

Loews Corporation  
ANNUAL MEETING OF SHAREHOLDERS  
14<sup>TH</sup> MAY 2024  
QUESTIONS FROM DWS INVESTMENT GMBH

Dear Mr Jonathan Tisch,  
Dear Mr Paul Fribourg,  
Dear Mr James Tisch,  
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 Loews 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 Committees**

Qualified, experienced and independent directors are essential for competent and efficient 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. Paul Fribourg, Mrs. Ann Berman, Mr. Charles Diker and Mr. Walter Harris. However, as their tenure with the company has exceeded 10 years as on the ensuing AGM, 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 36%. Additionally, the Lead Director is also a non-independent director.

Our DWS Corporate Governance and Proxy Voting Policy requires that the board must have a majority of independent directors.

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

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 that independence of the Compensation committee and the Audit committee has reduced to 25% and 20% respectively, due to the reasons stated above.

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

**QUESTION 2: Do you have any plans to reconstitute the compensation committee and audit committee to ensure majority independence in both committees in the near future?**

**QUESTION 3: Would you consider appointing an independent chair on the audit committee before the next AGM?**

### **Board Gender Diversity**

We expect our investee companies to incorporate gender diversity into their composition and refreshment processes and to adhere to national best practice stipulations on gender representation. We require boards to have at least 30% women directors at board level.

At present, the gender diversity at the board stands at 18%.

**QUESTION 4: Would you consider increasing the gender diversity within the Board to 30%?**

### **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.

As per the company's remuneration arrangements, no meaningful shareholding requirement i.e., no share ownership guidelines for executive directors are in place.

**QUESTION 5: Would you consider incorporating executive shareholding requirements into the remuneration system?**

With regard to sustainability, DWS expects investee companies to not only integrate material ESG/ non-financial 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 6: 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?**

We also expect that part of the variable compensation of executive directors is geared to the long-term success of the company.

As per the company's current compensation program, while the performance-based restricted stock units ("RSUs") granted to executives vest over a period of 3 years, the performance period for these awards is only 1 year, which is market lagging. Thus, the long-term variable awards for the company's executives are measured over a period of less than three years which falls short of DWS expectations.

**QUESTION 7: Can we expect an increase in the performance period to at least 3 years, for each of the metrics used under the company's long-term compensation awards?**

**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 Deloitte & Touche have been associated with the company since 1969.

**QUESTION 8: When can we expect a rotation of the audit firm?**

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

Thank you in advance for your answers.