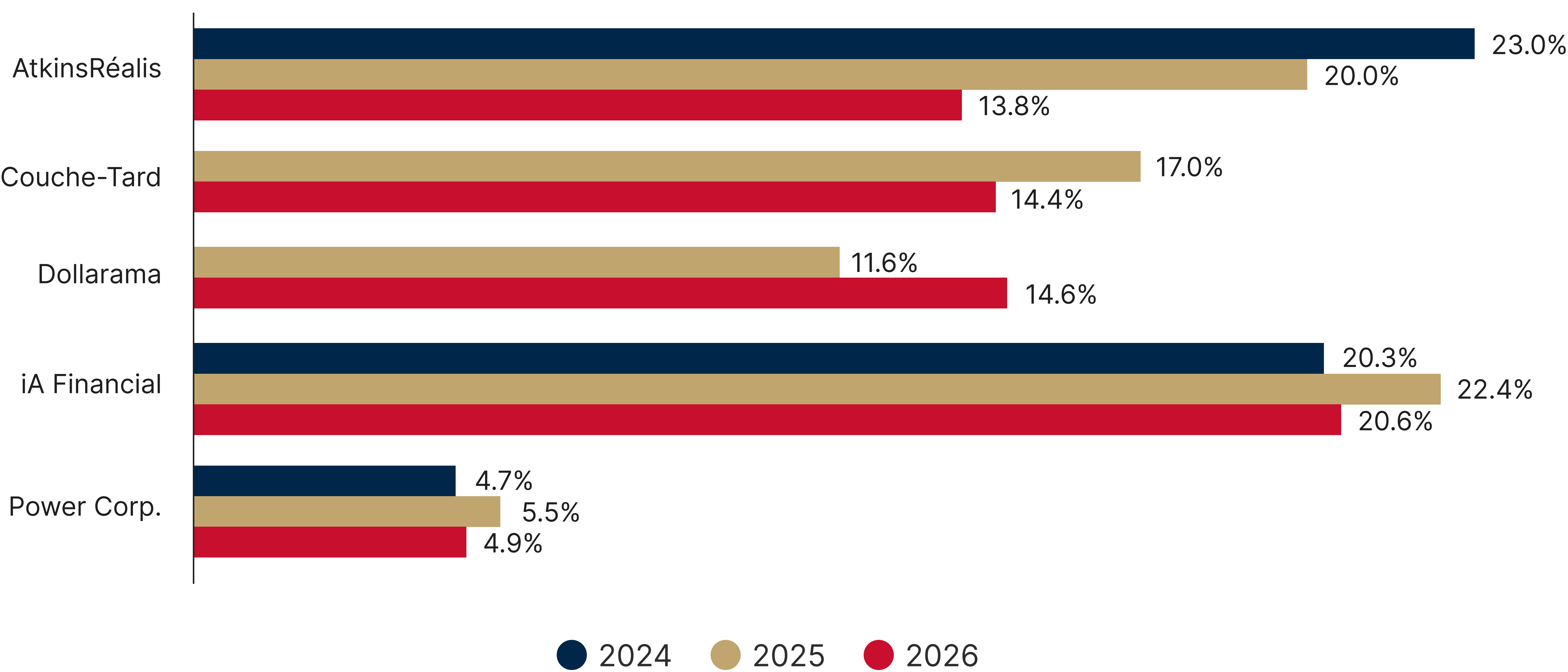


Say-On-Climate Proposals

Say-On-Climate Support % (Big Six Banks)



Say-On-Climate Support % (Other Issuers)



Source: ISS-Corporate and SEDAR+. Data captures shareholder proposals received by Canadian companies under ISS' Canada coverage. Timeframe is shareholder meetings held from July 1, 2025 to June 30, 2026. ESG categorizations by Kingsdale.



Say-On-Climate Proposals

- > Say-On-Climate remained a recurring theme across Canada's Big Six banks, with all six receiving proposals calling for an advisory climate vote. Despite the dissolution of the Net-Zero Banking Alliance in October 2025, average support remained relatively stable at 14.8%, compared with 15.1% in 2025.
- > No anti-ESG proposal proceeded to a vote in 2026, compared with four in 2025, which attracted average support of just 0.9%.



SHAREHOLDER ENGAGEMENT IN A NEW ERA



Shareholder Engagement In A New Era

Technology, investor customization and retail participation are challenging the one-size-fits-all voting model

The era of using a handful of benchmark policies to anticipate how shareholders will vote is drawing to a close. The next phase of proxy voting will be more customized, more technology-enabled and potentially harder to predict.

For years, issuers could look to ISS and Glass Lewis as important reference points for anticipating voting outcomes. Those benchmarks remain influential, but they are increasingly becoming one input in a more complex voting ecosystem.

Investors are developing proprietary voting frameworks. Technology is making those frameworks easier to apply at scale. Proxy advisors themselves are moving toward greater customization. And retail shareholders are gaining new mechanisms to participate.

For issuers, the implication is significant; knowing what ISS or Glass Lewis may recommend will remain important, but it may no longer be enough to confidently predict how the shareholder base will vote.

Three Forces Reshaping The Vote

Investors Are Taking Greater Control

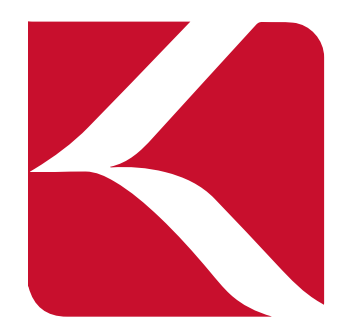
Technology is enabling institutional investors to bring more proxy analysis and decision-making in-house, allowing votes to more closely reflect their individual investment mandates and stewardship priorities.

Wells Fargo Wealth & Investment Management introduced an internal proxy voting service based on its own policies and voting instructions, while continuing to use Broadridge for technology and vote processing.

J.P. Morgan Asset Management has taken the shift further, incorporating AI into its internal voting process across approximately 3,000 U.S. company meetings.

What Is Changing

The voting decision is moving closer to the investor. As technology lowers the cost and complexity of applying proprietary policies at scale, reliance on standardized voting approaches may continue to decline.



Shareholder Engagement In A New Era

Proxy Advisors Are Moving From Benchmark To Bespoke

ISS and Glass Lewis are evolving alongside their clients.

ISS Gov360 provides governance research without an accompanying vote recommendation, while Custom Lens enables investors to tailor analysis and recommendations around their own voting policies.

Glass Lewis plans to move away from a single benchmark recommendation beginning in 2028 in favour of perspectives aligned with different investment and stewardship philosophies.

What Is Changing

Proxy advisors are not necessarily becoming less important. The source of their influence is evolving from a single recommendation toward the research, data, policy tools and infrastructure investors use to make and execute their own decisions.

The Voting Base Is Expanding

Retail shareholders have historically participated at significantly lower rates than institutional investors, leaving a meaningful portion of the shareholder base uninstructed.

That dynamic is beginning to attract attention.

In the U.S., new approaches including ExxonMobil's retail voting program are seeking to make participation easier. In Canada, Kingsdale identified proposals at 18 issuers calling for greater retail access to AGMs and increased transparency around shareholder participation.

What Is Changing

For companies with significant retail ownership, even modest increases in participation will become consequential in close or contested votes.



Shareholder Engagement In A New Era

Regulation Is Accelerating The Shift

U.S. regulatory scrutiny is adding another layer of pressure, particularly around ESG, DEI and other factors perceived as non-financial. At the same time, updated SEC guidance has clarified the line between ordinary shareholder engagement and conduct that may require a Schedule 13D filing.

Investors may generally discuss their views and voting rationale with issuers while remaining eligible to file on Schedule 13G. However, more forceful efforts to influence strategy, governance, executive compensation, board composition or major transactions may cross that line. Together, these developments are increasing pressure on institutional investors to ensure their engagement and voting decisions are grounded in their own policies, fiduciary analysis and economic rationale.





The New Voting Equation For Issuers

One Institution

≠

One Policy

Different funds within the same institution may increasingly apply different policies based on mandate, strategy or stewardship priorities.

Benchmark

≠

Outcome

An ISS or Glass Lewis recommendation remains important but may become a less reliable predictor of the ultimate vote.

**More
Customization**

=

Less Visibility

As proprietary policies and internal systems expand, the factors driving individual investor decisions may become harder for issuers to see.

**Shareholder
Intelligence**

=

**Stronger Vote
Position**

Effective forecasting will increasingly depend on understanding investor-specific policies, historical voting behaviour, fund-level differences and the issues most likely to influence each holder.



What Happens When Retail Shareholders Begin To Show Up?

For decades, proxy season has largely been an institutional affair.

Boards have spent considerable time understanding the priorities of pension funds, asset managers and proxy advisors, recognizing that a relatively small group of investors often determines the outcome of director elections, Say-On-Pay proposals and strategic transactions.

Retail shareholders, by contrast, have largely remained on the sidelines.

That is starting to change.

The ExxonMobil Test Case

ExxonMobil's Voluntary Retail Voting Program enables eligible retail shareholders to provide standing instructions to vote in line with the Board's recommendations at future meetings, while retaining the ability to opt out or override their instructions.

The program targets a significant participation gap. Retail investors hold approximately 40% of ExxonMobil's shares, yet historically only one in four individual investors voted, leaving a substantial pool of voting power largely untapped.

Exxon's 2026 AGM offered an early test of the program's impact. A proposal seeking additional standing voting options not aligned with the Board received 23.5% support, while ExxonMobil's redomiciliation to Texas received 71.3% support despite opposition from ISS and Glass Lewis.

While the results do not establish the program as the determining factor in either result, they suggest that retail shareholders could become a more influential voting group.

Why Retail Participation Matters

For issuers with a substantial retail shareholder base, particularly those facing an activist campaign, contested director election, contentious shareholder proposal or transformational transaction, the vote control math would look very different with increased retail participation.

A historically disengaged segment of the register becomes consequential when margins are tight.



What Happens When Retail Shareholders Begin To Show Up?

Technology is also lowering barriers to participation. Voting interfaces are becoming easier to use, shareholder communication is increasingly digital, and new mechanisms are emerging to make participation less burdensome.

The opportunity for issuers is not simply to generate more votes. It is to better understand and engage a shareholder constituency that has historically received less attention as compared to institutional investors.

And that raises an important question for Canada.

Could It Happen In Canada?

An Exxon-style program may be possible in Canada, but replication would not be straightforward. Canada's proxy framework is largely built around meeting-specific voting instructions, while ExxonMobil's model relies on standing instructions that extend across future meetings.

A Canadian model would therefore need to address questions around proxy validity, informed consent, revocation rights, intermediary-held shares, regulatory requirements and fair treatment of competing viewpoints, particularly in contested situations.

The Safeguards Would Matter

Any Canadian approach would likely require strong protections for shareholder autonomy, including voluntary participation, continued access to proxy materials, simple opt-out provisions, the ability to override standing instructions and additional safeguards for contested or transformational votes.

Even then, concerns could remain that a management-sponsored program may affect incumbents by converting historically unvoted retail shares into more consistent support for management.

The right approach for Canada will be finding the balance between increasing retail participation and preserving informed, independent shareholder choice.

KINGSDALE TAKEAWAY

Boards should understand the voting power within their retail base now and assess whether greater participation could become consequential when the stakes are highest.

For Canadian issuers, an Exxon-style program presents a clear first-mover challenge given the legal, regulatory and operational complexities. But it may take only one successful model, one that increases retail participation and preserves shareholder rights, to prompt broader adoption.



Tokenization: When Ownership Moves Onchain, What Happens To The Vote?

Tokenization is moving from the margins of financial markets toward the central infrastructure that supports them. At its simplest, tokenization uses distributed ledger technology to digitally represent an asset or the rights attached to it. Digitally representing shares or related interests could enable fractional ownership, broader market access, faster settlement and more automated corporate actions. By March 2026, tokenized equity supply had approached US\$1 billion, with approximately 90% of reported trading volume originating outside the United States.

This shift has reached shareholder voting. At its May 2026 annual meeting, Galaxy Digital became the first U.S. listed issuer to hold an onchain shareholder vote, allowing tokenized holders to vote through digital wallets alongside a conventional proxy channel. The vote demonstrated the potential of tokenization and the complexity of transition as new and traditional infrastructure coexist.

Greater access and onchain transparency, however, do not necessarily mean greater visibility into share ownership. A blockchain may identify the wallet holding a token without revealing who ultimately controls it, while custodial and synthetic structures can further separate economic exposure from legal ownership and voting rights.

The result could be a market that is more transparent at the transaction level, yet more fragmented at the shareholder level. For boards, the critical question is therefore not simply whether shares can move onchain. It is who legally owns the share, who controls the vote and whether that shareholder can be identified and engaged when it matters most.

The Market Is Early And Canada Is Moving

In March 2026, Export Development Canada issued a C\$100 million tokenized bond through Project Samara with the Bank of Canada, RBC and TD. Using real securities and investors, the project tested issuance, secondary trading and settlement on distributed ledger infrastructure using wholesale central bank money.



**C\$100
MILLION**

Value of Canada's first tokenized bond issued through Project Samara



**240+
ORGANIZATIONS**

Engaged through the CSA's Project Tokenization



**30+
FIRMS**

Participated in DTCC's July 2026 production tokenization initiative



**~US\$1
BILLION**

Tokenized equity supply by March 2026



**91%
SURVEYED**

Of jurisdictions surveyed by IOSCO reported no or very limited commercial tokenization use cases



Tokenization: When Ownership Moves Onchain, What Happens To The Vote?

The results demonstrated both the promise and complexity of tokenization. Faster settlement and improved data integrity reduced counterparty and settlement risk, while liquidity costs, system complexity and new governance and operational risks remained. New technology may remove some intermediaries and inefficiencies without eliminating the need for trusted market infrastructure.

The Canadian Securities Administrators is taking the conversation further through Project Tokenization, engaging more than 240 organizations to examine how tokenized financial products intersect with Canadian securities law, with future phases potentially including live market testing.

Canada's framework is still being shaped. The decisions made now could influence not only how tokenized securities trade, but how ownership, shareholder rights and ultimately governance, operate within the market.

A Token Is Not Necessarily A Share

Not all tokenized equities create the same relationship between an investor and an issuer. Some may represent the underlying security itself and preserve traditional shareholder rights, including voting and dividends. Others may represent an indirect interest held through a custodian or simply provide economic exposure to a company's share price without making the token holder a shareholder at all. That distinction is fundamental to governance.

As tokenization develops, the universe of investors with economic exposure to an issuer could increasingly differ from those legally entitled to vote. Understanding where ownership, economic exposure and voting power reside will become increasingly important.

The Proxy System Could Eventually Be Rewritten

Tokenization could eventually reshape a proxy system that relies on multiple intermediaries to identify eligible shareholders, distribute materials, collect instructions and reconcile votes.

If digital ownership becomes directly connected to governance rights, shareholder identification could become more immediate, voting rights could travel with the security and corporate actions could become increasingly automated.

Nasdaq is already exploring this future through an issuer focused model connecting blockchain records to official share registries and contemplating applications across proxy voting, corporate actions and shareholder engagement.



Tokenization: When Ownership Moves Onchain, What Happens To The Vote?

However, the transition could initially add complexity as new ownership infrastructure coexists with existing proxy processes. For issuers, the challenge may be simultaneously managing two systems before the market ultimately arrives at one.

Canada Has An Opportunity To Shape The Rules Before They Shape The Market

Tokenization remains early, but market infrastructure is advancing quickly. In July 2026, DTCC processed live tokenized securities transactions with more than 30 firms, ahead of the planned launch of its broader tokenization service in October 2026.

For Canada, this creates an important window to shape the framework while the market is still developing. The conversation must extend beyond trading, settlement and custody to shareholder identification, voting rights, issuer engagement and proxy execution.

These factors sit at the intersection of market infrastructure and corporate governance. As the rules take shape, issuers should have a voice in how the future of ownership and shareholder rights is designed.

KINGSDALE TAKEAWAY

Tokenization may change how securities are issued, held, transferred and settled. It may eventually change how votes are delivered and counted. But it does not change the fundamental question facing boards when the stakes are highest. Who owns the company, who controls the vote and how do you reach them?

As Canada develops its tokenization framework, the opportunity is bigger than putting securities onchain. It is to build market infrastructure that improves efficiency and access without making shareholders harder to identify, understand or engage.

Important questions remain. How should ownership be determined across wallets, custodians and intermediaries? Can greater onchain transparency translate into better shareholder identification without compromising privacy? Could voting rights eventually become programmable? And what happens in a contested situation when economic exposure and legal voting power sit in different hands?

The technology may change the infrastructure. It will not change the need to understand and engage shareholders.

Kingsdale will explore these questions in greater depth in its forthcoming white paper on tokenization and the future of Canadian capital markets, including the evolving regulatory landscape and implications for shareholder ownership, intelligence, engagement, proxy voting and corporate governance. The white paper will be published in early Q4 2026.

An aerial photograph of a city skyline at dusk. The city is densely packed with tall buildings, many of which are illuminated with warm lights. In the background, a range of mountains with snow-capped peaks is visible under a cloudy sky. In the foreground, a body of water contains several sailboats. The image is divided by a large white diagonal shape that runs from the top left to the bottom right, creating a modern, geometric design.

CEO SUCCESSION



CEO Succession: The Ultimate Test Of Board Preparedness

A Three-Year Look At CEO Transitions Across The S&P/TSX Composite

CEO succession is inevitable. Whether it is planned or reactive is a test of governance.

Few board decisions are more consequential than selecting the CEO responsible for executing corporate strategy. A well-developed succession plan can preserve institutional knowledge, minimize disruption and provide leadership continuity. A reactive transition can introduce uncertainty, interim leadership, costly recruitment arrangements and questions about whether the board was prepared.

Kingsdale's review of CEO transitions among S&P/TSX Composite companies from July 1, 2023 to June 30, 2026, points to a clear preference for internal succession and leadership continuity, suggesting that many boards are developing potential successors before a transition becomes imperative.

But not every transition follows the same path. The following three cases illustrate how different approaches to succession can shape the transition itself.

Three Companies. Three Succession Models.



Alimentation Couche-Tard: Succession by Design

Couche-Tard represents the clearest example of a planned internal succession. Alex Miller had been deliberately positioned for broader leadership responsibility, including his appointment as COO in 2023, before being named CEO when Brian Hannasch's retirement was announced in June 2024.

There was no interim CEO, no prolonged search and no material appointment-related compensation. Importantly, Couche-Tard also provided detailed disclosure of its succession framework, including board oversight, executive development and emergency succession planning.

The transition provided continuity at the leadership and strategic levels, illustrating the value of developing credible internal successors well before they are needed.



CEO Succession: The Ultimate Test Of Board Preparedness

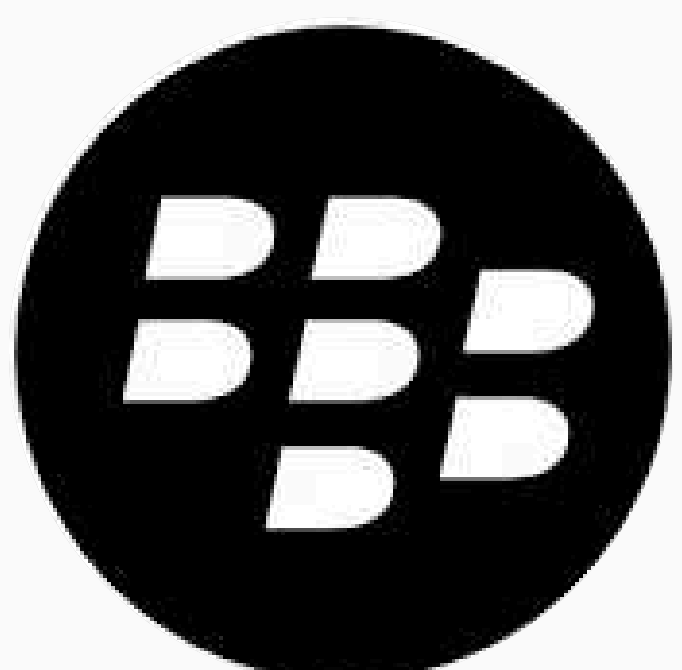


Northland Power: The Cost of a Delayed Transition

Northland Power illustrates a more reactive model. Mike Crawley's departure was announced without a permanent successor, followed by interim leadership and an external search that ultimately resulted in Christine Healy's appointment approximately eight months later.

The external appointment included approximately \$4.3M in make-whole and sign-on compensation, while public disclosure provided limited visibility into the succession pipeline that preceded the search.

Northland subsequently introduced a new corporate strategy focused on shareholder value creation. While broader business conditions also influenced performance, the transition illustrates the additional time, cost and uncertainty that can accompany a succession without an immediately available successor.



BlackBerry: An Internal Solution to a Reactive Transition

BlackBerry demonstrates that an internal appointment does not necessarily mean a planned succession.

John Chen retired in November 2023 without a permanent successor in place. Following 42 days of interim leadership, BlackBerry appointed John Giamatteo, then President of its Cybersecurity division, and granted him a \$6.0M promotion equity award.

The transition occurred following a strategic review and against a backdrop of earlier shareholder activism and governance concerns. Although the process bore several hallmarks of a reactive transition, BlackBerry ultimately benefited from having an experienced internal executive capable of leading its strategic repositioning.

The case underscores how a strong internal pipeline can provide continuity, even when the succession process is not seamless.



CEO Succession: The Ultimate Test Of Board Preparedness

Takeaway for Boards

CEO succession is inevitable. Whether it is planned or reactive is a test of governance.

Across the three cases, four lessons stand out:

- Build the pipeline before it is needed. Credible internal candidates provide boards with greater optionality and reduce transition risk.
- Treat succession as an ongoing process. Couche-Tard demonstrates the value of developing potential successors years before a transition.
- Understand the cost of being reactive. Unplanned transitions can require interim leadership, external searches and significant appointment-related compensation.
- Make preparedness visible. Clear succession disclosure gives shareholders greater confidence that leadership continuity is being actively overseen rather than improvised when a departure occurs.

KINGSDALE TAKEAWAY

CEO succession provides a clear window into board effectiveness, revealing whether leadership continuity has been deliberately planned or left to circumstance. At Kingsdale, we believe boards that maintain a credible leadership pipeline, actively oversee succession and prepare well ahead of a transition are better positioned to protect strategic continuity and shareholder confidence.



Methodology & Data Sources

Reporting Scope

This report provides insights into the 2026 proxy season, covering the period from July 1, 2025, to June 30, 2026, based on publicly available information as of June 30, 2026.

Kingsdale Advisors defines a proxy season as the period from July 1 to June 30 of the following year. References to the prior proxy season relate to the period from July 1, 2024, to June 30, 2025, unless otherwise specified. Where relevant, full-year references correspond to the calendar year (January 1 to December 31).

Data Sources

This analysis is based on a combination of public filings and proprietary research, including:

- SEDAR+ filings (including management information circulars and meeting materials)
- Public issuer disclosures
- Proxy advisor reports and voting recommendations
- Kingsdale Advisors' internal database of shareholder activism, proxy contests, and shareholder proposals

Methodology

Data has been compiled through a process of classification, validation, and aggregation across multiple sources to create a consolidated dataset. While every effort has been made to ensure accuracy, figures remain subject to refinement as additional disclosures come to light.

Notes

This report reflects the 2026 proxy season activity and should be interpreted in that context.



**WHEN THE STAKES
ARE HIGHEST,
BUSINESS LEADERS
CHOOSE KINGSDALE**



Wes Hall, ICD.D
Founder and CEO

Aaron Boles
President
aboles@kingsdaleadvisors.com
416.867.2355

Victor Li, MFin, CFA, HRCCC
Executive Vice President,
Governance Advisory
vli@kingsdaleadvisors.com
647.459.6180

Sylvia Hermina
Senior Vice President, U.S.
shermina@kingsdaleadvisors.com
201.463.8535

kingsdaleadvisors.com