

Putnam

Proxy Voting Policy Evolution: 2014-2026

Analysis of 6 policy versions across 4 revision cycles
Based on archived versions from the Wayback Machine
and Putnam's public website

Prepared March 2026

Executive Summary

This report analyzes 6 versions of Putnam's proxy voting guidelines spanning 2014-2026. Over this period, the guidelines grew from 28 pages to 44 pages and the number of identifiable policy statements changed from 119 to 74. Policy revisions were detected in 4 of the 5 year-over-year transitions examined.

Over the 2014-2026 period, Putnam's guidelines have become more concise and principles-based, with policy statements decreasing from 119 to 74 - suggesting a shift from prescriptive rules to broader governance principles. The most notable expansion has been in Board Composition & Diversity and Climate & Sustainability, reflecting evolving governance priorities.

The most significant revision occurred in 2024 (compared to 2021), with 1% textual similarity, 67 new statements added, and 130 removed. A second major revision occurred in 2021. These inflection points mark the key moments when Putnam substantively rethought its governance approach.

Key Observations

- Board Composition & Diversity: Significantly expanded from 17 to 44 keyword references, indicating growing governance attention to this area. Peak emphasis was in 2024.
- Climate & Sustainability: Significantly expanded from 2 to 15 keyword references, indicating growing governance attention to this area. Peak emphasis was in 2024.
- Executive Compensation: Relatively stable (117 -> 107 references), suggesting consistent governance priorities in this area
- Shareholder Rights & Proposals: Relatively stable (56 -> 53 references), suggesting consistent governance priorities in this area
- Board Independence & Oversight: Relatively stable (50 -> 59 references), suggesting consistent governance priorities in this area
- Human Capital Management: Significantly expanded from 17 to 45 keyword references, indicating growing governance attention to this area. Peak emphasis was in 2024.
- Voting Approach & Engagement: Significantly expanded from 99 to 181 keyword references, indicating growing governance attention to this area. Peak emphasis was in 2024.

Year-by-Year Policy Changes

2014

Document: 28 pages, 203 KB, approximately 9,921 words, 119 policy statements identified.

2015

Document: 28 pages, 196 KB, approximately 10,236 words, 78 policy statements identified.

A major restructuring or rewrite occurred compared to the 2014 edition (4% textual similarity). 16 policy statements were modified, 12 added, and 53 removed.

Notable Language Changes:

2014:

"The funds will generally support these proposals unless the funds' proxy voting service recommends a vote against, in which case the funds will consider the proposal on a case-by-case basis."

2015:

"The funds will generally support these proposals unless the funds' proxy voting service recommends a vote against, in which case the funds will consider the proposal on a case-by-case basis."

2014:

"As a result, the funds will vote on a case-by-case basis on board-approved proposals involving changes to a company's capitalization, except that where the funds are not otherwise withholding votes from the entire board of directors: !"

2015:

"As a result, the funds will vote on a case-by-case basis on board-approved proposals involving changes to a company's capitalization, except that where the funds are not otherwise withholding votes from the entire board of directors: Ø? The funds will vote for proposals relating to the authorization and issuance of additional common stock (except where such proposals relate to a specific..."

2017

Document: 26 pages, 283 KB, approximately 10,754 words, 77 policy statements identified.

A major restructuring or rewrite occurred compared to the 2015 edition (0% textual similarity). 11 policy statements were modified, 8 added, and 9 removed.

New Sections:

- "Commentary :"
- "Commentary :"
- "Commentary :"

Notable Language Changes:

2015:

"The funds will generally support these proposals unless the funds' proxy voting service recommends a vote against, in which case the funds will consider the proposal on a case-by-case basis."

2017:

"The funds will generally support these proposals unless the funds' proxy voting service recommends a vote against, in which case the funds will consider the proposal on a case-by-case basis."

2015:

"However, in the case of companies subject to "co-determination" and with the goal of supporting independent nominees, the Funds will vote for supervisory board members who are neither employees of the company nor otherwise affiliated with the company."

2017:

"However, in the case of companies subject to "co -determination" and with the goal of supporting independent nominees, the Funds will vote for supervisory board memb ers who are neither employees of the company nor otherwise affiliated with the company."

2021

Document: 28 pages, 153 KB, approximately 12,021 words, 137 policy statements identified.

A major restructuring or rewrite occurred compared to the 2017 edition (2% textual similarity). 23 policy statements were modified, 80 added, and 20 removed.

Key changes include: systematic replacement of '-by-case' with 'case-by-case' (3 instances). This revision represents a significant inflection point in Putnam's governance approach.

Section Renames:

- "As adopted January 27, 201 7" -> "As adopted January 24, 2020"

Notable Language Changes:

2017:

"Taiwan ? The funds will vote for proposals to amend a Taiwanese company's procedural rules."

2021:

"The funds will vote for proposals permitting companies to issue regulatory reports ? in English."

2017:

"Russia ? The funds will vote on a case-by-case basis for the election of nominees to the board of directors."

2021:

"The funds will vote on a case-by-case basis on other business matters where the funds ? are otherwise withholding votes for the entire boar d of directors."

2024

Document: 44 pages, 561 KB, approximately 15,251 words, 74 policy statements identified.

A major restructuring or rewrite occurred compared to the 2021 edition (1% textual similarity). 7 policy statements were modified, 67 added, and 130 removed.

Key changes include: systematic replacement of 'funds' with 'putnam' (7 instances); introduction of gender diversity requirements. This revision represents a significant inflection point in Putnam's governance approach.

New Sections:

- "July 1 , 2024"
- "Putnam Investments"
- "Proxy Voting Procedures"

Notable Language Changes:

2021:

"In determining whether a director is an outside director, the funds will also apply t he standards included in Article 415-2(2) of the Korean Commercial Code (i.e. , no employment relationship with the company for a period of two years before serving on the committee , no director or employment relationship with the company's largest shareholder , etc."

2024:

"In determining whether a director is an outside director, Putnam will also apply the standards included in Article 382 of the Korean Commercial Act, i.e., no employment relationship with the company for a period of two years before serving on the committee, no director or employment relationship with the company's largest shareholder, etc."

2021:

"The funds may withhold votes on a case-by-case basis from some or all directors who, through their lack of independence or otherwise, have failed to observe good corporate governance practices or, through specific corporate action, have demonstrated a disregard for the interests of share holders."

2024:

"Putnam may withhold votes on a case -by-case basis from some or all directors that, through their lack of independence, have failed to observe good corporate governance practices or, through specific corporate action, have demonstrated a disregard for the interest of shareholders."

2026

Document: 44 pages, 561 KB, approximately 15,251 words, 74 policy statements identified.

This version is identical to the 2024 edition. No changes were detected.

Thematic Evolution: Board Composition & Diversity

Putnam's attention to board composition & diversity grew significantly over the 2014-2026 period, from 17 keyword references in 2014 to 44 in 2026. Coverage peaked at 44 references in 2024. This expansion indicates that board composition & diversity has become an increasingly important governance consideration for Putnam.

2014 (17 references)

"Other Board-Related Proposals The funds will generally vote for proposals that have been approved by a majority independent board, and on a case-by-case basis on proposals that have been approved by a board that fails to meet the guidelines' basic independence standards (i.e., majority of independent directors and independent nominating, audit, and compensation committees)."

2015 (17 references)

"Other Board-Related Proposals The funds will generally vote for proposals that have been approved by a majority independent board, and on a case-by-case basis on proposals that have been approved by a board that fails to meet the guidelines' basic independence standards (i.e., majority of independent directors and independent nominating, audit, and compensation committees)."

2017 (16 references)

"Other Board -Related Proposals The funds will generally vote for proposals that have been approved by a majority independent board, and on a case-by-case basis on proposals that have been approved by a board that fails to meet the guidelines' basic independence standards (i.e., majority of independent directors and independent nominating, audit, and compensation committees)."

2021 (30 references)

"In light of the funds' belief that companies benefit from diversity on the board, the ? funds will withhold votes from the chair of the nominating committee if: there are no women on the board, or - in the case of a board of ten members or more, there are fewer than two - women on the board."

[Significant language shift from prior year]

2024 (44 references)

"Putnam will withhold votes from the chair of the Nominating Committee if: - there are no women on the board, or - in the case of a board of seven members or more, there are fewer than two women on the board , or - there is no apparent racial or ethnic diversity on the board, and the board has not provided sufficient disclosure regarding its plans to achieve racial or ethnic diversity ? Putnam..."

[Significant language shift from prior year]

2026 (44 references)

"Putnam will withhold votes from the chair of the Nominating Committee if: - there are no women on the board, or - in the case of a board of seven members or more, there are fewer than two women on the board , or - there is no apparent racial or ethnic diversity on the board, and the board has not provided sufficient disclosure regarding its plans to achieve racial or ethnic diversity ? Putnam..."

Why This Matters

Board composition and diversity language in proxy voting guidelines is one of the most politically sensitive areas, directly affecting how asset managers evaluate director nominees. Changes in this area signal how Putnam balances skills-based evaluation against demographic diversity expectations.

Thematic Evolution: Climate & Sustainability

Putnam's attention to climate & sustainability grew significantly over the 2014-2026 period, from 2 keyword references in 2014 to 15 in 2026. Coverage peaked at 15 references in 2024. This expansion indicates that climate & sustainability has become an increasingly important governance consideration for Putnam.

2014 (2 references)

"By comparison, for U.S. issuers, the funds do not support employee stock purchase plans that permit shares to be acquired at more than a 15% discount (i.e., for less than 85% of their market value); in the United Kingdom, up to a 20% discount is permitted."

2015 (2 references)

"By comparison, for U.S. issuers, the funds do not support employee stock purchase plans that permit shares to be acquired at more than a 15% discount (i.e., for less than 85% of their market value); in the United Kingdom, up to a 20% discount is permitted."

2017 (2 references)

"By comparison, for U.S. issuers, the funds do not support employee stock purchase plans that permit shares to be acquired at more than a 15% discount (i.e., for less than 85% of their market value); in the United Kingdom, up to a 20% discount is permitted."

2021 (8 references)

"In evaluating shareholder proposals with respect to environmental and social initiatives (including initiatives related to climate change and gender pay equity), the funds will take into account the relevance of the proposal to the company's business and the practicality of implementing the proposal, including the impact on the company's business activities, operations, and stakeholders."

[Significant language shift from prior year]

2024 (15 references)

"Additionally , Putnam may vote against the Chair of the Governance Committee when the board is planning to hold a virtual -only shareholder meeting and the company has not provided sufficient disclosure (as noted above) or shareholder access to the meeting."

[Significant language shift from prior year]

2026 (15 references)

"Additionally , Putnam may vote against the Chair of the Governance Committee when the board is planning to hold a virtual -only shareholder meeting and the company has not provided sufficient disclosure (as noted above) or shareholder access to the meeting."

Why This Matters

Climate and sustainability provisions are among the most closely watched elements of proxy voting guidelines, as they influence voting on shareholder proposals, risk oversight assessments, and disclosure expectations. The trajectory of Putnam's language in this area provides insight into the broader industry shift between prescriptive ESG frameworks and financial materiality approaches.

Thematic Evolution: Executive Compensation

Putnam's coverage of executive compensation remained relatively consistent across the 2014-2026 period (117 to 107 keyword references), suggesting this represents a stable, mature area of Putnam's governance framework.

2014 (117 references)

"The funds will vote for shareholder proposals calling for the company to obtain shareholder approval for any future golden coffins or unearned death benefits (payments or awards of unearned salary or bonus, accelerated vesting or the continuation of unvested equity awards, perquisites or other payments or awards in respect of an executive following his or her death), and for shareholder proposals..."

2015 (117 references)

"Compensation Ø? The funds will vote for proposals to approve annual directors' fees, except that the funds will consider these proposals on a case-by-case basis in each case in which the funds' proxy voting service has recommended a vote against such a proposal."

[Significant language shift from prior year]

2017 (111 references)

"Compensation ? The funds will vote for proposals to approve annual directors' fees, except that the funds will consider these proposals on a case-by-case basis in each case in which the funds' proxy voting service has recommended a vote against such a proposal."

2021 (111 references)

"The funds will vote for shareholder proposals calling for the company to o btain ? shareholder approval for any future golden coffins or unearned death benefits (payments or awards of unearned salary or bonus, ac celerated vesting or the continuation of unvested equity awards, perquisites or other payments or awards in respect of an executive following his or her death) , and for shareholder..."

[Significant language shift from prior year]

2024 (107 references)

"However, Putnam will vote on a case-by-case basis if we are voting against a company's remuneration report or if the proposal seeks an increase in excess of 200%. 25 ? Putnam will review stock option plans on a case-by-case basis which allow for the options exercise price to be reduced by dividend payments (if the plan would normally pass Putnam's Guidelines)."

[Significant language shift from prior year]

2026 (107 references)

"However, Putnam will vote on a case-by-case basis if we are voting against a company's remuneration report or if the proposal seeks an increase in excess of 200%. 25 ? Putnam will review stock option plans on a case-by-case basis which allow for the options exercise price to be reduced by dividend payments (if the plan would normally pass Putnam's Guidelines)."

Why This Matters

Executive compensation language directly affects how Putnam votes on say-on-pay proposals and equity plan approvals - among the most common and consequential proxy votes. Evolving expectations here have immediate practical implications for corporate boards and compensation committees.

Thematic Evolution: Shareholder Rights & Proposals

Putnam's coverage of shareholder rights & proposals remained relatively consistent across the 2014-2026 period (56 to 53 keyword references), suggesting this represents a stable, mature area of Putnam's governance framework.

2014 (56 references)

"The funds will withhold votes from the entire board of directors if - the board does not have a majority of independent directors, - the board has not established independent nominating, audit, and compensation committees, - the board has more than 19 members or fewer than five members, absent special circumstances, - the board has not acted to implement a policy requested in a shareholder..."

2015 (57 references)

"As a result, the funds will vote against board-approved proposals to adopt such anti-takeover measures, except as follows: Ø? The funds will vote on a case-by-case basis on proposals to ratify or approve shareholder rights plans; and Ø? The funds will vote on a case-by-case basis on proposals to adopt fair price provisions."

[Significant language shift from prior year]

2017 (52 references)

"Classified Boards ? The funds will vote against proposals to classify a board, absent special circumstances indicating that shareholder interests would be better served by this structure."

[Significant language shift from prior year]

2021 (59 references)

"The funds will vote for shareholder proposals to declassify a board, absent special ? circumstances which would indicate that shareholder interests are better served by a classified board structure."

2024 (53 references)

"However, the law does not require any of the special directors to be non -executives, so in effect companies may use this mechanism to bypass outsiders. 38 ? Putnam will generally vote for proposals to create new class of shares or to conduct a share consolidation of outstanding shares to squeeze out minority shareholders."

[Significant language shift from prior year]

2026 (53 references)

"However, the law does not require any of the special directors to be non -executives, so in effect companies may use this mechanism to bypass outsiders. 38 ? Putnam will generally vote for proposals to create new class of shares or to conduct a share consolidation of outstanding shares to squeeze out minority shareholders."

Thematic Evolution: Board Independence & Oversight

Putnam's coverage of board independence & oversight remained relatively consistent across the 2014-2026 period (50 to 59 keyword references), suggesting this represents a stable, mature area of Putnam's governance framework.

2014 (50 references)

"For companies that have established a U.S.-style corporate governance structure, the funds will withhold votes from the entire board of directors if - the board does not have a majority of outside directors, - the board has not established nominating and compensation committees composed of a majority of outside directors, or - the board has not established an audit committee composed of a..."

2015 (50 references)

"Japan Ø? For companies that have established a U.S.-style corporate governance structure, the funds will withhold votes from the entire board of directors if - the board does not have a majority of outside directors, - the board has not established nominating and compensation committees composed of a majority of outside directors, or 17 46122328_6 - the board has not established an audit..."

2017 (43 references)

"The funds will withhold support from any such co -opted director on the grounds that there was insufficient information for evaluation before the meeting. 55205487_2 Japan ? For companies that have established a U.S."

2021 (32 references)

"The funds will be more likely to vote for shareholder proposals calling for the separation of the roles of the chief executive and chair of the board if the company has a non-indepen dent board, non-independent directors on the nominating, compensation or audit committees , or a weak lead independent director role, or if the board has not worked towar d addressing material risks to the company,..."

[Significant language shift from prior year]

2024 (59 references)

"Current laws and regulations neither provide a basis for evaluation of supervisor independence nor do they require a supervisor to be independent."

[Significant language shift from prior year]

2026 (59 references)

"Current laws and regulations neither provide a basis for evaluation of supervisor independence nor do they require a supervisor to be independent."

Thematic Evolution: Human Capital Management

Putnam's attention to human capital management grew significantly over the 2014-2026 period, from 17 keyword references in 2014 to 45 in 2026. Coverage peaked at 45 references in 2024. This expansion indicates that human capital management has become an increasingly important governance consideration for Putnam.

2014 (17 references)

"For companies subject to "co-determination," the funds will vote for the election of nominees to the supervisory board, except that the funds will vote on a case-by-case basis for any nominee who is either an employee of the company or who is otherwise affiliated with the company (as determined by the funds' proxy voting service). !"

2015 (17 references)

"However, in the case of companies subject to "co-determination" and with the goal of supporting independent nominees, the Funds will vote for supervisory board members who are neither employees of the company nor otherwise affiliated with the company."

[Significant language shift from prior year]

2017 (17 references)

"Germany ? For companies subject to "co -determination," the funds will vote for the election of nominees to th e supervisory board, except that the funds will vote on a case- by-case basis for any nominee who is either an employee of the company or who is otherwise affiliated with the company (as determined by the funds' proxy voting service)."

[Significant language shift from prior year]

2021 (16 references)

"Except where the funds are otherwise withholding vo tes for the entire board of ? directors, the funds will vote for an employee stock purchase plan that has the following features: (1) the shares purchased under the plan are acquired for no less than 85% of their market value; (2) the offering pe riod under the plan is 27 months or less; and (3) dilution is 10% or less."

[Significant language shift from prior year]

2024 (45 references)

"Unlike employee representatives, there are no legal requirements regarding the presence of shareholder representatives on the board or its committees. ? Putnam will not include employee or employee shareholder representatives in the independence calculation of the board or key committees, nor in the calculation of the size of the board."

[Significant language shift from prior year]

2026 (45 references)

"Unlike employee representatives, there are no legal requirements regarding the presence of shareholder representatives on the board or its committees. ? Putnam will not include employee or employee shareholder representatives in the independence calculation of the board or key committees, nor in the calculation of the size of the board."

Thematic Evolution: Voting Approach & Engagement

Putnam's attention to voting approach & engagement grew significantly over the 2014-2026 period, from 99 keyword references in 2014 to 181 in 2026. Coverage peaked at 181 references in 2024. This expansion indicates that voting approach & engagement has become an increasingly important governance consideration for Putnam.

2014 (99 references)

"The funds will on a case-by-case basis withhold votes from the entire board of directors, or from particular directors as may be appropriate, if the board has approved compensation arrangements for one or more company executives that the funds determine are unreasonably excessive relative to the company's performance or has otherwise failed to observe good corporate governance practices. !"

2015 (105 references)

"The funds may withhold votes from such directors on a case-by-case basis where it appears that they may be unable to discharge their duties properly because of excessive commitments."

[Significant language shift from prior year]

2017 (88 references)

"As a result, the funds will vote on a case-by-case basis on board -approved proposals involving changes to a company's capitalization, except that where the funds are not otherwise withholding votes from the entire board of directors: ? The funds will vote for proposals relating to the authorization and issuance of additional common stock (except where such proposals relate to a specific..."

[Significant language shift from prior year]

2021 (122 references)

"The funds will on a case-by-case basis withhold votes from the entire board of ? directors, or from particular directors as may be appropriate, if the board has approved compensation arrangements for one or more company executives that the funds determine are unreasonably excessive relative to the company's performance or has otherwise failed to observe good corporate governance practices."

[Significant language shift from prior year]

2024 (181 references)

"However, Putnam will vote for mergers and reorganizations involving business combinations designed solely to reincorporate a company in Delaware. ? Putnam will vote against authorization to transact other unidentified, substantive business at the meeting. ? Putnam will vote against proposals where there is a lack of information to make an informed voting decision ."

[Significant language shift from prior year]

2026 (181 references)

"However, Putnam will vote for mergers and reorganizations involving business combinations designed solely to reincorporate a company in Delaware. ? Putnam will vote against authorization to transact other unidentified, substantive business at the meeting. ? Putnam will vote against proposals where there is a lack of information to make an informed voting decision ."

Why This Matters

The evolution of Putnam's voting approach and engagement language is foundational - it shapes how every other governance topic is addressed. Shifts from prescriptive to principles-based, or from adversarial to collaborative, affect the entire stewardship posture.

Overall Assessment

Over 6 versions spanning 2014-2026, Putnam's proxy voting guidelines reveal a pattern of active evolution. Of the 5 year-over-year transitions examined, 4 involved policy changes. The evolution of these guidelines provides a window into how one of the industry's institutional investors has adapted its governance expectations in response to changing market conditions, regulatory developments, and stakeholder demands.

The number of actionable policy statements decreased from 119 to 74, suggesting a shift toward more principles-based, less prescriptive governance guidelines. This transition from rules to principles gives Putnam more flexibility in voting decisions while potentially reducing predictability for companies.

1. Evolving Governance Priorities

The thematic analysis reveals expanded emphasis on Board Composition & Diversity (17->44 refs), Climate & Sustainability (2->15 refs), Human Capital Management (17->45 refs). These shifts map the changing landscape of Putnam's governance priorities and provide companies with a roadmap for understanding what governance areas will receive the most scrutiny going forward.

2. Revision Patterns and Inflection Points

The most significant revision years were 2024, 2021, 2015. These inflection points often correspond to external catalysts: changes in the regulatory environment, major governance failures in the market, or shifts in the political landscape around institutional stewardship. Understanding when and why an asset manager revises its guidelines helps governance professionals anticipate future changes.

3. Current Governance Priorities

As of the 2026 edition, Putnam's governance priorities ranked by emphasis are: Voting Approach & Engagement (181 refs); Executive Compensation (107 refs); Board Independence & Oversight (59 refs); Shareholder Rights & Proposals (53 refs); Human Capital Management (45 refs); Board Composition & Diversity (44 refs). Companies engaging with Putnam should prioritize these areas when preparing for proxy season and governance discussions.

The evolution of Putnam's proxy voting guidelines over 2014-2026 reflects the broader transformation of institutional stewardship from a compliance exercise into a strategic governance function. As the regulatory and political landscape continues to shift, these guidelines will likely continue to evolve. Governance professionals, corporate secretaries, and investor relations teams should monitor these changes to anticipate Putnam's governance expectations and voting behavior.

Source Documents

All documents were retrieved from the Wayback Machine (web.archive.org) and the manager's public website:

Year	Pages	Size	Words	Statements	Source
2014	28	203 KB	9,921	119	Wayback Machine
2015	28	196 KB	10,236	78	Wayback Machine
2017	26	283 KB	10,754	77	Wayback Machine
2021	28	153 KB	12,021	137	Wayback Machine
2024	44	561 KB	15,251	74	Wayback Machine
2026	44	561 KB	15,251	74	Live URL