Annual Disclosure of Voting Activity

Harding Loevner Funds plc
30 June 2024

Fundamental. Thinking. Worldwide.

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The EU Shareholder Rights Directive ("SRD II"), as transposed into Irish law, requires asset managers to publicly disclose an engagement policy that describes how they integrate shareholder engagement into their investment strategy. The following disclosure summarizes how Harding Loevner Funds plc, through its investment manager Harding Loevner LP ("Harding Loevner," "we,") has implemented its engagement policy, including a general description of its voting behavior, its use of third-party corporate governance research providers, and an explanation of the most significant votes it cast in 2023.

Description of Voting Behavior

Harding Loevner votes all proxies on behalf of clients who have delegated such authority to us, including Harding Loevner Funds plc. We have a fiduciary duty to act solely in the best interest of our clients, including exercising voting rights to maximize shareholder value. Therefore, we seek to use our voting power to promote high standards of corporate governance, including adequate disclosure of company policies, activities, and returns. We demand that companies offer shareholders regular access to management so that they can hold companies and their boards accountable via appropriate checks and balances. We support company boards in aligning management compensation with long-term shareholder returns through remuneration policies. In addition, we support board independence, both in the composition of individual committees and of the board overall. If company management or shareholders propose a policy that we believe will damage long-term shareholder value, we vote against it.

Overview of Proxy Voting Guidelines

Harding Loevner assigns responsibility for voting on proposals of a company whose shares we hold in our clients' portfolio to the individual research analyst primarily responsible for research coverage of that company. Applying Harding Loevner's proxy voting guidelines, analysts consider each proposal according to its individual circumstances. In considering a complex or controversial proposal, the covering analyst may submit their proposed voting decision to investment colleagues for additional input. However, the covering analyst retains the ultimate discretion on how to vote. Harding Loevner requires analysts to engage with a company formally whenever they vote against a management recommendation; this engagement is normally initiated in the form of a letter to management explaining our rationale for the vote and inviting discussion.

We record all votes along with the reason for deviations from management recommendations and any related company engagement, where applicable, in our centralized research management system, where the information is accessible to our entire firm, including all investment professionals.

We disclose to clients our votes on their behalf upon request or as required by law or regulation. Our website contains a complete record of all proxies cast by Harding Loevner Funds plc in addition to our Proxy Voting Guidelines, Shareholder Engagement Policy, and our Form ADV Part 2, which includes our proxy voting policy. To assure the effectiveness of our engagement policy, we periodically review our proxy voting guidelines to ensure that they provide appropriate guidance on emerging issues.

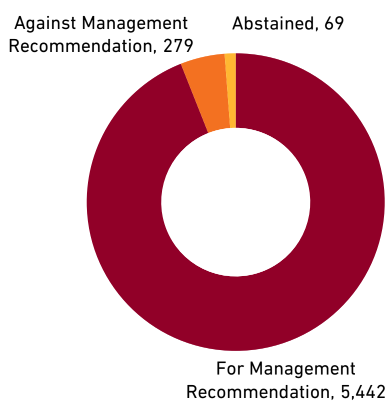
Use of Third-Party Corporate Governance Research Providers

Harding Loevner obtains proxy-voting research including voting recommendations from corporate-governance research firm Glass Lewis. Our research analysts refer to Glass Lewis research when determining how Harding Loevner should vote, but they do not rely upon Glass Lewis recommendations and retain sole responsibility for each voting decision.

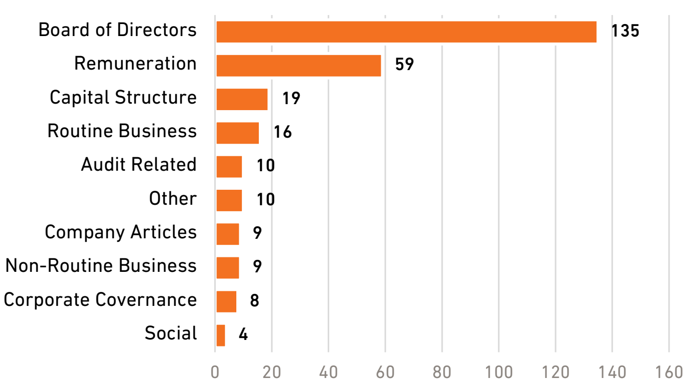
Explanation of the Most Significant Votes Cast in 2023

In 2023, Harding Loevner analysts cast nearly 5,800 proxy votes for 485 different issuers held in our investment strategies. The charts below summarize our voting activity. Harding Loevner's careful research and extensive analysis of a company's governance, management foresight, and business strategy mean that we generally expect to be supportive of boards and often tend to vote with company management; indeed, most of our votes were cast alongside management's recommendation. This makes votes against management noteworthy. In 2023, we voted against management's recommendation on 279 proposals, with more than 100 of those votes against management in connection with director appointments.

2023 Proxy Vote Activity



2023 Votes Cast Against Management by Topic



Among votes on behalf of our UCITS sub-funds in 2023, our analysts voted against management just under 10% of the time on shareholder proposals and on approximately 25% of management proposals. We chose to abstain from voting in 35 proxies. Most often, we abstained because we had insufficient information to cast a vote responsibly. In other instances, we disagreed with management's recommendation but wanted to engage with management instead of voting against it. We also abstained for procedural reasons, including cumulative voting structures in which shareholders can choose to either allocate their votes across all candidates for the board of directors when the board has multiple openings, or apply their votes to just one candidate and abstain from voting on the appointment of the remaining candidates.

Some of our votes are more significant than others. For the purposes of this annual disclosure to our UCITS investors, we define a "significant" vote as one where the proposal:

- Was controversial in nature, defined as those proposals for which more than 25% of shareholders voted against management;[1]
- Involved a high-profile issue, such as those that are typically subject to supermajority approval, or involved a specific issue of material importance to the industry in which the company operates; or
- Involved Harding Loevner analyst engagement with company management, either before or after the vote, beyond sending them a letter explaining our vote.

On the following pages, we summarize 11 votes that qualified as significant on at least one of the criteria listed above, primarily highlighting where our analyst votes differed from management.

A complete record of all proxy voting activity for all Harding Loevner Funds plc UCITS sub-funds, as well as Harding Loevner's US mutual funds, is available on our website.

[1]Harding Loevner selected a 25% threshold to define "controversial" in order to focus on those votes with particularly high instances of votes against management proposals (or for shareholder proposals). We acknowledge that other thresholds could be used and will continue to review market practice and regulatory guidance in establishing a definition of "significant."

2023 Summary of Shareholder Proposals

Below is a selection of significant proxy votes cast in the previous calendar year on topics including director appointments, remuneration, governance structure, independent board chairs, and equal shareholder voting.

Director Appointments

We believe that directors of publicly traded companies should be effective representatives of all shareholders. They should not be so burdened by other commitments that they are inattentive representatives, and their terms of service should be structured to render them accountable to the shareholders on whose behalf they act.

HelloFresh

Country: Germany

Sector: Consumer Staples

Sub-Fund: Global Equity, Global Paris-Aligned Equity

The company: HelloFresh is the largest meal-kits company in the world, operating in 13 countries in North America and Europe.

The proposal, our vote, and rationale: This management proposal was to increase the terms of service for its supervisory board members from two years to four years. We voted against the proposal. Our view was that increasing the directors' term by two years would reduce their accountability and have an adverse effect on governance. We feel that a two-year term offers more accountability.

The outcome: More than 81% of shareholders voted against the proposal, and it did not pass. We wrote to the company to explain our vote and offer an opportunity to discuss the matter further.

Broadcom

Country: United States

Sector: Information Technology

Sub-Fund: Global Equity, Global Paris-Aligned Equity

The company: Broadcom is a global technology company that designs and supplies semiconductor and infrastructure software products.

The proposal, our vote, and rationale: Broadcom submitted nine candidates for its board of directors, including Harry L. You. We voted in favor of all the candidates except Mr. You. As we explained to the company in a call, our opposition was because, at the time, Mr. You was serving on the boards of four other companies besides Broadcom. In our opinion, that many commitments would leave him "overboarded" and would not allow him time enough to effectively oversee all aspects of the compensation program for the company's executive officers, particularly given the complex and active nature of performance share unit, or PSU, awards, with multiple tranches and vesting schedules.

The outcome: Mr. You was reelected to the board; however, the company noted that most of his other board appointments were to special purpose acquisition companies (SPACs) that required minimal involvement, and he has since stepped down from at least one other board position.

Remuneration

Harding Loevner expects a company's board to implement a compensation program that incentivizes and rewards executives appropriately and is aligned with shareholder interests.

Kering

Country: France

Sector: Consumer Discretionary

Sub-Fund: Global Equity, Global Paris-Aligned Equity

The company: Kering is a Paris-based luxury conglomerate focused on leather goods, apparel, and accessories.

The proposal, our vote, and rationale: Kering management proposed a remuneration package for its chairman and chief executive, Francois-Henri Pinault, that would increase his maximum potential pay package by about 40%, from an already high level. The company also proposed an increase in the maximum long-term incentive grants of stock as a percentage of Mr. Pinault's total yearly compensation, which the company also did in 2022. We viewed these increases as excessive and not aligned with shareholders' best interests. We therefore voted against them.

The outcome: The pay package was approved, with 23% voting against it; no other proposal had more than 10% of shareholders vote against it. We wrote to the board to oppose the equity-based compensation to Mr. Pinault, who already is a controlling shareholder, and have voted against these packages for several years. We followed with a call with the company's lead independent director in December.

CME Group

Country: United States

Sector: Financials

Sub-Fund: Global Equity, Global Paris-Aligned Equity

The company: CME Group is the leading and most-diverse derivatives exchange in the world with the leading position in the futures market across asset classes.

The proposal, our vote, and rationale: Shareholders were asked to vote on a nonbinding advisory proposal regarding the company's executive compensation program for named executive officers. We voted against this proposal, as we had the year before. In 2022, we objected to a one-time special bonus payment to Chairman and Chief Executive Terrence Duffy, which we brought to the board's attention. The response was that such payments were not likely in the future. We have several concerns with the current pay package for Duffy. We felt the overall increase in compensation, which included a 33% increase in base salary, was excessive and would inflate his package well above that of most peers. In 2022, Duffy's compensation was already more than four times the average compensation of other named executives at the company. We believe the current compensation structure allows for a disconnect between pay and performance, and the current metrics for measuring performance are too broad.

The outcome: The proposal did not pass, as 54% of shareholders voted against it. However, as the vote was nonbinding, management was under no obligation to follow it. We wrote to the company to explain our opposition and will continue to monitor CME's compensation plans for CEO Duffy.

Governance Structure

Shareholders should have the right to vote on key corporate governance matters, including on changes to governance mechanisms and amendments to the charter, articles, or by-laws of a company. The board is generally in the best position to assess the capital needs of the company and access to adequate shares allows management to effectively operate a business. As a result, our position is to support the board in the issuance of share capital as long as shareholders are provided a detailed plan for use of the proposed shares. We expect additional shares to not be overly dilutive and generally require equity issuance without pre-emptive rights not to exceed 10% of the company's issued share capital.

Bank Rakyat

Country: Indonesia

Sector: Financials

Sub-Fund: Emerging Markets Equity

The company: Bank Rakyat is the oldest state bank in Indonesia, established in 1895, and the second-largest bank in the country, with 450 branches. The government sold 40% of the bank to the public in 2003.

The proposal, our vote, and rationale: The company put forth a proposal to change the composition of the company's management. There is a process in place where the nomination committee proposes candidates to the Ministry of State-Owned Enterprises (SOE). Those nominees however are not disclosed in advance of the meeting. Because Bank Rakyat is mostly state-owned, the government gets final say on candidates. The ministry has become more professional under the current administration but if these institutions were to weaken under a new administration it would affect an SEO like Bank Rakyat. We voted against this proposal because there was insufficient disclosure around the changes.

The outcome: The proposal passed, although more than 30% of shareholders voted against it. We will continue to ask the company to disclose nominees in advance of the meeting.

Shenzhou International

Country: China

Sector: Consumer Discretionary

Sub-Fund: Emerging Markets Equity

The company: Shenzhou International is a textile company and contract manufacturer involved in knitting, cutting, printing, sewing, and packaging and operates in China, Cambodia, and Vietnam.

The proposal, our vote, and rationale: Shenzhou proposed granting a mandate to the board regarding share issuance. Under Hong Kong law, companies may issue additional shares totaling up to 20% of existing shares, and may issue repurchased shares up to 10% of existing shares. Also, shares may be issued with a maximum 20% price discount. We voted against this proposal. In 2022, Shenzhou put in a 10% cap on share issuance, below the legal limit, which we recognize as an improvement. But the issue price-discount was not disclosed, and we feel the 20% limit is potentially excessive.

The outcome: The proposal passed, although more than 30% voted against it. We wrote a letter to the company explaining our opposition and encouraging further discussion.

Haitian International

Country: China

Sector: Industrials

Sub-Fund: Global Small Companies Equity

The company: Haitian International is the largest plastic injection molding machine (PIMM) maker in China, focused on large tonnage and high-precision machines.

The proposal, our vote, and rationale: Haitian International proposed granting a mandate to the board to issue shares as well as to issue repurchased shares, the same kind of mandate as Shenzhou International proposed under the same Hong Kong laws. We voted against this proposal. The 20% legal limit on new issuance is too high, and the issuance price-discount was not disclosed.

The outcome: Both resolutions passed, although with 24% and 25% of shareholders voting against them, respectively. We wrote a letter to the company explaining our opposition and inviting further discussion.

Independent Board Chair

We believe that separating the roles of chief executive and chairman can promote independent leadership of the board. In deciding whether to support a combined chief executive/chairman position, analysts consider board independence and the board's track record of holding management to account.

Edwards Lifesciences

Country: United States

Sector: Health Care

Sub-Fund: Global Equity, Global Paris-Aligned Equity

The company: Edwards Lifesciences is a manufacturer of heart-valve systems and repair products used to replace or repair heart valves.

The proposal, our vote, and rationale: A shareholder proposed separating the roles of chief executive and chairman and electing an independent board chairman whenever possible. For the past 23 years, Michael Mussallem held both roles but resigned as chief executive in 2023. He remains nonexecutive chairman. The shareholder argued the two roles are fundamentally different and should be held by different people, and the chairman should be completely independent of the company and chief executive. The board recommended voting against this proposal, arguing that during Mussallem's time as chairman and CEO the company has experienced strong financial and operational growth, as well as increasing its market capitalization by 5,140%. If this proposal were adopted, Mussallem would be barred from the chairman role. We voted in favor of the proposal. We view an independent chair as better able to oversee the executives of the company and set a pro-shareholder agenda without the inherent conflicts that a chief executive or other executive insiders face.

The outcome: The proposal failed, with 77% of shareholders voting against it. We wrote to the company to explain our vote and to encourage more discussion.

Danaher

Country: United States

Sector: Health Care

Sub-Fund: Global Equity, Global Paris-Aligned Equity

The company: Danaher designs, manufactures, and markets professional, medical, industrial, and commercial products and services worldwide.

The proposal, our vote, and rationale: This was a shareholder resolution to adopt a policy of separating the chair and chief executive roles and requiring an independent board chair whenever possible. The board recommended voting against this proposal. It argued that the chief executive and chairman roles have been separate for more than 30 years, and that the board also has a designated lead independent director. Rainer Blair has been the chief executive since 2020 and co-founder Steven Rales has been chairman since 1984 (he stepped down as chief executive in 1990). We agree that keeping the chair and chief executive roles separate is appropriate and in the best interests of shareholders. We also believe that although the chairman and lead independent director roles are separate currently, an independent chair would protect shareholders' interests, allowing he or she to better oversee executives and set a pro-shareholder agenda. We voted in favor of the proposal.

The outcome: The proposal failed, although 38% voted for it. The large share voting against it is a strong signal to management that the issue is important to shareholders, although the proposal did not appear on the proxy agenda in 2024. We wrote a letter to the company explaining our reasoning and encouraging further discussion.

Equal Shareholder Voting

Harding Loevner believes all shareholders should have the right to vote on an equal footing, in accordance with their economic ownership, to avoid disproportionate control and voting rights with a select few. This ensures fair representation and accountability.

Meta Platforms

Country: United States

Sector: Communication Services

Sub-Fund: Global Equity, Global Paris-Aligned Equity

The company: Meta Platforms operates the leading social network in the world.

The proposal, our vote, and rationale: This shareholder proposal sought to equitize voting rights across share classes, as opposed to the current dual-class capital structure. Under this proposal, the disproportionate rights of Class B shareholders, who get ten votes per share, would be phased out over a period of several years. Under a one vote per share structure, shareholders would be able to hold management accountable. The board recommended voting against this proposal, saying it believes the current structure is in the interests of the company and shareholders. The board has a lead independent director and a majority of directors are independent, which results in independent oversight of the board. We voted for this proposal. Allowing one vote per share generally operates as a safeguard for common shareholders. We voted in favor of the same proposal in 2022. We advocate for an inclusive approach where all shareholders have a voice in decision-making, ensuring fair representation and responsiveness from the board. We also believe in aligning voting power with economic stake and avoiding disproportionate voting rights for select shareholders. It is, however, a symbolic vote as founder Mark Zuckerberg owns 99.7% of the Class B shares outstanding and controls 60% of the total voting power and will not support this proposal.

The outcome: The proposal failed, with 72% of shareholders voting against it.

Alphabet

Country: United States

Sector: Communication Services

Sub-Fund: Global Equity, Global Paris-Aligned Equity

The company: Alphabet is an internet-focused media company with the world's most-used online search engine, cloud-computing services, and is also the global leader in digital advertising.

The proposal, our vote, and rationale: Shareholders offered a proposal for equal-share voting, where each share would get one vote. They argued that Class B shares have 10 times the voting rights of Class A shares, giving co-founders Larry Page and Sergey Brin, who have stepped down from leading the company, 51% of total voting power while owning only 12% of shares. The result is that shareholder interests are subordinated to the founders. The board recommended voting against this proposal. It argued that current governance practices and capital structure have in fact provided significant long-term stability and have been a benefit to shareholders, given the company's lifetime returns. It also argued it has a governance structure that ensures independent oversight, with an independent chair and a majority of directors being independent. We voted in favor of the resolution. We believe it is important to align voting power with economic stake and avoid the concentration of voting rights among a small group of shareholders. All shareholders should have the power to influence governance and exercise their rights. We have voted in favor of a one-vote-per-share structure and against the multi-class voting structure for the last 11 years.

The outcome: The proposal did not pass; 69% of shareholders voted against it. We wrote to the company to explain our reasoning and offering to discuss the issue further.

Holdings identified may not be held in the identified sub-fund as of 30 June 2024. A complete list of holdings is available upon request.

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