

Stewardship Activity Report

Q1 2020

02 Stewardship Engagement Guidance to Companies in Response to COVID-19

This report covers our Stewardship Engagement Guidance to companies in response to COVID-19, the integration of R-Factor™ into our Proxy Voting and Engagement Guidelines, the enhancement of our Proxy Voting Guidelines on board quality and composition, the impact of our Fearless Girl Campaign following its third anniversary, the launch of our new Stewardship Platform to enhance operational efficiency and reporting, Q1 2020 engagement highlights, and regulatory submissions.

03 Integrating R-Factor™ Scoring System into Our Proxy Voting and Engagement Guidelines

Q1 2020 Voting & Engagement Breakdown

Number of Countries	59
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Number of Meetings Voted	2,730
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Management Proposals	20,378
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Votes For	82.8%
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Votes Against	17.2%
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Shareholder Proposals	453
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With Management	82.6%
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Against Management	17.4%
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04 Enhancing Our Proxy Voting Guidelines on Board Quality and Composition — 2020 Update

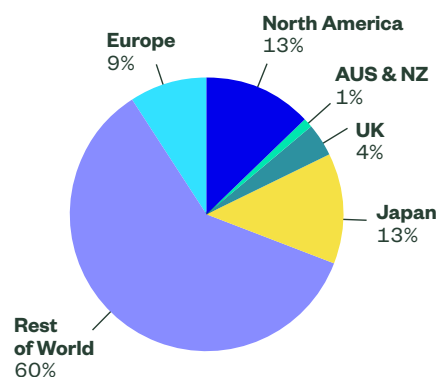
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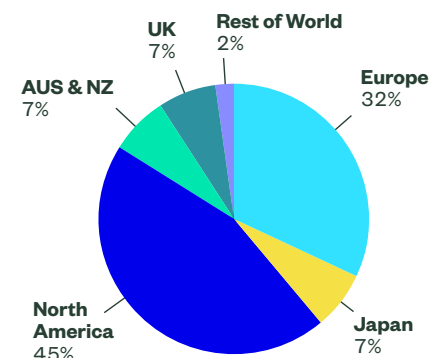
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Voting by Region



Engagement by Region



Source: State Street Global Advisors. As of March 31, 2020. Data are as of the date indicated, are subject to change and should not be relied upon as current thereafter.

Stewardship Engagement Guidance to Companies in Response to COVID-19

The outbreak of the COVID-19 pandemic in March 2020 and its rapid spread is a serious threat not only to global health but also to our communities, our economies and the investment returns people depend on.

In light of these extraordinary circumstances, in a [March publication](#), we shared some perspectives on our asset stewardship agenda for 2020, recognizing that our portfolio companies are going through a difficult time and that their immediate priority is the safety and well-being of their employees and other stakeholders.

As a long-term shareholder, we assured companies that we stand ready to help them navigate existential financial threats and market volatility, and to provide guidance through our stewardship engagements.

We also recognized that our engagement conversations, at least in the short-term, will likely shift from very specific longer-term material sustainability matters to more immediate environmental, social and governance (ESG) issues such as employee health, serving and protecting customers, and ensuring the overall safety of supply chains. Companies will also face a delicate balance in determining how to manage their short-term liquidity needs in order to maintain their financial stability. With this in mind, we encouraged our portfolio companies to:

- Refrain from undertaking undue risks that are beneficial in the short term but harm longer-term financial stability and the sustainability of the business model.
- Communicate to investors COVID-19's potential short- and medium-term impact to the business, overall operations and supply chains, including management preparedness and scenario-planning and analysis.
- Articulate how COVID-19 might impact or influence their approach to material ESG issues as part of their long-term business strategy.
- Lastly, to continue to help stop the spread of the virus, we encouraged companies to follow guidance from government authorities to either postpone their shareholder annual general meetings (AGMs) or shift to virtual meetings. When conducting an AGM meeting virtually, we expect companies to preserve all of the rights and opportunities afforded to shareholders through a physical meeting.

Integrating R-Factor™ Scoring System into Our Proxy Voting and Engagement Guidelines

In January 2020, in our annual letter to our portfolio companies, State Street Global Advisors' CEO Cyrus Taraporevala highlighted our continued focus on ensuring that portfolio companies are adequately managing material sustainability issues. The letter provided guidance designed to help boards of directors prioritize ESG issues within their organizations and outlined the changes to our proxy voting and engagement guidelines on sustainability issues.

At State Street Global Advisors, sustainability has been a focus of our Asset Stewardship program for a number of years. We first called on boards to integrate sustainability into their long-term strategic planning process in 2017, driven by our view that shareholder value is increasingly impacted by issues such as climate change, labor practices and consumer product safety. Since then we have conducted hundreds of engagements on this topic and have observed that fewer than 25 percent of portfolio companies we have evaluated have meaningfully identified, incorporated and disclosed material ESG issues in their strategies. In addition, companies are seeking further clarity from investors about which ESG issues they should focus on, how to do so, and how best to communicate their efforts.

Consequently, to address ESG more comprehensively, in 2019, we launched R-Factor, a transparent ESG scoring system that measures the performance of a company's business operations and governance as it relates to financially material and industry-specific ESG issues. Drawing on data from four leading providers and leveraging the Sustainability Accounting Standards Board (SASB) transparent materiality framework, R-Factor generates unique ESG scores for more than 7,300 listed companies globally and allows us to evaluate a company's performance against both regional and global industry peers.

By sharing scores directly with portfolio companies and incorporating their score more broadly into our stewardship program, we seek to encourage greater management and disclosure of ESG issues. We believe that doing so is in the best interests of investors and companies alike, and with this objective in mind, we will take the following action:

- Beginning with the 2020 proxy season, we will take appropriate voting action against board members at companies in the **S&P 500, FTSE 350, ASX 100, TOPIX 100, DAX 30 and CAC 40** indices that are laggards based on their R-Factor scores and also cannot articulate how they plan to improve their score.
- Starting in 2022, we will expand our voting action to include those companies who have been consistently underperforming their peers on their R-Factor scores for multiple years, unless we see meaningful changes.

We look forward to partnering with our portfolio companies to continue building more sustainable capital markets. Information for companies wishing to request their score can be found [here](#).

Enhancing Our Proxy Voting Guidelines on Board Quality and Composition — 2020 Update

Number of Allowable Board Mandates

We have revised our voting guidelines on the number of allowable board mandates for companies listed in Australia, Canada, Europe, the United Kingdom and the United States to better account for the growing time commitment that any given directorship requires. State Street Global Advisors may take voting action against a director under the following circumstances:

- Executive directors (named executive officers in the US) of a public company who sit on more than two public company boards
- Board chairs or lead independent directors who sit on more than three public company boards
- Director nominees who sit on more than four public company boards

Independent Board Leadership

We believe effective independent board leadership is a key component of good corporate governance and long-term value creation. State Street Global Advisors may take voting action against the chair of the nominating committee or its members at S&P 500 and STOXX Europe 600 listed companies that have combined the roles of chair and CEO and have not appointed a lead independent director or an independent deputy chair.

Gender Diversity

We have expanded our gender diversity voting guidelines (for details see the Fearless Girl section below) to Hong Kong and Singapore, focusing on companies listed on the Straits Times and Hang Seng indices. Further, in markets where we apply a gender diversity voting guideline, we will also vote against the entire nominating and governance committee, not just the chair, at companies where concerns exist about the lack of gender diversity for four consecutive years and the companies are unable to engage in a productive dialogue with us. Additional details are provided in the Fearless Girl Campaign section below.

For State Street Global Advisors' complete 2020 Proxy Voting and Engagement Guidelines, including a summary of material changes, please visit our website: <https://ssga.com/us/en/institutional/ic/strategies-capabilities/esg/asset-stewardship/asset-stewardship-report-library>.

Third Anniversary of Fearless Girl Campaign: Progress Continues

In March 2020, we celebrated the Fearless Girl campaign's third anniversary and International Women's Day by creating a "Living Wall," which highlighted the number of companies that have added their first female director to their boards since we began our campaign in March 2017. The campaign began with us placing a statue of a girl near Wall Street and calling on companies to have at least one woman on their boards, failing which, we would take voting action against directors on the board. We built on the strong momentum from our efforts in the US, the UK and Australia in 2017, and expanded our gender diversity voting guidelines to Europe, Canada and Japan in 2018.

After three years of productive engagements and voting, we are pleased to report that since the introduction of Fearless Girl in 2017, **681 companies, or approximately 49 percent of companies identified by State Street Global Advisors, responded to our call by adding a female director.**

	Companies Identified	Companies Added a Female Director
Australia	59	30
Canada	74	33
Europe (ex-UK)	13	9
Japan	295	101
United Kingdom	15	13
United States	928	495
Total	1,384	681

More information about our Fearless Girl campaign can be found [here](#).

State Street Global Advisors Launches Stewardship Platform

In January 2020, in order to enhance our Asset Stewardship program, we launched a new web-based Stewardship Platform that centralizes engagement and voting data as well as analytical and reporting capabilities on a single platform. The platform has enabled us to enhance the operational capabilities of the stewardship team, better track the impact and outcomes of our engagements, as well as improve the collaboration with active investment teams. In addition, State Street Global Advisors' R-Factor scores have been integrated into the platform to facilitate ESG evaluation and monitoring.

Engagement Highlights

EMEA

During an engagement with **Royal Boskalis Westminster N.V.**, we provided feedback on the company's new executive remuneration policy. We expressed concerns with the structure of the long-term incentive plan (LTIP), suggesting that awards be granted in performance shares, rather than in cash, to better align executives' interests with those of shareholders. Additionally, since share price development is the only performance target used in the LTIP, we encouraged the chair of the remuneration committee to include additional metrics to better align the plan with the company's long-term strategic objectives. Finally, we encouraged the company to provide more robust disclosure around the performance targets used in the LTIP, as in our view the current level of available information is limited.

In response to our feedback, the company committed to improving transparency on the targets used and to review the structure of the LTIP.

North America

During the first quarter of 2020, there were a number of significant senior leadership transitions, one of the most high profile of which was the resignation of **The Walt Disney Company's** CEO announced on February 25, 2020. State Street Global Advisors engaged with the company to discuss the succession planning process as well as the expectations for the leadership structure and senior management responsibilities moving forward.

In addition, as in previous years, we expressed concerns about the total quantum of CEO pay and the growing reputational risk resulting from this. Consequently, we did not support Disney's executive compensation at its 2020 AGM, as we believe that the board needs to take action in order to mitigate long-term reputational risk stemming from high levels of executive compensation.

Ahead of **Apple Inc.'s** AGM, we engaged with the company multiple times to discuss the resolution pertaining to "Freedom of Expression and Access to Information Policies." Based on these discussions and analysis of Apple's current disclosures, peer comparison, and the company's R-Factor™ score, we determined that the company's practices could be further strengthened, as certain aspects lagged those of its peers. During an engagement, State Street Global Advisors encouraged Apple to establish and publish a formal policy statement on human rights. Apple was agreeable to this request and intends to publish a formal statement on human rights with mention of freedom of expression within a year. Given the company's intent, we submitted an abstain vote on this proposal.

APAC

Last year we noted that shareholder activist campaigns in Japan were shifting from solely focusing on returning capital to shareholders toward also pursuing the opportunity to influence corporate strategy through board representation. After the US, Japan was the most targeted market for shareholder activist campaigns in 2019. We expect this trend to continue into 2020, as we have already seen a number of campaigns take place in the first quarter.

Shareholder activists achieved historical success at gaining board representation in 2019, which is partially attributed to their approaches becoming more sophisticated and oriented toward the long term. We expect directors to have the ability to effectively communicate their long-term strategies to shareholders. Furthermore, we expect boards to be composed of a diverse set of directors with the collective expertise necessary for formulating strategies best suited to maximizing sustainable returns.

State Street Global Advisors’ Comments on Exemptions from the Proxy Rules for Proxy Voting Advice

In January, State Street Global Advisors responded to the Securities and Exchange Commission’s (SEC) request for comment on proposed rules that would impact proxy advisors and their guidance. In our response, we supported the SEC’s overall effort to improve the proxy voting process, but we also raised concerns about the proposed rules.

In addition, in response to a proposal that companies be able to review proxy advisor reports prior to them being sent to investors, we noted that we have not seen evidence that a mandated review is necessary. However, we also noted that if such a review were mandated, it should be limited to a single review of the facts and data in the report and that investors should receive the draft report at the same time that the company does. We also suggested that proxy advisors should not be mandated to include links to company responses in their reports, nor should companies have access to any custom research or recommendations produced for proxy advisor’s clients.

Finally, in our view, while the proposals address certain aspects of proxy voting and are an important step in improving the proxy voting process, they do not address the core proxy plumbing issues, and, presumably, assume accurate recording of vote results. Therefore, we urged the SEC to move quickly to address plumbing and vote accuracy issues as well. We believe such reforms should include, at minimum, end-to-end vote confirmation and completion of the universal proxy rule, which would significantly reduce complexity when voting contested elections. State Street Global Advisors will continue to monitor proposed rules regarding the proxy voting process.

Drafted Revisions to the Principles for Responsible Institutional Investors, Japan's Stewardship Code

In Q1 2020, we submitted a [comment letter](#) on the drafted revisions to the Principles for Responsible Institutional Investors, Japan's Stewardship Code. We expressed our support of the revised draft, as it appropriately identifies ESG factors as financially material drivers of long-term performance and encourages asset managers to integrate ESG into the investment process. Additionally, it encourages asset managers to effectively conduct their stewardship activities through voting, engagement and reporting.

Companies Engaged

Company Name	Market-Country
AA Plc	United Kingdom-Europe
ABM Industries, Inc.	United States-North America
Acuity Brands, Inc.	United States-North America
Advantest Corp.	Japan-Asia & Pacific
Aircastle Limited	United States-North America
Alstom SA	France-Europe
Amazon.com, Inc.	United States-North America
AmerisourceBergen Corp.	United States-North America
AMP Ltd.	Australia-Asia & Pacific
Anthem, Inc.	United States-North America
Apple, Inc.	United States-North America
Aramark	United States-North America
Aristocrat Leisure Ltd.	Australia-Asia & Pacific
ASGN Incorporated	United States-North America
ASICS Corp.	Japan-Asia & Pacific
Assicurazioni Generali SpA	Italy-Europe
AstraZeneca Plc	United Kingdom-Europe
ATOS SE	France-Europe
AXA SA	France-Europe
Banco de Sabadell SA	Spain-Europe
Barclays Plc (Shareholder proposal proponent: Share Action)	United Kingdom-Europe
Bouygues SA	France-Europe
Cap Gemini	France-Europe
Cigna Corporation	United States-North America
Citizens Financial Group, Inc.	United States-North America
Commercial International Bank (Egypt) SAE	Egypt-Middle East
Credit Agricole SA	France-Europe
Danone SA	France-Europe
Dassault Systemes SA	France-Europe
DaVita Inc.	United States-North America
Deere & Co.	United States-North America
Deutsche Telekom AG	Germany-Europe
Dexus	Australia-Asia & Pacific
Diageo Plc	United Kingdom-Europe
Dolby Laboratories, Inc.	United States-North America
Duke Energy Corporation	United States-North America
E.ON SE	Germany-Europe
easyJet Plc	United Kingdom-Europe

Company Name	Market-Country
Edenred SA	France-Europe
Enagas SA	Spain-Europe
ENGIE SA	France-Europe
Enzo Biochem, Inc.	United States-North America
Enzo Biochem, Inc. (Dissident shareholder: Harbert Discovery Fund)	United States-North America
Euronext NV	Netherlands-Europe
Facebook, Inc.	United States-North America
Faurecia SA	France-Europe
FedEx Corporation	United States-North America
Ferguson PLC	United States-North America
Getlink SE	France-Europe
Greenbrier Cos., Inc.	United States-North America
Groupe Bruxelles Lambert SA	Belgium-Europe
Hamborner REIT AG	Germany-Europe
Hess Corporation	United States-North America
Hewlett Packard Enterprise Company	United States-North America
Hologic, Inc.	United States-North America
Host Hotels & Resorts, Inc.	United States-North America
Iberdrola SA	Spain-Europe
Immersion Corporation	United States-North America
Instructure, Inc.	United States-North America
Japan Tobacco Inc.	Japan-Asia & Pacific
Kirin Holdings Co., Ltd.	Japan-Asia & Pacific
Klepierre SA	France-Europe
Kone Oyj	Finland-Europe
Lennar Corp.	United States-North America
LivePerson, Inc.	United States-North America
Mack-Cali Realty Corporation (Dissident shareholder: Bow Street)	United States-North America
Mapfre SA	Spain-Europe
Mastercard Incorporated	United States-North America
MAXIMUS, Inc.	United States-North America
McDonald's Corporation	United States-North America
Mytilineos Holdings SA	Greece-Europe
Netflix, Inc.	United States-North America
Nexans SA	France-Europe
Novartis AG	Switzerland-Europe
Nuance Communications, Inc.	United States-North America

Companies Engaged (cont'd)

Company Name	Market-Country
ONEOK, Inc.	United States-North America
Orange SA	France-Europe
Pandora AS	Denmark-Europe
Paragon Banking Group Plc	United Kingdom-Europe
Pattern Energy Group, Inc.	United States-North America
Pattern Energy Group, Inc. (Dissident shareholder: Water Island)	United States-North America
PDC Energy, Inc.	United States-North America
PGE Polska Grupa Energetyczna SA	Poland-Europe
Plastic Omnium SA	France-Europe
Polski Koncern Naftowy ORLEN SA	Poland-Europe
Power Financial Corporation	Canada-North America
PTC, Inc.	United States-North America
QUALCOMM, Inc.	United States-North America
Recruit Holdings Co., Ltd.	Japan-Asia & Pacific
Renault SA	France-Europe
Royal Boskalis Westminster NV	Netherlands-Europe
Royal Dutch Shell plc	Netherlands-Europe
Royal KPN NV	Netherlands-Europe
Salesforce.com, Inc.	United States-North America
Samsung Electronics Co., Ltd.	Korea, Republic of-Asia & Pacific
Sanderson Farms, Inc.	United States-North America
Sanderson Farms, Inc. (Shareholder proposal proponent: As You Sow)	United States-North America
Santos Ltd. (Shareholder proposal proponent: ACCR)	Australia-Asia & Pacific
Scentre Group	Australia-Asia & Pacific
Schlumberger NV	United States-North America
Scout24 AG	Germany-Europe
SEGRO Plc	United Kingdom-Europe

Company Name	Market-Country
Sekisui House, Ltd.	Japan-Asia & Pacific
Sekisui House, Ltd. (Dissident shareholder)	Japan-Asia & Pacific
Shin-Etsu Chemical Co., Ltd.	Japan-Asia & Pacific
SL Green Realty Corp.	United States-North America
Spark Infrastructure Group	Australia-Asia & Pacific
Standard Chartered Plc	United Kingdom-Europe
Standard Life Aberdeen PLC	United Kingdom-Europe
Starbucks Corp.	United States-North America
SUNCORP.	Japan-Asia & Pacific
Target Corporation	United States-North America
The Walt Disney Co.	United States-North America
The Williams Companies, Inc.	United States-North America
Toshiba Machine Co., Ltd.	Japan-Asia & Pacific
TransDigm Group Incorporated	United States-North America
TUI AG	Germany-Europe
Tyson Foods, Inc. (Shareholder proposal proponent: Investor Advocates for Social Justice)	United States-North America
Ubisoft Entertainment SA	France-Europe
Ultragenyx Pharmaceutical, Inc.	United States-North America
UniCredit SpA	Italy-Europe
Veolia Environnement SA	France-Europe
Verso Corp.	United States-North America
Verso Corp. (Dissident shareholder: Atlas)	United States-North America
Vicinity Centres	Australia-Asia & Pacific
Woodside Petroleum Ltd.	Australia-Asia & Pacific
Woodside Petroleum Ltd. (Shareholder proposal proponent: ACCR)	Australia-Asia & Pacific
Zalando SE	Germany-Europe

About State Street Global Advisors

Our clients are the world's governments, institutions and financial advisors. To help them achieve their financial goals, we live our guiding principles each and every day:

- Start with rigor
- Build from breadth
- Invest as stewards
- Invent the future

For four decades, these principles have helped us be the quiet power in a tumultuous investing world. Helping millions of people secure their financial futures. This takes each of our employees in 27 offices around the world, and a firm-wide conviction that we can always do it better. As a result, we are the world's third-largest asset manager, with US \$2.69 trillion* under our care.

* AUM reflects approximately \$50.01 billion USD (as of March 31, 2020), with respect to which State Street Global Advisors Funds Distributors, LLC (SSGA FD) serves as marketing agent; SSGA FD and State Street Global Advisors are affiliated.

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State Street Global Advisors Worldwide Entities

Abu Dhabi: State Street Global Advisors Limited, Middle East Branch, 42801, 28, Al Khatem Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates. Regulated by ADGM Financial Services Regulatory Authority. T: +971 2 245 9000.

Australia: State Street Global Advisors, Australia Services Limited (ABN 16 108 671 441) (AFSL Number 274900) ("SSGA, ASL"). Registered office: Level 15, 420 George Street, Sydney, NSW 2000, Australia. T: 612 9240-7600. F: 612 9240-7611. **Belgium:** State Street Global Advisors Belgium, Chaussée de La Hulpe 120, 1000 Brussels, Belgium. T: 32 2 663 2036. F: 32 2 672 2077. SSGA Belgium is a branch office of State Street Global Advisors Ireland Limited. State Street Global Advisors Ireland Limited, registered in Ireland with company number 145221, authorized and regulated by the Central Bank of Ireland, and whose registered office is at 78 Sir John Rogerson's Quay, Dublin 2. **Canada:** State Street Global Advisors, Ltd., 1981 McGill College Avenue, Suite 500, Montreal, Quebec, H3A 3A8, T: +514 282 2400 and 30 Adelaide Street East Suite 800, Toronto, Ontario M5C 3G6. T: +647 775 5900. **France:** State Street Global Advisors Ireland Limited, Paris branch is a branch of State Street Global Advisors Ireland Limited, registered in Ireland with company number 145221, authorized and regulated by the Central Bank of Ireland, and whose registered office is at 78 Sir John Rogerson's Quay, Dublin 2. State Street

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Germany: State Street Global Advisors GmbH, Briener Strasse 59, D-80333 Munich. Authorized and regulated by the Bundesanstalt für Finanzdienstleistungsaufsicht ("BaFin"). Registered with the Register of Commerce Munich HRB 121381. T: +49 (0)89-55878-400. F: +49 (0)89-55878-440. **Hong Kong:** State Street Global Advisors Asia Limited, 68/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong. T: +852 2103-0288. F: +852 2103-0200. **Ireland:** State Street Global Advisors Ireland Limited is regulated by the Central Bank of Ireland. Registered office address 78 Sir John Rogerson's Quay, Dublin 2. Registered number 145221. T: +353 (0)1 776 3000. F: +353 (0)1 776 3300. **Italy:** State Street Global Advisors Ireland Limited, Milan Branch (Sede Secondaria di Milano) is a branch of State Street Global Advisors Ireland Limited, registered in Ireland with company number 145221, authorized and regulated by the Central Bank of Ireland, and whose registered office is at 78 Sir John Rogerson's Quay, Dublin 2. State Street Global Advisors Ireland Limited, Milan Branch (Sede Secondaria di Milano), is registered in Italy with company number 10495250960 - R.E.A. 2535585 and VAT number 10495250960 and whose office is at Via Ferrante Aporti, 10 - 20125 Milano, Italy. T: +39 02 32066 100. F: +39 02 32066 155. **Japan:** State Street Global Advisors (Japan) Co., Ltd., Toranomon Hills Mori Tower 25F 1-23-1 Toranomon, Minato-ku, Tokyo 105-6325

Japan. T: +81-3-4530-7380 Financial Instruments Business Operator, Kanto Local Financial Bureau (Kinsho #345), Membership: Japan Investment Advisers Association, The Investment Trust Association, Japan, Japan Securities Dealers' Association. **Netherlands:** State Street Global Advisors Netherlands, Apollo Building, 7th floor Herikerbergweg 29 1101 CN Amsterdam, Netherlands. T: 31 20 7181701. SSGA Netherlands is a branch office of State Street Global Advisors Ireland Limited, registered in Ireland with company number 145221, authorized and regulated by the Central Bank of Ireland, and whose registered office is at 78 Sir John Rogerson's Quay, Dublin 2. **Singapore:** State Street Global Advisors Singapore Limited, 168, Robinson Road, #33-01 Capital Tower, Singapore 068912 (Company Reg. No: 200002719D, regulated by the Monetary Authority of Singapore). T: +65 6826-7555. F: +65 6826-7501. **Switzerland:** State Street Global Advisors AG, Beethovenstr. 19, CH-8027 Zurich. Authorized and regulated by the Eidgenössische Finanzmarktaufsicht ("FINMA"). Registered with the Register of Commerce Zurich CHE-105.078.458. T: +41 (0)44 245 70 00. F: +41 (0)44 245 70 16. **United Kingdom:** State Street Global Advisors Limited. Authorized and regulated by the Financial Conduct Authority, Registered in England. Registered No. 2509928. VAT No. 5776591 81. Registered office: 20 Churchill Place, Canary Wharf, London, E14 5HJ. T: 020 3395 6000. F: 020 3395 6350. **United States:** State Street Global Advisors, One Iron Street, Boston, MA 02210-1641. T: +1 617 786 3000.

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