

United Therapeutics Corporation  
ANNUAL MEETING OF SHAREHOLDERS  
26<sup>TH</sup> JUNE 2024  
QUESTIONS FROM DWS INVESTMENT GMBH

Dear Ms. Martine Rothblatt,  
Dear Mr. Christopher Patusky,  
Dear Members of the Board,

DWS Investment GmbH, also acting on behalf of funds of DWS Investment S.A. (incl. SICAVs and PLCs) and certain institutional mandates of DWS International GmbH, all according to delegation agreements (hereafter DWS), is one of the largest asset managers in Europe. As a responsible investor in United Therapeutics Corporation, it is part of our fiduciary duty to express our expectations in the best interest of our clients. Our commitment to environmental, social and governance practices (ESG) is a crucial element of our responsibilities and forms an integral part of our investment process.

Ahead of your 2024 annual general meeting of shareholders (AGM), we would like to share our questions with you. We would greatly appreciate your answers in written form. Please note that we will also share our questions on our website ([www.dws.com](http://www.dws.com)) on the day of your AGM. Thank you for your consideration.

### **Independence and Composition of the Board and its Key Committees**

Qualified, experienced and independent directors are essential for competent and effective decision-making processes at board and committee level. Having a majority of independent members serving on the board as well as an independent chairperson is important for us to ensure challenging board discussions.

We appreciate the work of Mr. Christopher Patusky (Lead Independent Director), Mr. Christopher Causey, Mr. Raymond Dwek, Mr. Richard Giltner, Mr. Raymond Kurzweil, Mr. Louis Sullivan and Mr. Thomas Thompson. However, as their tenure with the company has exceeded 10 years, it contradicts our DWS Corporate Governance and Proxy Voting Policy with respect to director independence.

As a result, the Board's independence percentage would fall to 33%. Our DWS Corporate Governance and Proxy Voting Policy requires that the board must have a majority of independent directors.

Additionally, we regard a clearly separated balance of powers through a distinction of control and management as superior. For monistic board structures, this must be reflected in a separation of CEO and chairperson as well a majority of independent non-executive directors. In cases where one person assumes a combined CEO/chairperson role, a qualified and strong lead independent director must ensure the correct functioning of the company's governance.

Currently, Ms. Martine Rothblatt holds the combined position of the CEO and board chairperson of the company. Additionally, the Lead Director is also a non-independent director for above reasons.

**QUESTION 1: Will you consider appointing additional independent directors in near future to ensure majority of independent directors on the Board?**

**QUESTION 2: Will you consider separating the dual role of the CEO and Board Chairperson before the next AGM? Alternatively, will you consider appointing a new lead independent director to counterbalance the role of a combined CEO/chairperson?**

Our expectation on independence also extends to the board's committees. Having at least 50% independent members serving on the board's committees is important for us to ensure challenging discussions and decision making.

We observe a 40% independence ratio of the Audit committee, 25% independence ratio on the Compensation committee and a 20% independence ratio of the Nominating and Governance committee, due to the reasons stated above.

Further, the Audit and Compensation committees have non-independent chairpersons. This falls short of the expectation of our DWS Corporate Governance and Proxy Voting Policy, which requires an independent chairperson on key committees.

**QUESTION 3: Do you have any plans to reconstitute the Audit, Compensation and Nominating and Governance Committees to ensure majority independence on each of them in the near future?**

**QUESTION 4: Would you consider appointing independent chairpersons on the Audit committee and the Compensation committee before the next AGM?**

### **Rotation of External Auditors**

We place high value on the quality and independence of auditors. A strong degree of transparency regarding the audit fees, the proportionality and limitations on audit and non-audit fees, the tenure of the audit firm and the lead audit partner is key for DWS to assess whether ratifications for audit firms are deemed responsibly.

We regard regular rotation of both the audit firm (after ten years at the latest) and the lead audit partner (after five years at the latest) as a reasonable measure to ensure reliable, independent and critical evaluation of a firm's accounts.

We note that Ernst & Young LLP have been associated with the company since 2003.

**QUESTION 5: Can we expect a rotation of the audit firm before the next AGM?**

### **Executive Remuneration**

Executive pay is one of the most important aspects of good corporate governance as it is one of the signals for a well-operated and supervised business. Our expectation is that the board ensures full transparency, clear and plausible key performance indicators for investors, the structure of the incentives encourages the achievement of corporate financial, social and environmental objectives and the amount ultimately granted is in line with performance.

While the company has an existing clawback policy for the incentive arrangements of executive directors, its applicability does not expand beyond cases of accounting restatements and is therefore not considered robust.

We regard relevant and adequate bonus-malus mechanisms (including clawbacks) and reasonable deferral periods for executives as key elements of a sustainable, long-term oriented compensation structure. A robust clawback mechanism sets out the scope of and defines the conditions under which parts of the remuneration are to be reclaimed by the board. This should include cash and equity-based elements and should cover restatements as well as compliance breaches, misconduct and performance-related restatements that extend to sustainability aspects.

**QUESTION 6: Would you consider expanding the applicability of the company's clawback policy to events such as gross misconduct; fraud; malpractice and reputational damage to the business?**

With regard to sustainability, DWS expects investee companies to not only integrate material ESG/nonfinancial factors into their daily business and strategy, rather also to establish and disclose a clear link between their stated ESG/non-financial targets and their remuneration systems. The variable pay components should reflect ESG-related targets which are meaningful, ideally quantifiable and reflect a material ESG priority for the company.

In this regard, we still see room for improvement because the current remuneration arrangements for the executive directors do not contain any meaningful ESG-related targets.

**QUESTION 7: Would you consider incorporating ESG-related targets into the remuneration policy/system? Can we expect enhanced disclosure on these targets, their weights, and achievements against each of these targets in the 2024 annual report?**

To conclude, we would like to thank all members of the Board and all the employees of United Therapeutics Corporation on their commitment and dedication.

Thank you in advance for your answers.