

RESOLVED

Shareholders request the Board of Directors prepare a report by January 2025, at reasonable expense and omitting proprietary information, on steps Preformed Line Products Company is taking to enhance board diversity, such as:

- Embedding in governance documents a commitment to diversity inclusive of gender, race, and ethnicity;
- Committing publicly to include women and people of color in each candidate pool for board and senior leadership seats; and
- Detailing board strategies to reflect the diversity of the company's workforce, community, and customers.

WHEREAS

Preformed Line Products Company has one woman and no racially or ethnically diverse directors on its Board of Directors.

We believe that diversity among directors, inclusive of race, ethnicity, and gender, is a critical attribute of a well-functioning board and a material determinant of corporate financial performance.

Corporate leaders also recognize the strong business case for board diversity. The Guiding Principles of Corporate Governance from the Business Roundtable affirms the economic incentive for enhancing diversity, stating: "Diverse backgrounds and experiences on corporate boards, including those of directors who represent the broad range of society, strengthen board performance and promote the creation of long-term shareholder value. Boards should develop a framework for identifying appropriately diverse candidates, which asks the nominating/corporate governance committee to consider women and/or minority candidates for each open board seat."¹ Board diversity benefits include expanding candidate pools from which to pick top talent, enhancing understanding of consumer preferences, fostering a stronger mix of leadership skills, and improving risk management.

Numerous institutional investors have adopted proxy voting guidelines advocating that board and management diversity are indicators of good corporate governance. Many of the largest asset managers, including BlackRock, Vanguard, State Street Global Advisors, and Fidelity, maintain policies to vote against board directors at U.S. companies without gender and racial diversity.² Glass Lewis updated its U.S. proxy voting guidelines in 2023 to recommend votes against board members at companies with less than 30% gender diversity and no racial diversity.³ Public funds have also adopted minimum thresholds for board diversity within proxy voting policies.⁴

U.S. regulation and legislation on board diversity is accelerating. In 2021, the Securities and Exchange Commission approved Nasdaq's proposed board diversity rule requiring listed companies to meet diversity thresholds or explain their failure to do so, as well as to disclose diversity statistics. Given that Preformed Line Products Company is listed on the Nasdaq, it will be required to have two diverse directors or explain why it does not by August 6, 2025. Federal legislation has also been introduced to require disclosure of the gender, racial, and ethnic composition of corporate boards and executive officers (H.R. 4177),⁵ with numerous states

¹ <https://www.businessroundtable.org/policy-perspectives/corporate-governance/principles-of-corporate-governance>

² <https://www.blackrock.com/corporate/literature/fact-sheet/blk-responsible-investment-guidelines-us.pdf>;
https://corporate.vanguard.com/content/dam/corp/advocate/investment-stewardship/pdf/policies-and-reports/us_proxy_voting_2023.pdf;
https://www.fidelity.com/bin-public/060_www_fidelity_com/documents/Full-Proxy-Voting-Guidelines-for-Fidelity-Funds-Advised-by-FMRCo-or-FDS.pdf; <https://www.ssga.com/library-content/pdfs/asr-library/proxy-voting-guidance-diversity-disclosures.pdf>

³ <https://www.glasslewis.com/wp-content/uploads/2022/11/US-Voting-Guidelines-2023-GL.pdf?hsCtaTracking=45ff0e63-7af7-4e28-ba3c-7985d01e390a%7C74c0265a-20b3-478c-846b-69784730ccbd>

⁴ <https://www.osc.state.ny.us/files/common-retirement-fund/corporate-governance/pdf/proxy-voting-guidelines-2023.pdf>

⁵ <https://www.congress.gov/bill/118th-congress/house-bill/4177?s=1&r=3>

also enacting or proposing legislation mandating similar disclosure.

For these reasons, we urge you to vote in favor of this proposal.