

SPMS STICHTING PENSIOENFONDS MEDISCH SPECIALISTEN

ALL VOTES

01/07/2022 to 30/09/2022

Date range covered : 07/01/2022 to 09/30/2022

1Life Healthcare, Inc.

Meeting Date: 09/22/2022**Country:** USA**Ticker:** ONEM**Meeting Type:** Special**Primary ISIN:** US68269G1076**Primary SEDOL:** BKMG1N5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	For
<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>				
3	Adjourn Meeting	Mgmt	For	For

3R Petroleum Oleo e Gas SA

Meeting Date: 09/05/2022**Country:** Brazil**Ticker:** RRRP3**Meeting Type:** Extraordinary Shareholders**Primary ISIN:** BRRRRPACNORS**Primary SEDOL:** BLF7QT3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Fix Number of Directors at Seven	Mgmt	For	For
2	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
3	Elect Directors	Mgmt	For	For
<i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time. Also, the board should submit directors for re-election individually, rather than as a single slate to enable shareholders to hold directors individually accountable for their performance.</i>				
4	In Case There is Any Change to the Board Mgmt Slate Composition, May Your Votes Still be Counted for the Proposed Slate?		None	Against
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				

3R Petroleum Oleo e Gas SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	If Voting FOR on Item 5, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt		
5	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?		None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6.1	Percentage of Votes to Be Assigned - Elect Roberto Castello Branco as Independent Director	Mgmt	None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6.2	Percentage of Votes to Be Assigned - Elect Guilherme Affonso Ferreira as Independent Director	Mgmt	None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6.3	Percentage of Votes to Be Assigned - Elect Harley Lorentz Scardoelli as Independent Director	Mgmt	None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6.4	Percentage of Votes to Be Assigned - Elect Kjetil Braaten Solbraekke as Independent Director	Mgmt	None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6.5	Percentage of Votes to Be Assigned - Elect Paula Kovarsky Rotta as Independent Director	Mgmt	None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6.6	Percentage of Votes to Be Assigned - Elect Andre de Camargo Bartelle as Independent Director	Mgmt	None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6.7	Percentage of Votes to Be Assigned - Elect Richard Chagas Gerdau Johannpeter as Independent Director	Mgmt	None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
7	As an Ordinary Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			

3R Petroleum Oleo e Gas SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve Classification of Roberto Castello Branco, Guilherme Affonso Ferreira, Harley Lorentz Scardoelli, Kjetil Braaten Solbraekke, Richard Chagas Gerdau Johannpeter, Andre de Camargo Bartelle, and Paula Kovarsky Rotta as Independent Directors	Mgmt	For	Against
<i>Voter Rationale: It is inappropriate for several voting items to be bundled into one resolution. Shareholders should be able to vote each item separately.</i>				
9	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

ABB Ltd.

Meeting Date: 09/07/2022	Country: Switzerland	Ticker: ABBN
	Meeting Type: Extraordinary Shareholders	
	Primary ISIN: CH0012221716	Primary SEDOL: 7108899

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Spin-Off of Accelleron Industries AG	Mgmt	For	For
2	Transact Other Business (Voting)	Mgmt	For	Against

ABIOMED, Inc.

Meeting Date: 08/10/2022	Country: USA	Ticker: ABMD
	Meeting Type: Annual	
	Primary ISIN: US0036541003	Primary SEDOL: 2003698

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael R. Minogue	Mgmt	For	For
<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				

ABIOMED, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Martin P. Sutter	Mgmt	For	Withhold
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Moreover, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.3	Elect Director Paula A. Johnson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, the board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years. Moreover, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Furthermore, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Lastly, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i></p>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Advanced Drainage Systems, Inc.

Meeting Date: 07/21/2022

Country: USA

Ticker: WMS

Meeting Type: Annual

Primary ISIN: US00790R1041

Primary SEDOL: BP7RS59

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Anesa T. Chaibi	Mgmt	For	For
1b	Elect Director Robert M. Eversole	Mgmt	For	Against
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1c	Elect Director Alexander R. Fischer	Mgmt	For	For
1d	Elect Director Kelly S. Gast	Mgmt	For	For
1e	Elect Director M.A. (Mark) Haney	Mgmt	For	For
1f	Elect Director Ross M. Jones	Mgmt	For	Against
<p><i>Voter Rationale: Directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders.. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1g	Elect Director Manuel J. "Manny" Perez de la Mesa	Mgmt	For	For

Advanced Drainage Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director Anil Seetharam	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
5	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For

Aedifica SA

Meeting Date: 07/28/2022

Country: Belgium

Ticker: AED

Meeting Type: Extraordinary Shareholders

Primary ISIN: BE0003851681

Primary SEDOL: B1G5XP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Shareholders' Meeting Agenda	Mgmt		
1.1	Receive Special Board Report	Mgmt		
1.2.1	Authorize Increase in Share Capital of up to 50 Percent of Authorized Capital With Preemptive Rights by Cash	Mgmt	For	For
1.2.2	Approve Authorization to Increase Share Capital up to 20 Percent by Distribution of Optional Dividend	Mgmt	For	For
1.2.3	Authorize Increase in Share Capital of up to 10 Percent of Authorized Capital Without Preemptive Rights by Various Means	Mgmt	For	For
2	Authorize Implementation of Approved Resolutions and Filing of Required Documents/Formalities at Trade Registry	Mgmt	For	For

Agilysys, Inc.

Meeting Date: 08/26/2022

Country: USA

Ticker: AGYS

Meeting Type: Annual

Primary ISIN: US00847J1051

Primary SEDOL: 2689162

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Donald Colvin	Mgmt	For	For
1.2	Elect Director Dana Jones	Mgmt	For	For
1.3	Elect Director Jerry Jones	Mgmt	For	For
1.4	Elect Director Michael A. Kaufman	Mgmt	For	Withhold
<i>Voter Rationale: Directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.5	Elect Director Melvin Keating	Mgmt	For	For
1.6	Elect Director John Mutch	Mgmt	For	Withhold
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.7	Elect Director Ramesh Srinivasan	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

AgroFresh Solutions, Inc.

Meeting Date: 08/04/2022

Country: USA

Ticker: AGFS

Meeting Type: Annual

Primary ISIN: US00856G1094

Primary SEDOL: BZ0G154

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director John Atkin	Mgmt	For	Against
<i>Voter Rationale: Directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders.. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1b	Elect Director Robert J. Campbell	Mgmt	For	Against
<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.</i>				
1c	Elect Director Alexander Corbacho	Mgmt	For	Against
<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.</i>				

AgroFresh Solutions, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1d	Elect Director Denise L. Devine	Mgmt	For	For
1e	Elect Director Nance K. Dicciani	Mgmt	For	For
<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>				
1f	Elect Director Kay Kuenker	Mgmt	For	Against
<i>Voter Rationale: Directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders.. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.</i>				
1g	Elect Director Clinton A. Lewis, Jr.	Mgmt	For	For
<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>				
1h	Elect Director David McInerney	Mgmt	For	For
1i	Elect Director Kevin Schwartz	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Adjourn Meeting	Mgmt	For	Against
<i>Voter Rationale: Related to Items 1a-1c, and 1f.</i>				

Ai Holdings Corp.

Meeting Date: 09/29/2022

Country: Japan

Ticker: 3076

Meeting Type: Annual

Primary ISIN: JP3105090009

Primary SEDOL: B1TK201

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 35	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Sasaki, Hideyoshi	Mgmt	For	For
3.2	Elect Director Arakawa, Yasutaka	Mgmt	For	For
3.3	Elect Director Yoshida, Shuji	Mgmt	For	For
3.4	Elect Director Yamamoto, Hiroyuki	Mgmt	For	For
3.5	Elect Director Miyama, Yuzo	Mgmt	For	For
3.6	Elect Director Kawamoto, Hirotaka	Mgmt	For	For
3.7	Elect Director Sano, Keiko	Mgmt	For	For
4.1	Appoint Statutory Auditor Seki, Kazushi	Mgmt	For	For

Ai Holdings Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.2	Appoint Statutory Auditor Adachi, Kazuhiko	Mgmt	For	For
4.3	Appoint Statutory Auditor Aza, Maki	Mgmt	For	For
4.4	Appoint Alternate Statutory Auditor Naito, Tsutomu	Mgmt	For	For
4.5	Appoint Alternate Statutory Auditor Komuro, Mitsuhiro	Mgmt	For	For
4.6	Appoint Alternate Statutory Auditor Kikuchi, Masato	Mgmt	For	For

Ain Holdings, Inc.

Meeting Date: 07/28/2022

Country: Japan

Ticker: 9627

Meeting Type: Annual

Primary ISIN: JP3105250009

Primary SEDOL: 6249120

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 55	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Reduce Directors' Term - Indemnify Directors - Indemnify Statutory Auditors	Mgmt	For	For
3.1	Elect Director Otani, Kiichi	Mgmt	For	For
3.2	Elect Director Sakurai, Masahito	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.3	Elect Director Shudo, Shoichi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.4	Elect Director Mizushima, Toshihide	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.5	Elect Director Oishi, Miya	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.6	Elect Director Kimei, Rieko	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.7	Elect Director Awaji, Hidehiro	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				

Ain Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.8	Elect Director Sakai, Masato	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.9	Elect Director Endo, Noriko	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.10	Elect Director Ito, Junro	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.11	Elect Director Yamazoe, Shigeru	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.12	Elect Director Kuriyama, Hideki	Mgmt	For	For
4	Approve Compensation Ceiling for Directors	Mgmt	For	For
5	Approve Restricted Stock Plan	Mgmt	For	Against
	<i>Voter Rationale: This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.</i>			

Aker BP ASA

Meeting Date: 08/26/2022

Country: Norway

Ticker: AKRBP

Meeting Type: Extraordinary Shareholders

Primary ISIN: NO0010345853

Primary SEDOL: B1L95G3

Did Not Vote Due to Ballot Shareblocking

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Open Meeting; Registration of Attending Shareholders and Proxies	Mgmt		
2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	Mgmt	For	Do Not Vote
3	Approve Notice of Meeting and Agenda	Mgmt	For	Do Not Vote
4	Approve Merger Agreement with ABP Energy Holding BV	Mgmt	For	Do Not Vote
5	Reelect Oskar Stoknes (Chair), Donna Riley and Ingebret Hisdal as Members of Nominating Committee for a Term of Two Years	Mgmt	For	Do Not Vote

Alibaba Group Holding Limited

Meeting Date: 09/30/2022

Country: Cayman Islands

Ticker: 9988

Meeting Type: Annual

Primary ISIN: KYG017191142

Primary SEDOL: BK6YZP5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Daniel Yong Zhang	Mgmt	For	For
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				
1.2	Elect Director Jerry Yang	Mgmt	For	For
<p><i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.3	Elect Director Wan Ling Martello	Mgmt	For	For
1.4	Elect Director Weijian Shan	Mgmt	For	For
1.5	Elect Director Irene Yun-Lien Lee	Mgmt	For	Against
<p><i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
1.6	Elect Director Albert Kong Ping Ng	Mgmt	For	For
2	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years</i></p>				

Alkermes plc

Meeting Date: 07/07/2022

Country: Ireland

Ticker: ALKS

Meeting Type: Annual

Primary ISIN: IE00B56GVS15

Primary SEDOL: B3P6D26

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Director Emily Peterson Alva	Mgmt	For	For
1B	Elect Director Cato T. Laurencin	Mgmt	For	For
<p><i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1C	Elect Director Brian P. McKeon	Mgmt	For	For
1D	Elect Director Christopher I. Wright	Mgmt	For	For

Alkermes plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
3	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: This plan could lead to excessive dilution. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
5	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For
6	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	Mgmt	For	For

Alpen Co., Ltd.

Meeting Date: 09/29/2022

Country: Japan

Ticker: 3028

Meeting Type: Annual

Primary ISIN: JP3126470008

Primary SEDOL: B0ZGMK6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Mizuno, Taizo	Mgmt	For	For
2.2	Elect Director Mizuno, Atsushi	Mgmt	For	For
2.3	Elect Director Murase, Kazuo	Mgmt	For	For
2.4	Elect Director Mizumaki, Yasuhiko	Mgmt	For	For
2.5	Elect Director Matsumoto, Ayako	Mgmt	For	For
3	Elect Director and Audit Committee Member Suzuki, Takehito	Mgmt	For	For

Alpha Services & Holdings SA

Meeting Date: 07/22/2022

Country: Greece

Ticker: ALPHA

Meeting Type: Annual

Primary ISIN: GRS015003007

Primary SEDOL: BZ1MXR7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt		
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Offsetting of Accumulated Losses Using Statutory and Special Reserves	Mgmt	For	For
3	Approve Management of Company and Grant Discharge to Auditors	Mgmt	For	For
4	Approve Auditors and Fix Their Remuneration	Mgmt	For	For
5	Approve Remuneration of Directors for 2021	Mgmt	For	For
6	Approve Advance Payment of Director Remuneration for 2022	Mgmt	For	For
7	Advisory Vote on Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				
8	Receive Audit Committee's Activity Report	Mgmt		
9	Receive Report from Independent Non-Executive Directors	Mgmt		
10	Announce Election of Director	Mgmt		
11.1	Elect Vasileios T. Rapanos as Director	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
11.2	Elect Vassilios E. Psaltis as Director	Mgmt	For	For
11.3	Elect Spyros N. Filaretos as Director	Mgmt	For	For
11.4	Elect Efthimios O. Vidalis as Director	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
11.5	Elect Elli M. Andriopoulou as Independent Non-Executive Director	Mgmt	For	For
11.6	Elect Aspasia F. Palimeri as Independent Non-Executive Director	Mgmt	For	For
11.7	Elect Dimitris C. Tsitsiragos as Independent Non-Executive Director	Mgmt	For	For
11.8	Elect Jean L. Cheval as Independent Non-Executive Director	Mgmt	For	For
11.9	Elect Carolyn G. Dittmeier as Independent Non-Executive Director	Mgmt	For	For
11.10	Elect Richard R. Gildea as Independent Non-Executive Director	Mgmt	For	For
11.11	Elect Elanor R. Hardwick as Independent Non-Executive Director	Mgmt	For	For

Alpha Services & Holdings SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
11.12	Elect Shahzad A. Shahbaz as Independent Mgmt Non-Executive Director		For	For
11.13	Elect Johannes Herman Frederik G. Umbgrove as Director	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
12	Approve Type, Composition, and Term of the Audit Committee	Mgmt	For	For
13	Approve Share Capital Reduction and Shareholders Remuneration in Kind	Mgmt	For	For
14	Receive Information on Cases of Conflict of Interest	Mgmt		
15	Authorize Board to Participate in Companies with Similar Business Interests	Mgmt	For	For

ALS Limited

Meeting Date: 08/23/2022

Country: Australia

Ticker: ALQ

Meeting Type: Annual

Primary ISIN: AU000000ALQ6

Primary SEDOL: B86SZR5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Tonianne Dwyer as Director	Mgmt	For	For
2	Elect Siddhartha Kadia as Director	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
3	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
4	Approve Reinsertion of Proportional Takeover Provisions	Mgmt	For	For
5	Approve the Increase in Non-Executive Directors' Fee Pool	Mgmt	None	For
6	Approve Grant of Performance Rights to Raj Naran	Mgmt	For	Against
<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.</i>				
7	Approve Financial Assistance in Relation to the Acquisition	Mgmt	For	For

Meeting Date: 08/18/2022

Country: USA

Ticker: UHAL

Meeting Type: Annual

Primary ISIN: US0235861004

Primary SEDOL: 2028174

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Edward J. "Joe" Shoen	Mgmt	For	For
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate. In addition, the company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities.</i>			
1.2	Elect Director James E. Acridge	Mgmt	For	For
1.3	Elect Director John P. Brogan	Mgmt	For	Withhold
	<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, we expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future.</i>			
1.4	Elect Director James J. Grogan	Mgmt	For	For
1.5	Elect Director Richard J. Herrera	Mgmt	For	For
1.6	Elect Director Karl A. Schmidt	Mgmt	For	For
1.7	Elect Director Roberta R. Shank	Mgmt	For	For
1.8	Elect Director Samuel J. Shoen	Mgmt	For	For
2	Ratify BDO USA, LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			
3	Ratify and Affirm Decisions and Actions Taken by the Board and Executive Officers for Fiscal 2022	SH	For	Against
	<i>Voter Rationale: It is unclear how minority shareholders would benefit from the approval of this proposal, which lacks a clear rationale.</i>			
4	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	SH	Against	For
	<i>Voter Rationale: Climate change presents ongoing and serious risks to shareholder value. Additional information on the company's strategy and competitive positioning is merited. Companies should respond to the Carbon Disclosure Project and include information on its strategy in a sustainability report.</i>			

American Software, Inc.

Meeting Date: 08/17/2022

Country: USA

Ticker: AMSWA

Meeting Type: Annual

Primary ISIN: US0296831094

Primary SEDOL: 2029575

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Lizanne Thomas	Mgmt	For	For
1.2	Elect Director James B. Miller, Jr.	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				

American Superconductor Corporation

Meeting Date: 08/02/2022

Country: USA

Ticker: AMSC

Meeting Type: Annual

Primary ISIN: US0301112076

Primary SEDOL: BWH64F7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Laura A. Dambier	Mgmt	For	For
1.2	Elect Director Arthur H. House	Mgmt	For	For
1.3	Elect Director Margaret D. Klein	Mgmt	For	For
1.4	Elect Director Barbara G. Littlefield	Mgmt	For	For
1.5	Elect Director Daniel P. McGahn	Mgmt	For	For
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.</i></p>				
1.6	Elect Director David R. Oliver, Jr.	Mgmt	For	For
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				

American Superconductor Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: Incentive plan features that allow for loans to exercise options are inconsistent with good practice and should be eliminated. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				
3	Amend Non-Employee Director Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i></p>				
4	Ratify RSM US LLP as Auditors	Mgmt	For	For

American Woodmark Corporation

Meeting Date: 08/18/2022	Country: USA	Ticker: AMWD
	Meeting Type: Annual	
	Primary ISIN: US0305061097	Primary SEDOL: 2030674

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Latasha M. Akoma	Mgmt	For	For
1.2	Elect Director Andrew B. Cogan	Mgmt	For	For
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				
1.3	Elect Director M. Scott Culbreth	Mgmt	For	For
1.4	Elect Director James G. Davis, Jr.	Mgmt	For	For
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				

American Woodmark Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Martha M. Hayes	Mgmt	For	For
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				
1.6	Elect Director Daniel T. Hendrix	Mgmt	For	For
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				
1.7	Elect Director David A. Rodriguez	Mgmt	For	For
1.8	Elect Director Vance W. Tang	Mgmt	For	For
1.9	Elect Director Emily C. Videtto	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				

America's Car-Mart, Inc.

Meeting Date: 08/30/2022	Country: USA	Ticker: CRMT
	Meeting Type: Annual	
	Primary ISIN: US03062T1051	Primary SEDOL: 2813961

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ann G. Bordelon	Mgmt	For	For
1b	Elect Director Julia K. Davis	Mgmt	For	For
1c	Elect Director Daniel J. Englander	Mgmt	For	Against
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				

America's Car-Mart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1d	Elect Director William H. Henderson	Mgmt	For	For
1e	Elect Director Dawn C. Morris	Mgmt	For	For
1f	Elect Director Joshua G. Welch	Mgmt	For	For
1g	Elect Director Jeffrey A. Williams	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: The company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
4	Amend Stock Option Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				

Anterix Inc.

Meeting Date: 08/10/2022

Country: USA

Ticker: ATEX

Meeting Type: Annual

Primary ISIN: US03676C1009

Primary SEDOL: BJVNMJ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Morgan E. O'Brien	Mgmt	For	For
1b	Elect Director Robert H. Schwartz	Mgmt	For	For
1c	Elect Director Leslie B. Daniels	Mgmt	For	Against
<p><i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.</i></p>				
1d	Elect Director Gregory A. Haller	Mgmt	For	For
1e	Elect Director Singleton B. McAllister	Mgmt	For	Against
<p><i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.</i></p>				
1f	Elect Director Gregory A. Pratt	Mgmt	For	For
1g	Elect Director Paul Saleh	Mgmt	For	For

Anterix Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director Mahvash Yazdi	Mgmt	For	Against
<p><i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.</i></p>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

Apollo Future Mobility Group Limited

Meeting Date: 08/22/2022	Country: Cayman Islands	Ticker: 860
	Meeting Type: Extraordinary Shareholders	
	Primary ISIN: KYG0410B1023	Primary SEDOL: BMFH4R4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Change of Dual Foreign Name in Chinese of the Company and Related Transactions	Mgmt	For	For

Apyx Medical Corporation

Meeting Date: 08/11/2022	Country: USA	Ticker: APYX
	Meeting Type: Annual	
	Primary ISIN: US03837C1062	Primary SEDOL: BHNDW97

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Andrew Makrides	Mgmt	For	For
1.2	Elect Director Charles D. Goodwin	Mgmt	For	For
1.3	Elect Director Michael Geraghty	Mgmt	For	For
1.4	Elect Director Lawrence J. Waldman	Mgmt	For	For
1.5	Elect Director John Andres	Mgmt	For	For
1.6	Elect Director Craig Swandal	Mgmt	For	For

Apyx Medical Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.7	Elect Director Minnie Baylor-Henry	Mgmt	For	For
1.8	Elect Director Wendy Levine	Mgmt	For	For
2	Ratify RSM US LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.

Arcland Sakamoto Co., Ltd.

Meeting Date: 08/31/2022	Country: Japan	Ticker: 9842
	Meeting Type: Special	
	Primary ISIN: JP3100100001	Primary SEDOL: 6048004

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Change Company Name	Mgmt	For	For

Ardelyx, Inc.

Meeting Date: 07/13/2022	Country: USA	Ticker: ARDX
	Meeting Type: Annual	
	Primary ISIN: US0396971071	Primary SEDOL: BN89V40

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Geoffrey A. Block	Mgmt	For	Withhold
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
1.2	Elect Director David Mott	Mgmt	For	Withhold
	<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			

Ardelyx, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Michael Raab	Mgmt	For	For
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
2	Approve Reverse Stock Split	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				

Asahi Intecc Co., Ltd.

Meeting Date: 09/29/2022

Country: Japan

Ticker: 7747

Meeting Type: Annual

Primary ISIN: JP3110650003

Primary SEDOL: B019MQ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 11.99	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Miyata, Masahiko	Mgmt	For	For
3.2	Elect Director Miyata, Kenji	Mgmt	For	For
3.3	Elect Director Kato, Tadakazu	Mgmt	For	For
3.4	Elect Director Matsumoto, Munechika	Mgmt	For	For
3.5	Elect Director Terai, Yoshinori	Mgmt	For	For
3.6	Elect Director Ito, Mizuho	Mgmt	For	For
3.7	Elect Director Nishiuchi, Makoto	Mgmt	For	For
3.8	Elect Director Ito, Kiyomichi	Mgmt	For	For
3.9	Elect Director Kusakari, Takahiro	Mgmt	For	For
4.1	Elect Director and Audit Committee Member Tomida, Ryuji	Mgmt	For	For
4.2	Elect Director and Audit Committee Member Hanano, Yasunari	Mgmt	For	For

Asahi Intecc Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.3	Elect Director and Audit Committee Member Fukaya, Ryoko	Mgmt	For	For
5	Elect Alternate Director and Audit Committee Member Moriguchi, Shigeki	Mgmt	For	For

Ascendas Real Estate Investment Trust

Meeting Date: 07/06/2022

Country: Singapore

Ticker: A17U

Meeting Type: Extraordinary Shareholders

Primary ISIN: SG1M77906915

Primary SEDOL: 6563875

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Entry into New Management Agreements	Mgmt	For	For

Ascott Residence Trust

Meeting Date: 09/09/2022

Country: Singapore

Ticker: HMN

Meeting Type: Extraordinary Shareholders

Primary ISIN: SGXC16332337

Primary SEDOL: BG0RZ29

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Acquisition of Interests in Serviced Residence Properties in France, Vietnam and Australia, Rental Housing Properties in Japan and a Student Accommodation Property in South Carolina	Mgmt	For	For

ASKUL Corp.

Meeting Date: 08/04/2022

Country: Japan

Ticker: 2678

Meeting Type: Annual

Primary ISIN: JP3119920001

Primary SEDOL: 6294498

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 16	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For

ASKUL Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Elect Director Yoshioka, Akira	Mgmt	For	For
3.2	Elect Director Tamai, Tsuguhiro	Mgmt	For	For
3.3	Elect Director Kawamura, Katsuhiko	Mgmt	For	For
3.4	Elect Director Hokari, Shinichi	Mgmt	For	For
3.5	Elect Director Ozawa, Takao	Mgmt	For	For
3.6	Elect Director Ichige, Yumiko	Mgmt	For	For
3.7	Elect Director Goto, Genri	Mgmt	For	For
3.8	Elect Director Tsukahara, Kazuo	Mgmt	For	For
3.9	Elect Director Aoyama, Naomi	Mgmt	For	For
3.10	Elect Director Imaizumi, Tadahisa	Mgmt	For	For
4	Appoint Statutory Auditor Nakagawa, Miyuki	Mgmt	For	For
5	Appoint Deloitte Touche Tohmatsu LLC as New External Audit Firm	Mgmt	For	For

Assura Plc

Meeting Date: 07/06/2022

Country: United Kingdom

Ticker: AGR

Meeting Type: Annual

Primary ISIN: GB00BVGBWW93

Primary SEDOL: BVGBWW9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Policy	Mgmt	For	Against
3	Approve Remuneration Report	Mgmt	For	For
4	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
5	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
6	Re-elect Ed Smith as Director	Mgmt	For	For
7	Re-elect Louise Fowler as Director	Mgmt	For	For
8	Re-elect Jonathan Murphy as Director	Mgmt	For	For
9	Re-elect Jayne Cottam as Director	Mgmt	For	For
10	Re-elect Jonathan Davies as Director	Mgmt	For	For
11	Re-elect Samantha Barrell as Director	Mgmt	For	For
12	Re-elect Emma Cariaga as Director	Mgmt	For	For
13	Re-elect Noel Gordon as Director	Mgmt	For	For

Assura Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
14	Authorise Issue of Equity	Mgmt	For	For
15	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
17	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
18	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

ASX Limited

Meeting Date: 09/28/2022

Country: Australia

Ticker: ASX

Meeting Type: Annual

Primary ISIN: AU000000ASX7

Primary SEDOL: 6129222

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a	Elect Melinda Conrad as Director	Mgmt	For	For
3b	Elect Peter Nash as Director	Mgmt	For	For
3c	Elect David Curran as Director	Mgmt	For	For
3d	Elect Heather Smith as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>			
5	Approve Grant of Performance Rights to Helen Lofthouse	Mgmt	For	For
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For

AZZ Inc.

Meeting Date: 07/12/2022

Country: USA

Ticker: AZZ

Meeting Type: Annual

Primary ISIN: US0024741045

Primary SEDOL: 2067672

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Daniel E. Berce	Mgmt	For	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
1b	Elect Director Paul Eisman	Mgmt	For	For
1c	Elect Director Daniel R. Feehan	Mgmt	For	Against
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
1d	Elect Director Thomas E. Ferguson	Mgmt	For	For
1e	Elect Director Clive A. Grannum	Mgmt	For	For
1f	Elect Director Carol R. Jackson	Mgmt	For	For
1g	Elect Director David M. Kaden	Mgmt	For	For
1h	Elect Director Venita McCellon-Allen	Mgmt	For	For
1i	Elect Director Ed McGough	Mgmt	For	For
1j	Elect Director Steven R. Purvis	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i></p>				
3	Approve Conversion of Securities	Mgmt	For	For
4	Ratify Grant Thornton, LLP as Auditors	Mgmt	For	For

B&M European Value Retail SA

Meeting Date: 07/28/2022

Country: Luxembourg

Ticker: BME

Meeting Type: Annual

Primary ISIN: LU1072616219

Primary SEDOL: BMTRW10

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Receive Board Reports on the Consolidated and Unconsolidated Annual Accounts and Financial Statements	Mgmt	For	For
2	Receive Consolidated and Unconsolidated Annual Accounts and Financial Statements, and Auditors' Reports Thereon	Mgmt	For	For
3	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For

B&M European Value Retail SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Unconsolidated Annual Accounts and Financial Statements	Mgmt	For	For
5	Approve Allocation of Income	Mgmt	For	For
6	Approve Dividends	Mgmt	For	For
7	Approve Remuneration Report	Mgmt	For	For
8	Approve Discharge of Directors	Mgmt	For	For
9	Re-elect Peter Bamford as Director	Mgmt	For	For
10	Re-elect Simon Arora as Director	Mgmt	For	For
11	Re-elect Alejandro Russo as Director	Mgmt	For	For
12	Re-elect Ron McMillan as Director	Mgmt	For	For
13	Re-elect Tiffany Hall as Director	Mgmt	For	For
14	Re-elect Carolyn Bradley as Director	Mgmt	For	For
15	Elect Paula MacKenzie as Director	Mgmt	For	For
16	Approve Discharge of Auditors	Mgmt	For	For
17	Reappoint KPMG Luxembourg as Auditors	Mgmt	For	For
18	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
19	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For

Bed Bath & Beyond Inc.

Meeting Date: 07/14/2022

Country: USA

Ticker: BBBY

Meeting Type: Annual

Primary ISIN: US0758961009

Primary SEDOL: 2085878

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Harriet Edelman	Mgmt	For	For
1b	Elect Director Mark J. Tritton *Withdrawn Resolution*	Mgmt		
1c	Elect Director Marjorie Bowen	Mgmt	For	For
1d	Elect Director Sue E. Gove	Mgmt	For	For
1e	Elect Director Jeffrey A. Kirwan	Mgmt	For	For

Bed Bath & Beyond Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1f	Elect Director Shelly Lombard	Mgmt	For	For
1g	Elect Director Benjamin Rosenzweig	Mgmt	For	For
1h	Elect Director Joshua E. Schechter	Mgmt	For	For
1i	Elect Director Minesh Shah	Mgmt	For	For
1j	Elect Director Andrea M. Weiss	Mgmt	For	For
1k	Elect Director Ann Yerger	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				

BeNext-Yumeshin Group Co.

Meeting Date: 09/27/2022

Country: Japan

Ticker: 2154

Meeting Type: Annual

Primary ISIN: JP3635580008

Primary SEDOL: B1XC021

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Change Company Name - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Nishida, Yutaka	Mgmt	For	For
2.2	Elect Director Sato, Daio	Mgmt	For	For
2.3	Elect Director Ogawa, Kenjiro	Mgmt	For	For
2.4	Elect Director Sato, Hiroshi	Mgmt	For	For
2.5	Elect Director Murai, Noriyuki	Mgmt	For	For
2.6	Elect Director Zamma, Rieko	Mgmt	For	For
2.7	Elect Director Shimizu, Arata	Mgmt	For	For
2.8	Elect Director Wada, Yoichi	Mgmt	For	For
2.9	Elect Director Oshima, Mari	Mgmt	For	For
2.10	Elect Director Kawakami, Tomoko	Mgmt	For	For
3.1	Appoint Statutory Auditor Shimokawa, Fujio	Mgmt	For	For
3.2	Appoint Statutory Auditor Mita, Hajime	Mgmt	For	For

Meeting Date: 08/03/2022

Country: USA

Ticker: BGSF

Meeting Type: Annual

Primary ISIN: US05601C1053

Primary SEDOL: BLDD8L9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Richard L. Baum, Jr.	Mgmt	For	Withhold
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
1.2	Elect Director Paul A. Seid	Mgmt	For	Withhold
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.</i>			
1.3	Elect Director Cynthia Marshall	Mgmt	For	Withhold
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.</i>			
2	Ratify Whitley Penn LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			

Bharti Airtel Limited

Meeting Date: 08/12/2022

Country: India

Ticker: 532454

Meeting Type: Annual

Primary ISIN: INE397D01024

Primary SEDOL: 6442327

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect Chua Sock Koong as Director	Mgmt	For	For
4	Approve Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

Bharti Airtel Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Remuneration of Cost Auditors	Mgmt	For	For
6	Elect Pradeep Kumar Sinha as Director	Mgmt	For	For
7	Elect Shyamal Mukherjee as Director	Mgmt	For	For
8	Approve Reappointment of Gopal Vittal as Managing Director Designated as Managing Director & CEO	Mgmt	For	For
9	Approve Payment of Remuneration to Gopal Vittal as Managing Director & CEO	Mgmt	For	Against
<i>Voter Rationale: Executive compensation should be commensurate with a director's role and responsibilities.</i>				
10	Approve Increase in Total Number of Options of Employee Stock Option Scheme, 2005	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, options should be issued at no less than market price, except for an all-employee plan where the discount should not exceed 20% on a fixed date.</i>				
11	Approve Bharti Airtel Employee Welfare Trust to Acquire Equity Shares of the Company by way of Secondary Market Acquisition for Administration of Employees Stock Option Scheme, 2005	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, options should be issued at no less than market price, except for an all-employee plan where the discount should not exceed 20% on a fixed date.</i>				
12	Approve Provision of Money by the Company for Purchase of its Shares by the Bharti Airtel Employee Welfare Trust for the Benefit of Employees Under Employees Stock Option Scheme, 2005	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, options should be issued at no less than market price, except for an all-employee plan where the discount should not exceed 20% on a fixed date.</i>				

Big Yellow Group Plc

Meeting Date: 07/21/2022

Country: United Kingdom

Ticker: BYG

Meeting Type: Annual

Primary ISIN: GB0002869419

Primary SEDOL: 0286941

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Remuneration Policy	Mgmt	For	For
4	Approve Final Dividend	Mgmt	For	For

Big Yellow Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Re-elect Jim Gibson as Director	Mgmt	For	For
6	Re-elect Anna Keay as Director	Mgmt	For	For
7	Re-elect Vince Niblett as Director	Mgmt	For	For
8	Re-elect John Trotman as Director	Mgmt	For	For
9	Re-elect Nicholas Vetch as Director	Mgmt	For	For
10	Re-elect Laela Pakpour Tabrizi as Director	Mgmt	For	For
11	Re-elect Heather Savory as Director	Mgmt	For	For
12	Elect Michael O'Donnell as Director	Mgmt	For	For
<i>Voter Rationale: New directors should have sufficient length of service on the board before taking on the role of chairing the remuneration committee.</i>				
13	Reappoint KPMG LLP as Auditors	Mgmt	For	For
14	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
15	Authorise Issue of Equity	Mgmt	For	For
16	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
18	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
19	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Biohaven Pharmaceutical Holding Company Ltd.

Meeting Date: 09/29/2022

Country: Virgin Isl (UK)

Ticker: BHVN

Meeting Type: Special

Primary ISIN: VGG111961055

Primary SEDOL: BZ8FXC4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>				
3	Adjourn Meeting	Mgmt	For	For

Black Knight, Inc.

Meeting Date: 09/21/2022

Country: USA

Ticker: BKI

Meeting Type: Special

Primary ISIN: US09215C1053

Primary SEDOL: BDG75V1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and equity awards will be assumed by the acquirer and will continue to be subject to double-trigger acceleration. However, the executive chairman (and recent former CEO) is eligible to receive a large discretionary cash bonus and the company does not disclose a rationale for the award's size. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their job. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
3	Adjourn Meeting	Mgmt	For	For

Boot Barn Holdings, Inc.

Meeting Date: 08/29/2022

Country: USA

Ticker: BOOT

Meeting Type: Annual

Primary ISIN: US0994061002

Primary SEDOL: BRS6600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter Starrett	Mgmt	For	Withhold
<i>Voter Rationale: Former employees or company founders are not sufficiently independent to serve on key board committees. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.2	Elect Director Chris Bruzzo	Mgmt	For	For
1.3	Elect Director Eddie Burt	Mgmt	For	For
1.4	Elect Director James G. Conroy	Mgmt	For	For
1.5	Elect Director Lisa G. Laube	Mgmt	For	For
1.6	Elect Director Anne MacDonald	Mgmt	For	For
1.7	Elect Director Brenda I. Morris	Mgmt	For	For
1.8	Elect Director Brad Weston	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				

Boot Barn Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Booz Allen Hamilton Holding Corporation

Meeting Date: 07/27/2022

Country: USA

Ticker: BAH

Meeting Type: Annual

Primary ISIN: US0995021062

Primary SEDOL: B5367T7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Horacio D. Rozanski	Mgmt	For	For
1b	Elect Director Mark E. Gaumont	Mgmt	For	For
1c	Elect Director Gretchen W. McClain	Mgmt	For	For
1d	Elect Director Melody C. Barnes	Mgmt	For	For
1e	Elect Director Ellen Jewett	Mgmt	For	For
1f	Elect Director Arthur E. Johnson	Mgmt	For	For
1g	Elect Director Charles O. Rossotti	Mgmt	For	Against

Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.

2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Provide Right to Call Special Meeting	Mgmt	For	For
5	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	SH	Against	For

Voter Rationale: The ability to call special meetings would enhance shareholder rights, although our preference is for the lower threshold of 10% in the shareholder proposal.

Voter Rationale: The ability to call special meetings would enhance shareholder rights, and our preference is for the lower threshold of 10% proposed in this shareholder proposal.

Box, Inc.

Meeting Date: 07/14/2022

Country: USA

Ticker: BOX

Meeting Type: Annual

Primary ISIN: US10316T1043

Primary SEDOL: BVB3BV2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kim Hammonds *Withdrawn Resolution*	Mgmt		

Box, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
1b	Elect Director Dan Levin	Mgmt	For	Against
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.</i>			
1c	Elect Director Bethany Mayer	Mgmt	For	Against
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			

BPER Banca SpA

Meeting Date: 07/27/2022 **Country:** Italy **Ticker:** BPE
Meeting Type: Ordinary Shareholders
Primary ISIN: IT0000066123 **Primary SEDOL:** 4116099

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
	Shareholder Proposal Submitted by Institutional Investors (Assogestioni)	Mgmt		
1	Appoint Carlo Appetiti as Internal Statutory Auditor	SH	None	For

Bristow Group Inc.

Meeting Date: 08/02/2022 **Country:** USA **Ticker:** VTOL
Meeting Type: Annual
Primary ISIN: US11040G1031 **Primary SEDOL:** BMBT0Z4

Bristow Group Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Christopher S. Bradshaw	Mgmt	For	For
1.2	Elect Director Lorin L. Brass	Mgmt	For	For
1.3	Elect Director Wesley E. Kern	Mgmt	For	For
1.4	Elect Director Robert J. Manzo	Mgmt	For	For
1.5	Elect Director G. Mark Mickelson	Mgmt	For	For
1.6	Elect Director Maryanne Miller	Mgmt	For	For
1.7	Elect Director Christopher Pucillo	Mgmt	For	Withhold
<i>Voter Rationale: Directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders.. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.8	Elect Director Brian D. Truelove	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i>				
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
A	Please Mark FOR if the Stock Owned of Record or Beneficially by You is Owned and Controlled ONLY by U.S. Citizens or Mark Against if Such Stock is Owned or Controlled by Any Person Who is NOT a U.S. Citizen	Mgmt	None	Against

Bushiroad, Inc.

Meeting Date: 09/27/2022

Country: Japan

Ticker: 7803

Meeting Type: Annual

Primary ISIN: JP3829930001

Primary SEDOL: BKF05T8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 9	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Kidani, Takaaki	Mgmt	For	Against
<i>Voter Rationale: The board lacks sufficient diversity to meet our expectations.</i>				
3.2	Elect Director Hashimoto, Yoshitaka	Mgmt	For	For
3.3	Elect Director Hirose, Kazuhiko	Mgmt	For	For
3.4	Elect Director Muraoka, Toshiyuki	Mgmt	For	For

Bushiroad, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.5	Elect Director Okeda, Daisuke	Mgmt	For	For
3.6	Elect Director Inada, Yoichi	Mgmt	For	For
3.7	Elect Director Mizuno, Michinori	Mgmt	For	For
4.1	Appoint Statutory Auditor Morise, Norifumi	Mgmt	For	For
4.2	Appoint Statutory Auditor Yamada, Shinya	Mgmt	For	For
4.3	Appoint Statutory Auditor Mizuno, Ryo	Mgmt	For	For
5	Approve Stock Option Plan	Mgmt	For	Against

Voter Rationale: This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.

CalAmp Corp.

Meeting Date: 07/26/2022

Country: USA

Ticker: CAMP

Meeting Type: Annual

Primary ISIN: US1281261099

Primary SEDOL: 2164700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Scott Arnold	Mgmt	For	For
1b	Elect Director Jason Cohenour	Mgmt	For	For
1c	Elect Director Wesley Cummins	Mgmt	For	Against
1d	Elect Director Jeffery Gardner	Mgmt	For	For
1e	Elect Director Henry J. Maier	Mgmt	For	For
1f	Elect Director Roxanne Oulman	Mgmt	For	For
1g	Elect Director Jorge Titingier	Mgmt	For	For
1h	Elect Director Kirsten Wolberg	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	Against

Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.

Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.

Capri Holdings Limited

Meeting Date: 08/03/2022

Country: Virgin Isl (UK)

Ticker: CPRI

Meeting Type: Annual

Primary ISIN: VGG1890L1076

Primary SEDOL: BJ1N1M9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Judy Gibbons	Mgmt	For	For
	<i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
1b	Elect Director Jane Thompson	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
4	Amend Omnibus Stock Plan	Mgmt	For	For
	<i>Voter Rationale: The plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job.</i>			

Cavco Industries, Inc.

Meeting Date: 08/02/2022

Country: USA

Ticker: CVCO

Meeting Type: Annual

Primary ISIN: US1495681074

Primary SEDOL: 2787022

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director David A. Greenblatt	Mgmt	For	Against
	<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
1b	Elect Director Richard A. Kerley	Mgmt	For	For
1c	Elect Director Julia W. Sze	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i>			
3	Ratify RSM US LLP as Auditors	Mgmt	For	For

Centene Corporation

Meeting Date: 09/27/2022

Country: USA

Ticker: CNC

Meeting Type: Special

Primary ISIN: US15135B1017

Primary SEDOL: 2807061

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Declassify the Board of Directors	Mgmt	For	For
<p><i>Voter Rationale: The decision to declassify the board is laudable. The annual election of directors provides greater board accountability to shareholders and is appreciated.</i></p>				
2	Provide Right to Call Special Meeting	Mgmt	For	For
3	Provide Right to Act by Written Consent	Mgmt	For	For
4	Adjourn Meeting	Mgmt	For	For

Centrais Eletricas Brasileiras SA

Meeting Date: 08/05/2022

Country: Brazil

Ticker: ELET6

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRELETACNPB7

Primary SEDOL: 2308445

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain
<p><i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i></p>				
2	In Case Shareholders Request the Individual Election of the Board Nominees, Can Your Votes Be Distributed Among All Members of the Proposed Slate?	Mgmt	None	Abstain
<p><i>Voter Rationale: The board should submit directors for re-election individually, rather than as a single slate to enable shareholders to hold directors individually accountable for their performance.</i></p>				
3	Elect Directors Appointed by Shareholder	Mgmt	For	For
<p><i>Voter Rationale: The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Further, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. Moreover, the board should submit directors for re-election individually, rather than as a single slate to enable shareholders to hold directors individually accountable for their performance.</i></p>				

Centrais Eletricas Brasileiras SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	In Case There is Any Change to the Board Mgmt Slate Composition, May Your Votes Still be Counted for the Proposed Slate?		None	Against
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
	If Voting FOR on Item 5, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt		
5	In Case Cumulative Voting Is Adopted, Do Mgmt You Wish to Equally Distribute Your Votes Amongst the Nominees below?		None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6.1	Percentage of Votes to Be Assigned - Elect Carlos Augusto Leone Piani as Independent Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6.2	Percentage of Votes to Be Assigned - Elect Daniel Alves Ferreira as Independent Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6.3	Percentage of Votes to Be Assigned - Elect Felipe Vilela Dias as Independent Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6.4	Percentage of Votes to Be Assigned - Elect Ivan de Souza Monteiro as Independent Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6.5	Percentage of Votes to Be Assigned - Elect Marcelo de Siqueira Freitas as Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6.6	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6.7	Percentage of Votes to Be Assigned - Elect Marisete Fatima Dadald Pereira as Independent Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				

Centrais Eletricas Brasileiras SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6.8	Percentage of Votes to Be Assigned - Elect Octavio Cortes Pereira Lopes as Independent Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6.9	Percentage of Votes to Be Assigned - Elect Vicente Falconi Campos as Independent Director	Mgmt	None	Abstain
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
7	Fix the Term of the Board of Directors Until the Annual General Meeting to Be Held in 2025 as Proposed by Shareholder	Mgmt	For	For

Centre Testing International Group Co., Ltd.

Meeting Date: 09/21/2022 **Country:** China **Ticker:** 300012
Meeting Type: Special

Primary ISIN: CNE100000GV8 **Primary SEDOL:** B4VM756

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Liu Zhiqian as Independent Director	Mgmt	For	For
2	Amend Articles of Association	Mgmt	For	Against
<i>Voter Rationale: Changes in company's articles or by-laws should not erode shareholder rights.</i>				

Chewy, Inc.

Meeting Date: 07/14/2022 **Country:** USA **Ticker:** CHWY
Meeting Type: Annual

Primary ISIN: US16679L1098 **Primary SEDOL:** BJLFHW7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director James Kim	Mgmt	For	Withhold
<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the dual-class structure, classified board, and "pop-up" supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i>				
1.2	Elect Director David Leland	Mgmt	For	Withhold
<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the dual-class structure, classified board, and "pop-up" supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i>				

Chewy, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Lisa Sibenac	Mgmt	For	Withhold
<p><i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the dual-class structure, classified board, and "pop-up" supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i></p>				
1.4	Elect Director Sumit Singh	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Lastly, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				
4	Approve Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i></p>				

Chuy's Holdings, Inc.

Meeting Date: 07/28/2022

Country: USA

Ticker: CHUY

Meeting Type: Annual

Primary ISIN: US1716041017

Primary SEDOL: B88WMY1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Saed Mohseni	Mgmt	For	For
<p><i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.2	Elect Director Ira Zecher	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				
3	Ratify RSM US LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

Cipla Limited

Meeting Date: 08/26/2022

Country: India

Ticker: 500087

Meeting Type: Annual

Primary ISIN: INE059A01026

Primary SEDOL: B011108

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
3	Approve Final Dividend	Mgmt	For	For
4	Reelect Samina Hamied as Director	Mgmt	For	For
5	Elect Mandar Purushottam Vaidya as Director	Mgmt	For	For
6	Approve Grant of Employee Stock Appreciation Rights / Share-Based Benefits to Umang Vohra as Managing Director and Global Chief Executive Officer	Mgmt	For	For
7	Approve Remuneration of Cost Auditors	Mgmt	For	For

Cirrus Logic, Inc.

Meeting Date: 07/29/2022

Country: USA

Ticker: CRUS

Meeting Type: Annual

Primary ISIN: US1727551004

Primary SEDOL: 2197308

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John C. Carter	Mgmt	For	Withhold
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.2	Elect Director Alexander M. Davern	Mgmt	For	For
1.3	Elect Director Timothy R. Dehne	Mgmt	For	Withhold
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.4	Elect Director John M. Forsyth	Mgmt	For	For
1.5	Elect Director Deirdre R. Hanford	Mgmt	For	For
1.6	Elect Director Raghobir Hussain	Mgmt	For	For
1.7	Elect Director Catherine P. Lego	Mgmt	For	For
1.8	Elect Director David J. Tupman	Mgmt	For	For

Cirrus Logic, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers.</i></p>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i></p>				

Collins Foods Limited

Meeting Date: 09/02/2022 **Country:** Australia **Ticker:** CKF
Meeting Type: Annual **Primary ISIN:** AU000000CKF7 **Primary SEDOL:** B6QCFP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Mark Hawthorne as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Drew O'Malley	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
<p><i>Voter Rationale: The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i></p>				

Columbus McKinnon Corporation

Meeting Date: 07/18/2022 **Country:** USA **Ticker:** CMCO
Meeting Type: Annual **Primary ISIN:** US1993331057 **Primary SEDOL:** 2211071

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Richard H. Fleming	Mgmt	For	For
<p><i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				
1.2	Elect Director David J. Wilson	Mgmt	For	For

Columbus McKinnon Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Liam G. McCarthy	Mgmt	For	For
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				
1.4	Elect Director Heath A. Mitts	Mgmt	For	For
1.5	Elect Director Kathryn V. Roedel	Mgmt	For	For
1.6	Elect Director Aziz S. Aghili	Mgmt	For	Against
<p><i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
1.7	Elect Director Jeanne Beliveau-Dunn	Mgmt	For	For
1.8	Elect Director Michael Dastoor	Mgmt	For	For
1.9	Elect Director Chad R. Abraham	Mgmt	For	For
1.10	Elect Director Gerald G. Colella	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i></p>				

ComfortDelGro Corporation Limited

Meeting Date: 09/02/2022

Country: Singapore

Ticker: C52

Meeting Type: Extraordinary Shareholders

Primary ISIN: SG1N31909426

Primary SEDOL: 6603737

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

Commvault Systems, Inc.

Meeting Date: 08/24/2022

Country: USA

Ticker: CVLT

Meeting Type: Annual

Primary ISIN: US2041661024

Primary SEDOL: B142B38

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Nicholas Adamo	Mgmt	For	For
1.2	Elect Director Martha H. Bejar	Mgmt	For	For
1.3	Elect Director David F. Walker	Mgmt	For	Against
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.4	Elect Director Keith Geeslin	Mgmt	For	Against
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.5	Elect Director Vivie "YY" Lee	Mgmt	For	For
1.6	Elect Director Sanjay Mirchandani	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Furthermore, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i>				

Compagnie Financiere Richemont SA

Meeting Date: 09/07/2022

Country: Switzerland

Ticker: CFR

Meeting Type: Annual

Primary ISIN: CH0210483332

Primary SEDOL: BCRWZ18

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Proposals for All Shareholders	Mgmt		
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For

Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Allocation of Income and Ordinary Dividends of CHF 2.25 per Registered A Share and CHF 0.225 per Registered B Share and a Special Dividend of CHF 1.00 per Registered A Share and CHF 0.10 per Registered B Share	Mgmt	For	For
3	Approve Discharge of Board and Senior Management	Mgmt	For	For
	Shareholder Proposals Submitted by Bluebell Capital Partners Ltd	Mgmt		
4.1	Elect Francesco Trapani as Representative SH of Category A Registered Shares		Against	Against
<i>Voter Rationale: We have some concerns regarding overall governance at the company, including audit committee independence and the company's responsiveness to shareholder dissent on executive compensation. While the company's reaction to the dissident's campaign appears reactive, we are not convinced that the proposed dissident nominee would improve long term shareholder value. As such, we will support management's nominee for Class A share representative.</i>				
	Management Proposal for Holders of A Registered Shares	Mgmt		
4.2	Elect Wendy Luhabe as Representative of Category A Registered Shares	Mgmt	For	For
	Management Proposals for All Shareholders	Mgmt		
5.1	Reelect Johann Rupert as Director and Board Chair	Mgmt	For	For
5.2	Reelect Josua Malherbe as Director	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
5.3	Reelect Nikesh Arora as Director	Mgmt	For	For
5.4	Reelect Clay Brendish as Director	Mgmt	For	For
5.5	Reelect Jean-Blaise Eckert as Director	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
5.6	Reelect Burkhardt Grund as Director	Mgmt	For	For
5.7	Reelect Keyu Jin as Director	Mgmt	For	For
5.8	Reelect Jerome Lambert as Director	Mgmt	For	For
5.9	Reelect Wendy Luhabe as Director	Mgmt	For	For
5.10	Reelect Jeff Moss as Director	Mgmt	For	For
5.11	Reelect Vesna Nevistic as Director	Mgmt	For	For
5.12	Reelect Guillaume Pictet as Director	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
5.13	Reelect Maria Ramos as Director	Mgmt	For	For
5.14	Reelect Anton Rupert as Director	Mgmt	For	For
5.15	Reelect Patrick Thomas as Director	Mgmt	For	For

Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5.16	Reelect Jasmine Whitbread as Director	Mgmt	For	For
	Shareholder Proposals Submitted by Bluebell Capital Partners Ltd	Mgmt		
5.17	Elect Francesco Trapani as Director	SH	Against	Against
	Management Proposals for All Shareholders	Mgmt		
6.1	Reappoint Clay Brendish as Member of the Compensation Committee	Mgmt	For	For
	<i>Voter Rationale: The remuneration committee should seek to engage with investors and should address ongoing concerns with remuneration practices.</i>			
6.2	Reappoint Keyu Jin as Member of the Compensation Committee	Mgmt	For	For
	<i>Voter Rationale: The remuneration committee should seek to engage with investors and should address ongoing concerns with remuneration practices.</i>			
6.3	Reappoint Guillaume Pictet as Member of the Compensation Committee	Mgmt	For	For
	<i>Voter Rationale: The remuneration committee should seek to engage with investors and should address ongoing concerns with remuneration practices.</i>			
6.4	Reappoint Maria Ramos as Member of the Compensation Committee	Mgmt	For	For
	<i>Voter Rationale: The remuneration committee should seek to engage with investors and should address ongoing concerns with remuneration practices.</i>			
7	Ratify PricewaterhouseCoopers SA as Auditors	Mgmt	For	Against
	<i>Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>			
8	Designate Etude Gampert Demierre Moreno as Independent Proxy	Mgmt	For	For
9.1	Approve Remuneration of Directors in the Amount of CHF 7.7 Million	Mgmt	For	For
9.2	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 5.4 Million	Mgmt	For	For
9.3	Approve Variable Remuneration of Executive Committee in the Amount of CHF 27.7 Million	Mgmt	For	Against
	<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
	Shareholder Proposals Submitted by Bluebell Capital Partners Ltd	Mgmt		
10	Approve Increase in Size of Board to Six Members	SH	Against	For
	<i>Voter Rationale: The proposed amendments would potentially provide shareholders with meaningful representation on the board of directors, and these representatives could provide an important control mechanism considering the company's capital structure if events warrant such action by class A shareholders. Moreover, given that class A shareholders represent c. 90 percent of the equity capital, the proposal for equal representation on the board appears balanced.</i>			

Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
11	Amend Articles Re: Representatives of Holders of Category A and B Registered Shares	SH	Against	For
	<i>Voter Rationale: The proposed amendments would potentially provide shareholders with meaningful representation on the board of directors, and these representatives could provide an important control mechanism considering the company's capital structure if events warrant such action by class A shareholders. Moreover, given that class A shareholders represent c. 90 percent of the equity capital, the proposal for equal representation on the board appears balanced.</i>			
	Management Proposals	Mgmt		
12	Transact Other Business (Voting)	Mgmt	For	Against
	<i>Voter Rationale: Any Other Business should not be a voting item.</i>			

Constellation Brands, Inc.

Meeting Date: 07/19/2022	Country: USA	Ticker: STZ
	Meeting Type: Annual	
	Primary ISIN: US21036P1084	Primary SEDOL: 2170473

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jennifer M. Daniels	Mgmt	For	Withhold
	<i>Voter Rationale: The lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function. We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives.</i>			
1.2	Elect Director Jeremy S. G. Fowden	Mgmt	For	For
	<i>Voter Rationale: The board imposed a forum selection clause without prior shareholder approval. The corporate governance committee should oppose measures that restrict investors' access to courts, and reverse the measure or, at the very least, put the matter to an investor vote. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
1.3	Elect Director Jose Manuel Madero Garza	Mgmt	For	Withhold
	<i>Voter Rationale: The lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function. We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives.</i>			
1.4	Elect Director Daniel J. McCarthy	Mgmt	For	Withhold
	<i>Voter Rationale: The lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function. We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			

Consumer Portfolio Services, Inc.

Meeting Date: 08/25/2022

Country: USA

Ticker: CPSS

Meeting Type: Annual

Primary ISIN: US2105021008

Primary SEDOL: 2223872

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Charles E. Bradley, Jr.	Mgmt	For	For
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
1.2	Elect Director Stephen H. Deckoff	Mgmt	For	For
1.3	Elect Director Louis M. Grasso	Mgmt	For	For
1.4	Elect Director William W. Grounds	Mgmt	For	For
1.5	Elect Director Brian J. Rayhill	Mgmt	For	For
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>			
1.6	Elect Director William B. Roberts	Mgmt	For	Withhold
	<i>Voter Rationale: The compensation committee has consistently failed to address material shareholder concerns over the last five years. In particular, we believe the committee has failed to remedy structural concerns related to subpar performance metrics, including policies related to hedging and clawbacks. Moreover, the company has not disclosed shareholder engagement related to last year's low support. Consequently, we will vote against the incumbent compensation committee members.</i>			
1.7	Elect Director James E. Walker, III	Mgmt	For	For
1.8	Elect Director Gregory S. Washer	Mgmt	For	Withhold
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, the matter will be kept under review. However we will still oppose this nominee because we expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size.</i>			
1.9	Elect Director Daniel S. Wood	Mgmt	For	Withhold
	<i>Voter Rationale: The compensation committee has consistently failed to address material shareholder concerns over the last five years. In particular, we believe the committee has failed to remedy structural concerns related to subpar performance metrics, including policies related to hedging and clawbacks. Moreover, the company has not disclosed shareholder engagement related to last year's low support. Consequently, we will vote against the incumbent compensation committee members.</i>			

Consumer Portfolio Services, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify Crowe LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: The board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years. In addition, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Furthermore, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders Lastly, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
4	Other Business	Mgmt	For	Against
	<i>Voter Rationale: Any Other Business should not be a voting item.</i>			

CorVel Corporation

Meeting Date: 08/04/2022

Country: USA

Ticker: CRVL

Meeting Type: Annual

Primary ISIN: US2210061097

Primary SEDOL: 2347277

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director V. Gordon Clemons	Mgmt	For	For
	<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
1.2	Elect Director Steven J. Hamerslag	Mgmt	For	Withhold
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness</i>			
1.3	Elect Director Alan R. Hoops	Mgmt	For	Withhold
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			

CorVel Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director R. Judd Jessup	Mgmt	For	Withhold
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, this director is not sufficiently independent to serve as the independent lead director.</i>			
1.5	Elect Director Jean H. Macino	Mgmt	For	Withhold
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1.6	Elect Director Jeffrey J. Michael	Mgmt	For	Withhold
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. Moreover, directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders.. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness</i>			
2	Ratify Haskell & White LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			
3	Report on Steps to Improve Racial and Gender Board Diversity	SH	Against	For
	<i>Voter Rationale: Increased disclosure would allow shareholders to determine if the company is taking appropriate steps to increase the diversity of its board.</i>			

COSMOS Pharmaceutical Corp.

Meeting Date: 08/23/2022

Country: Japan

Ticker: 3349

Meeting Type: Annual

Primary ISIN: JP3298400007

Primary SEDOL: B036QP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 40	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings - Authorize Board to Determine Income Allocation	Mgmt	For	Against
	<i>Voter Rationale: Excess cash should be returned to shareholders when it is not otherwise invested. Shareholders should retain the right to approve the company's dividend policy. Also, in-person shareholder meetings enable essential scrutiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.</i>			

COSMOS Pharmaceutical Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Elect Director Uno, Masateru	Mgmt	For	For
3.2	Elect Director Yokoyama, Hideaki	Mgmt	For	For
3.3	Elect Director Shibata, Futoshi	Mgmt	For	For
4	Elect Alternate Director and Audit Committee Member Ueta, Masao	Mgmt	For	For

CRA International, Inc.

Meeting Date: 07/19/2022

Country: USA

Ticker: CRAI

Meeting Type: Annual

Primary ISIN: US12618T1051

Primary SEDOL: 2240622

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Paul Maleh	Mgmt	For	For
<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
1.2	Elect Director Thomas Avery	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. In addition, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i>				
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

CRE Logistics REIT, Inc.

Meeting Date: 09/28/2022

Country: Japan

Ticker: 3487

Meeting Type: Special

Primary ISIN: JP3048680007

Primary SEDOL: BFXZ9X2

CRE Logistics REIT, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Provisions on Deemed Approval System - Amend Provisions on Record Date for Unitholder Meetings - Amend Audit Fee Ceiling and Audit Fee Payment Schedule - Amend Permitted Investment Types - Amend Asset Management Compensation	Mgmt	For	For
2	Elect Executive Director Ito, Tsuyoshi	Mgmt	For	Against
<i>Voter Rationale: For maximum effectiveness a board should include between 5 and 15 directors.</i>				
3	Elect Alternate Executive Director Toda, Hirohisa	Mgmt	For	For
4.1	Elect Supervisory Director Isobe, Kensuke	Mgmt	For	For
4.2	Elect Supervisory Director Nakamura, Kenichi	Mgmt	For	For
5	Elect Alternate Supervisory Director Nakao, Ayako	Mgmt	For	For

Create SD Holdings Co., Ltd.

Meeting Date: 08/26/2022

Country: Japan

Ticker: 3148

Meeting Type: Annual

Primary ISIN: JP3269940007

Primary SEDOL: B3V2XQ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 23	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Yamamoto, Hisao	Mgmt	For	For
3.2	Elect Director Hirose, Taizo	Mgmt	For	For
3.3	Elect Director Nakaura, Shigeto	Mgmt	For	For
4	Elect Alternate Director and Audit Committee Member Harada, Takafumi	Mgmt	For	For

CSW Industrials, Inc.

Meeting Date: 08/25/2022

Country: USA

Ticker: CSWI

Meeting Type: Annual

Primary ISIN: US1264021064

Primary SEDOL: BYQD1J6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph B. Armes	Mgmt	For	For
<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.</i>				
1.2	Elect Director Michael R. Gambrell	Mgmt	For	For
1.3	Elect Director Bobby Griffin	Mgmt	For	For
1.4	Elect Director Terry L. Johnston	Mgmt	For	For
1.5	Elect Director Linda A. Livingstone	Mgmt	For	For
1.6	Elect Director Anne B. Motsenbocker	Mgmt	For	For
1.7	Elect Director Robert M. Swartz	Mgmt	For	For
1.8	Elect Director J. Kent Sweezy	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Lastly, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
4	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

Cushman & Wakefield plc

Meeting Date: 09/21/2022

Country: United Kingdom

Ticker: CWK

Meeting Type: Special

Primary ISIN: GB00BFZ4N465

Primary SEDOL: BFZ4N46

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve the Repurchase Authorization, Form of Share Repurchase Contracts and Repurchase Counterparties	Mgmt	For	For

Daikokutenbussan Co., Ltd.

Meeting Date: 08/24/2022

Country: Japan

Ticker: 2791

Meeting Type: Annual

Primary ISIN: JP3483050005

Primary SEDOL: 6713186

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 29	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Oga, Shoji	Mgmt	For	Against
<i>Voter Rationale: The board lacks sufficient diversity to meet our expectations.</i>				
3.2	Elect Director Oga, Masahiko	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.3	Elect Director Omura, Masashi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.4	Elect Director Kawada, Tomohiro	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.5	Elect Director Fujikawa, Atsushi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.6	Elect Director Namba, Yoichi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.7	Elect Director Inoue, Hiroshi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.8	Elect Director Noda, Naoki	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.9	Elect Director Fukuda, Masahiko	Mgmt	For	For
4	Appoint Alternate Statutory Auditor Kuwahara, Kazunari	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be majority independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				

Daiwa Office Investment Corp.

Meeting Date: 08/26/2022

Country: Japan

Ticker: 8976

Meeting Type: Special

Primary ISIN: JP3046310003

Primary SEDOL: B0LNTF5

Daiwa Office Investment Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet - Change Japanese Era Year to Western Year - Reflect Changes in Accounting Standards	Mgmt	For	For
2	Elect Executive Director Sakai, Keiichi	Mgmt	For	For
3	Elect Alternate Executive Director Shinotsuka, Yuji	Mgmt	For	For
4.1	Elect Supervisory Director Eki, Daisuke	Mgmt	For	For
4.2	Elect Supervisory Director Ito, Koichiro	Mgmt	For	For

Daktronics, Inc.

Meeting Date: 09/07/2022

Country: USA

Ticker: DAKT

Meeting Type: Annual

Primary ISIN: US2342641097

Primary SEDOL: 2254010

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Kevin P. McDermott	Mgmt	For	For
1.2	Elect Director Andrew Siegel	Mgmt	For	For
<i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i>				
3	Ratify Deloitte & Touche, LLP as Auditors	Mgmt	For	For
4	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
5	Approve Shareholder Rights Plan	Mgmt	For	Against
<i>Voter Rationale: Where poison pills are adopted, they should be approved by shareholders prior to deployment, include independent oversight, and be of a limited duration.</i>				

Daseke, Inc.

Meeting Date: 07/06/2022

Country: USA

Ticker: DSKE

Meeting Type: Annual

Primary ISIN: US23753F1075

Primary SEDOL: BF00KC6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Brian Bonner	Mgmt	For	Withhold
<p><i>Voter Rationale: - Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time.- Also, former employees or company founders are not sufficiently independent to serve on key board committees.- The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.- The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.2	Elect Director Don R. Daseke	Mgmt	For	For
1.3	Elect Director Catharine Ellingsen	Mgmt	For	Withhold
<p><i>Voter Rationale: - Compensation committee has failed to adequately respond to last year's low SOP vote. Changes made include increased performance-based metrics and a decrease in discretion. Nevertheless, we would have liked to see comprehensive disclosure of shareholder engagement including changes to the structure detailed in the SOP vote rationale below</i></p>				
1.4	Elect Director Grant Garbers	Mgmt	For	For
1.5	Elect Director Melendy Lovett	Mgmt	For	For
1.6	Elect Director Charles "Chuck" F. Serianni	Mgmt	For	For
1.7	Elect Director Jonathan Shepko	Mgmt	For	For
1.8	Elect Director Ena Williams	Mgmt	For	Withhold
<p><i>Voter Rationale: - Compensation committee has failed to adequately respond to last year's low SOP vote. Changes made include increased performance-based metrics and a decrease in discretion. Nevertheless, we would have liked to see comprehensive disclosure of shareholder engagement including changes to the structure detailed in the SOP vote rationale below.</i></p>				
2	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, the board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				

DHI Group, Inc.

Meeting Date: 07/13/2022

Country: USA

Ticker: DHX

Meeting Type: Special

Primary ISIN: US23331S1006

Primary SEDOL: BWX70S9

DHI Group, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Omnibus Stock Plan	Mgmt	For	For

Dorian LPG Ltd.

Meeting Date: 09/27/2022	Country: Marshall Isl	Ticker: LPG
	Meeting Type: Annual	Primary ISIN: MHY2106R1100
		Primary SEDOL: BM4QJF5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John C. Hadjipateras	Mgmt	For	For
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
1.2	Elect Director Malcolm McAvity	Mgmt	For	For
	<i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
2	Ratify Deloitte Certified Public Accountants S.A. as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Furthermore, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. As well as, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Likewise, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Lastly, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
4	Advisory Vote on Say on Pay Frequency	Mgmt	Two Years	One Year

Duke Realty Corporation

Meeting Date: 09/28/2022	Country: USA	Ticker: DRE
	Meeting Type: Special	Primary ISIN: US2644115055
		Primary SEDOL: 2284084

Duke Realty Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
<p><i>Voter Rationale: A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, equity awards are single trigger. Further, NEOs are expected to receive significant problematic excise tax gross-ups pursuant to a program the board is expected to adopt prior to closing. This egregious action contradicts prior statements by the board in its annual proxy which stated that CIC excise tax protections are not in long-term shareholders' interests. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
3	Adjourn Meeting	Mgmt	For	For

DXC Technology Company

Meeting Date: 07/26/2022

Country: USA

Ticker: DXC

Meeting Type: Annual

Primary ISIN: US23355L1061

Primary SEDOL: BYXD7B3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Mukesh Aghi	Mgmt	For	For
1b	Elect Director Amy E. Alving	Mgmt	For	For
1c	Elect Director David A. Barnes	Mgmt	For	For
1d	Elect Director Raul J. Fernandez	Mgmt	For	For
1e	Elect Director David L. Herzog	Mgmt	For	For
1f	Elect Director Dawn Rogers	Mgmt	For	For
1g	Elect Director Michael J. Salvino	Mgmt	For	For
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.</i></p>				
1h	Elect Director Carrie W. Teffner	Mgmt	For	For
1i	Elect Director Akihiko Washington	Mgmt	For	For
1j	Elect Director Robert F. Woods	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

Dynatrace, Inc.

Meeting Date: 08/24/2022

Country: USA

Ticker: DT

Meeting Type: Annual

Primary ISIN: US2681501092

Primary SEDOL: BJV2RD9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ambika Kapur Gadre	Mgmt	For	For
	<i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
1b	Elect Director Steve Rowland	Mgmt	For	For
1c	Elect Director Kenneth 'Chip' Virnig	Mgmt	For	Withhold
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			

e.l.f. Beauty, Inc.

Meeting Date: 08/25/2022

Country: USA

Ticker: ELF

Meeting Type: Annual

Primary ISIN: US26856L1035

Primary SEDOL: BDDQ975

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Tarang Amin	Mgmt	For	For
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.</i>			
1.2	Elect Director Tiffany Daniele	Mgmt	For	For
1.3	Elect Director Lori Keith	Mgmt	For	Withhold
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.</i>			

e.l.f. Beauty, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Beth Pritchard	Mgmt	For	Withhold
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Eagle Materials Inc.

Meeting Date: 08/05/2022 **Country:** USA **Ticker:** EXP
Meeting Type: Annual

Primary ISIN: US26969P1084 **Primary SEDOL:** 2191399

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director George J. Damiris	Mgmt	For	For
1b	Elect Director Martin M. Ellen	Mgmt	For	Against
	<i>Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future.</i>			
1c	Elect Director David B. Powers	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			

Eagle Pharmaceuticals, Inc.

Meeting Date: 07/28/2022 **Country:** USA **Ticker:** EGRX
Meeting Type: Annual

Primary ISIN: US2697961082 **Primary SEDOL:** BJH7VB4

Eagle Pharmaceuticals, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Scott Tarriff	Mgmt	For	For
1.2	Elect Director Jennifer K. Simpson	Mgmt	For	Withhold
<p><i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. In addition, changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.3	Elect Director Luciana Borio	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i></p>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

easyJet Plc

Meeting Date: 07/20/2022

Country: United Kingdom

Ticker: EZJ

Meeting Type: Special

Primary ISIN: GB00B7KR2P84

Primary SEDOL: B7KR2P8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Purchase of 56 Airbus A320neo Family Aircraft and Conversion of 18 A320neo Family Aircraft to 18 A2321neo Aircraft	Mgmt	For	For

EC Healthcare

Meeting Date: 08/23/2022

Country: Cayman Islands

Ticker: 2138

Meeting Type: Annual

Primary ISIN: KYG3037S1021

Primary SEDOL: BMGGJ42

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Lu Lyn Wade Leslie as Director	Mgmt	For	For
3b	Elect Wong Ka Ki, Ada as Director	Mgmt	For	For
3c	Elect Wong Chi Cheung as Director	Mgmt	For	For
3d	Elect Ma Ching Nam as Director	Mgmt	For	For
3e	Elect Look Andrew as Director	Mgmt	For	For
3f	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve KPMG, Certified Public Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>				
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.</i>				
8	Amend Articles of Association and Adopt Amended and Restated Articles of Association	Mgmt	For	For

Educational Development Corporation

Meeting Date: 07/06/2022

Country: USA

Ticker: EDUC

Meeting Type: Annual

Primary ISIN: US2814791057

Primary SEDOL: 2305640

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John A. Clerico	Mgmt	For	Withhold

Educational Development Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director. Lastly, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>			
1.2	Elect Director Randall W. White	Mgmt	For	For
	<p><i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>			
2	Ratify HoganTaylor LLP as Auditors	Mgmt	For	For
	<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<p><i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i></p>			
4	Advisory Vote on Say on Pay Frequency	Mgmt	Two Years	One Year

Electronic Arts Inc.

Meeting Date: 08/11/2022

Country: USA

Ticker: EA

Meeting Type: Annual

Primary ISIN: US2855121099

Primary SEDOL: 2310194

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kofi A. Bruce	Mgmt	For	For
1b	Elect Director Rachel A. Gonzalez	Mgmt	For	For
1c	Elect Director Jeffrey T. Huber	Mgmt	For	Against
	<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>			
1d	Elect Director Talbott Roche	Mgmt	For	For
1e	Elect Director Richard A. Simonson	Mgmt	For	Against
	<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>			
1f	Elect Director Luis A. Ubinas	Mgmt	For	For

Electronic Arts Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Heidi J. Ueberroth	Mgmt	For	For
1h	Elect Director Andrew Wilson	Mgmt	For	For
<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers.</i>				
3	Ratify KPMG LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: This plan could lead to excessive dilution. In addition, incentive plan features that allow for loans to exercise options are inconsistent with good practice and should be eliminated. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
5	Reduce Ownership Threshold for Shareholders to Call Special Meetings to 15%	Mgmt	For	For
<i>Voter Rationale: Holders of significant share capital should be entitled to call a special meeting. A total holding requirement of 5% is a suitable threshold to prevent abuse.</i>				
6	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For
<i>Voter Rationale: Companies should request approval of compensation policies covering severance packages and signing bonuses from shareholders. The prospect of separating the voting rights of a merger or acquisition from the compensation packages associate with it is welcome.</i>				

Elekta AB

Meeting Date: 08/25/2022

Country: Sweden

Ticker: EKTA.B

Meeting Type: Annual

Primary ISIN: SE0000163628

Primary SEDOL: B0M42T2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Proposals	Mgmt		
1	Open Meeting	Mgmt		
2	Elect Chairman of Meeting	Mgmt	For	For
3	Prepare and Approve List of Shareholders	Mgmt	For	For
4	Approve Agenda of Meeting	Mgmt	For	For
5.1	Designate Per Colleen as Inspector of Minutes of Meeting	Mgmt	For	For
5.2	Designate Filippa Gerstadt as Inspector of Minutes of Meeting	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Acknowledge Proper Convening of Meeting	Mgmt	For	For
7	Receive Financial Statements and Statutory Reports	Mgmt		
8	Accept Financial Statements and Statutory Reports	Mgmt	For	For
9	Approve Allocation of Income and Dividends of SEK 2.40 Per Share	Mgmt	For	For
10.1	Approve Discharge of Board Member and Chair Laurent Leksell	Mgmt	For	For
10.2	Approve Discharge of Board Member Caroline Leksell Cooke	Mgmt	For	For
10.3	Approve Discharge of Board Member Johan Malmquist	Mgmt	For	For
10.4	Approve Discharge of Board Member Wolfgang Reim	Mgmt	For	For
10.5	Approve Discharge of Board Member Jan Secher	Mgmt	For	For
10.6	Approve Discharge of Board Member Birgitta Stymne Goransson	Mgmt	For	For
10.7	Approve Discharge of Board Member Cecilia Wikstrom	Mgmt	For	For
10.8	Approve Discharge of President and CEO Gustaf Salford	Mgmt	For	For
11.1	Determine Number of Members (8) of Board	Mgmt	For	For
11.2	Determine Number Deputy Members (0) of Board	Mgmt	For	For
12.1	Approve Remuneration of Directors in the Aggregate Amount of SEK 6.02 Million	Mgmt	For	For
12.2	Approve Remuneration of Auditors	Mgmt	For	For
13.1	Reelect Laurent Leksell as Director	Mgmt	For	For
13.2	Reelect Caroline Leksell Cooke as Director	Mgmt	For	For
13.3	Reelect Johan Malmquist as Director	Mgmt	For	Against
<i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
13.4	Reelect Wolfgang Reim as Director	Mgmt	For	For
13.5	Reelect Jan Secher as Director	Mgmt	For	For
13.6	Reelect Birgitta Stymne Goransson as Director	Mgmt	For	For
13.7	Reelect Cecilia Wikstrom as Director	Mgmt	For	For
13.8	Elect Kelly Londy as New Director	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13.9	Reelect Laurent Leksell as Board Chair	Mgmt	For	For
	<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
14	Ratify Ernst & Young as Auditors	Mgmt	For	For
15	Approve Remuneration Report	Mgmt	For	Against
	<i>Voter Rationale: Severance payments should not exceed two year s pay. Larger severance packages should be subject to a separate shareholder approval. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.</i>			
16.a	Approve Performance Share Plan 2022	Mgmt	For	For
	<i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.</i>			
16.b	Approve Equity Plan Financing	Mgmt	For	For
17	Approve Equity Plan Financing of 2020, 2021 and 2022 Performance Share Plans	Mgmt	For	For
18.a	Authorize Share Repurchase Program	Mgmt	For	For
18.b	Authorize Reissuance of Repurchased Shares	Mgmt	For	For
	Shareholder Proposal Submitted by Thorwald Arvidsson	Mgmt		
19.a	Amend Articles Re: Editorial Changes	SH	Against	Against
	<i>Voter Rationale: We do not support shareholder proposals where we consider that the issue raised is not material, is already sufficiently addressed by the company or the request is overly burdensome or impractical.</i>			
19.b	Amend Articles Re: Governance-Related	SH	None	Against
	<i>Voter Rationale: We do not support shareholder proposals where we consider that the issue raised is not material, is already sufficiently addressed by the company or the request is overly burdensome or impractical.</i>			
19.c	Amend Procedures for Nomination Committee	SH	Against	Against
	<i>Voter Rationale: We do not support shareholder proposals where we consider that the issue raised is not material, is already sufficiently addressed by the company or the request is overly burdensome or impractical.</i>			
19.d	Instruct Board to Investigate the Conditions for the Introduction of Performance-Based Remuneration for Members of the Board	SH	Against	Against
	<i>Voter Rationale: We do not support shareholder proposals where we consider that the issue raised is not material, is already sufficiently addressed by the company or the request is overly burdensome or impractical.</i>			
	Management Proposal	Mgmt		
20	Close Meeting	Mgmt		

Emaar Properties PJSC

Meeting Date: 09/21/2022

Country: United Arab Emirates

Ticker: EMAAR

Meeting Type: Special

Primary ISIN: AEE000301011

Primary SEDOL: B01RM25

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Extraordinary Business Approve Acquisition of Certain Assets from Dubai Holding LLC by Issuing of Convertible Bonds Up to AED 3,750,000,000, Approve Capital Increase to AED 8,838,789,849 and Authorize the Board or any Authorized Person to Execute the Approved Resolutions	Mgmt	For	For
2	Ordinary Business Approve Sale of Namshi Holding Ltd to Noon AD Holdings Ltd for AED 1,231,860,000 Authorize Chairman or any Authorized Person to Ratify and Execute the Approved Resolutions	Mgmt	For	For
3	Continuation of Extraordinary Business Approve Abolition of the Minimum Contribution of UAE Nationals and GCC Nationals in the Company, and Amend Article 7 of Articles of Association	Mgmt	For	For

EnerSys

Meeting Date: 08/04/2022

Country: USA

Ticker: ENS

Meeting Type: Annual

Primary ISIN: US29275Y1029

Primary SEDOL: B020GQ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Howard I. Hoffen	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.2	Elect Director David M. Shaffer	Mgmt	For	For
1.3	Elect Director Ronald P. Vargo	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Ennis, Inc.

Meeting Date: 07/14/2022 Country: USA Ticker: EBF
 Meeting Type: Annual Primary ISIN: US2933891028 Primary SEDOL: 2316103

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John R. Blind	Mgmt	For	For
<i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				
1.2	Elect Director Barbara T. Clemens	Mgmt	For	For
1.3	Elect Director Michael J. Schaefer	Mgmt	For	Against
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
2	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Furthermore, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i>				
4	Other Business	Mgmt	For	Against
<i>Voter Rationale: Any Other Business should not be a voting item.</i>				

Eurobank Ergasias Services & Holdings SA

Meeting Date: 07/21/2022 Country: Greece Ticker: EUROB
 Meeting Type: Annual Primary ISIN: GRS323003012 Primary SEDOL: BYZ43T4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt		
1	Approve Financial Statements and Income Allocation	Mgmt	For	For
<i>Voter Rationale: Shareholders should have the right to elect directors annually in order to hold them to account.</i>				
2	Approve Offsetting of Accumulated Losses with Legal Reserves and Share Premium Account	Mgmt	For	For
3	Approve Management of Company and Grant Discharge to Auditors	Mgmt	For	For
4	Approve Auditors and Fix Their Remuneration; Amend Tripartite Relationship Framework Agreement with the Hellenic Financial Stability Fund	Mgmt	For	For
5	Approve Remuneration of Directors and Members of Committees	Mgmt	For	For
6	Advisory Vote on Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. In addition, share-based incentive plans for executives and employees should be submitted to shareholder approval as separate voting items. Incentive awards to executives should have clearly disclosed and stretching performance targets to reward strong performance and long-term value creation. Moreover, severance payments should not exceed two year's pay. Larger severance packages should be subject to a separate shareholder approval. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. Finally, options should be issued at no less than market price, except for an all-employee plan where the discount should not exceed 20% on a fixed date.</i>				
7	Amend Suitability Policy for Directors	Mgmt	For	For
8	Approve Type, Composition, and Term of the Audit Committee	Mgmt	For	For
9	Receive Audit Committee's Activity Report	Mgmt		
10	Receive Report from Independent Non-Executive Directors	Mgmt		

Experian Plc

Meeting Date: 07/21/2022

Country: Jersey

Ticker: EXPN

Meeting Type: Annual

Primary ISIN: GB00B19NLV48

Primary SEDOL: B19NLV4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For

Experian Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Re-elect Ruba Borno as Director	Mgmt	For	For
4	Re-elect Alison Brittain as Director	Mgmt	For	For
<i>Voter Rationale: New directors should have sufficient length of service on the board before taking on the role of chairing the remuneration committee.</i>				
5	Re-elect Brian Cassin as Director	Mgmt	For	For
6	Re-elect Caroline Donahue as Director	Mgmt	For	For
7	Re-elect Luiz Fleury as Director	Mgmt	For	For
8	Re-elect Jonathan Howell as Director	Mgmt	For	For
9	Re-elect Lloyd Pitchford as Director	Mgmt	For	For
10	Re-elect Mike Rogers as Director	Mgmt	For	For
11	Reappoint KPMG LLP as Auditors	Mgmt	For	For
12	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
13	Authorise Issue of Equity	Mgmt	For	For
14	Approve Specific Terms Added to the Performance Share Plan and Co-Investment Plan; Approve Thank You Award 2021 Plan and Tax-Qualified Employee Share Purchase Plan	Mgmt	For	For
15	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
17	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For

Far East Consortium International Limited

Meeting Date: 08/30/2022

Country: Cayman Islands

Ticker: 35

Meeting Type: Annual

Primary ISIN: KYG3307Z1090

Primary SEDOL: 6331555

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3	Elect Craig Grenfell Williams as Director	Mgmt	For	For
4	Elect Lai Him Abraham Shek as Director	Mgmt	For	Against

Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.

Far East Consortium International Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
6	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
7	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>				
8	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
9	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.</i>				
10	Approve Issuance of Bonus Shares	Mgmt	For	For
11	Adopt New Share Option Scheme and Related Transactions	Mgmt	For	Against
<i>Voter Rationale: Share-based incentive plans for executives and employees should be submitted to shareholder approval as separate voting items. Incentive awards to executives should have clearly disclosed and stretching performance targets to reward strong performance and long-term value creation. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Further, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Lastly, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.</i>				
12	Adopt Amended and Restated Memorandum and Articles of Association and Related Transactions	Mgmt	For	For

FirstRand Ltd.

Meeting Date: 08/25/2022

Country: South Africa

Ticker: FSR

Meeting Type: Special

Primary ISIN: ZAE000066304

Primary SEDOL: 6606996

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Special Resolutions	Mgmt		
1	Authorise Repurchase of Issued Preference Share Capital	Mgmt	For	For
2	Approve Scheme of Arrangement in Accordance with Section 48(8)(b)	Mgmt	For	For
	Ordinary Resolutions	Mgmt		
1	Authorise Ratification of Approved Resolutions	Mgmt	For	For

Fisher & Paykel Healthcare Corporation Limited

Meeting Date: 08/24/2022

Country: New Zealand

Ticker: FPH

Meeting Type: Annual

Primary ISIN: NZFAPE0001S2

Primary SEDOL: 6340250

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Lewis Gradon as Director	Mgmt	For	For
2	Elect Neville Mitchell as Director	Mgmt	For	For
3	Elect Donal O'Dwyer as Director	Mgmt	For	For
4	Elect Lisa McIntyre as Director	Mgmt	For	For
5	Elect Cather Simpson as Director	Mgmt	For	For
6	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
7	Approve Issuance of Performance Share Rights to Lewis Gradon	Mgmt	For	For
<p><i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
8	Approve Issuance of Options to Lewis Gradon	Mgmt	For	For
<p><i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
9	Approve 2022 Employee Stock Purchase Plan	Mgmt	For	For
10	Approve 2022 Performance Share Rights Plan - North America	Mgmt	For	For
11	Approve 2022 Share Option Plan - North America	Mgmt	For	For

Frasers Hospitality Trust

Meeting Date: 09/12/2022

Country: Singapore

Ticker: ACV

Meeting Type: Extraordinary Shareholders

Primary ISIN: SG1AA5000001

Primary SEDOL: BNG6J61

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Trust Deed	Mgmt	For	For

Frasers Hospitality Trust

Meeting Date: 09/12/2022

Country: Singapore

Ticker: ACV

Meeting Type: Court

Primary ISIN: SG1AA5000001

Primary SEDOL: BNG6J61

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Court-Ordered Meeting for Stapled Securityholders Approve Scheme of Arrangement	Mgmt Mgmt	For	For

freee K.K.

Meeting Date: 09/29/2022

Country: Japan

Ticker: 4478

Meeting Type: Annual

Primary ISIN: JP3826520003

Primary SEDOL: BKLFVR7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings <i>Voter Rationale: In-person shareholder meetings enable essential scrutiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.</i>	Mgmt	For	Against
2.1	Elect Director Sasaki, Daisuke	Mgmt	For	For
2.2	Elect Director Togo, Sumito	Mgmt	For	For
2.3	Elect Director Yokoji, Ryu	Mgmt	For	For
2.4	Elect Director Yumi Hosaka Clark	Mgmt	For	For

Genky DrugStores Co., Ltd.

Meeting Date: 09/09/2022

Country: Japan

Ticker: 9267

Meeting Type: Annual

Primary ISIN: JP3282750003

Primary SEDOL: BF41GY9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 12.5	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Fujinaga, Kenichi	Mgmt	For	Against

Voter Rationale: The board lacks sufficient diversity to meet our expectations.

Genky DrugStores Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.2	Elect Director Yoshioka, Nobuhiro	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.3	Elect Director Yamagata, Hiroyuki	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.4	Elect Director Kobayashi, Yuji	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
4	Elect Director and Audit Committee Member Kurokawa, Toshihiko	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
5	Approve Stock Option Plan	Mgmt	For	Against
	<i>Voter Rationale: This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.</i>			

Global Blood Therapeutics, Inc.

Meeting Date: 09/30/2022

Country: USA

Ticker: GBT

Meeting Type: Special

Primary ISIN: US37890U1088

Primary SEDOL: BZ05388

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	For
	<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>			
3	Adjourn Meeting	Mgmt	For	For

GMO Internet, Inc.

Meeting Date: 08/09/2022

Country: Japan

Ticker: 9449

Meeting Type: Special

Primary ISIN: JP3152750000

Primary SEDOL: 6170167

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Change Company Name	Mgmt	For	For

Goodman Property Trust

Meeting Date: 07/08/2022

Country: New Zealand

Ticker: GMT

Meeting Type: Annual

Primary ISIN: NZCPT0001S9

Primary SEDOL: 6299192

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Keith Smith as Director of the Manager	Mgmt	For	Against
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Further, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				

Graham Corporation

Meeting Date: 07/27/2022

Country: USA

Ticker: GHM

Meeting Type: Annual

Primary ISIN: US3845561063

Primary SEDOL: 2380904

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Cari L. Jaroslowsky	Mgmt	For	Withhold
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. In addition, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				
1.2	Elect Director Jonathan W. Painter	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Furthermore, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				
4	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For

GREE, Inc.

Meeting Date: 09/27/2022

Country: Japan

Ticker: 3632

Meeting Type: Annual

Primary ISIN: JP3274070006

Primary SEDOL: B3FJNX6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	Mgmt	For	Against
<i>Voter Rationale: In-person shareholder meetings enable essential scrutiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.</i>				
2.1	Elect Director Tanaka, Yoshikazu	Mgmt	For	Against
<i>Voter Rationale: The board lacks sufficient diversity to meet our expectations.</i>				
2.2	Elect Director Fujimoto, Masaki	Mgmt	For	For
2.3	Elect Director Oya, Toshiki	Mgmt	For	For
2.4	Elect Director Araki, Eiji	Mgmt	For	For
2.5	Elect Director Shino, Sanku	Mgmt	For	For
2.6	Elect Director Maeda, Yuta	Mgmt	For	For
2.7	Elect Director Yamagishi, Kotaro	Mgmt	For	For
2.8	Elect Director Natsuno, Takeshi	Mgmt	For	For
2.9	Elect Director Iijima, Kazunobu	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Matsushima, Kunihiro	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Shima, Koichi	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Watanabe, Nobuyuki	Mgmt	For	For
4	Approve Trust-Type Equity Compensation Plan	Mgmt	For	Against
<i>Voter Rationale: This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.</i>				
5	Approve Transfer of Operations to Wholly Owned Subsidiary	Mgmt	For	For

Greenlight Capital Re, Ltd.

Meeting Date: 07/26/2022

Country: Cayman Islands

Ticker: GLRE

Meeting Type: Annual

Primary ISIN: KYG4095J1094

Primary SEDOL: B1XRCZ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Simon Burton as GLRE Director	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>			
1b	Elect David Einhorn as GLRE Director	Mgmt	For	For
	<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate. Furthermore, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. Also, we oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>			
1c	Elect Johnny Ferrari as GLRE Director	Mgmt	For	For
1d	Elect Ursuline Foley as GLRE Director	Mgmt	For	For
1e	Elect Leonard Goldberg as GLRE Director	Mgmt	For	Against
	<i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review. However, we are still opposing this nominee because for widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>			
1f	Elect Victoria Guest as GLRE Director	Mgmt	For	For
1g	Elect Ian Isaacs as GLRE Director	Mgmt	For	For
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>			
1h	Elect Bryan Murphy as GLRE Director	Mgmt	For	For
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>			
1i	Elect Joseph Platt as GLRE Director	Mgmt	For	For
2a	Elect Simon Burton as Greenlight Re Subsidiary Director	Mgmt	For	For
2b	Elect David Einhorn as Greenlight Re Subsidiary Director	Mgmt	For	For
2c	Elect Johnny Ferrari as Greenlight Re Subsidiary Director	Mgmt	For	For
2d	Elect Ursuline Foley as Greenlight Re Subsidiary Director	Mgmt	For	For
2e	Elect Leonard Goldberg as Greenlight Re Subsidiary Director	Mgmt	For	For
2f	Elect Victoria Guest as Greenlight Re Subsidiary Director	Mgmt	For	For

Greenlight Capital Re, Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2g	Elect Ian Isaacs as Greenlight Re Subsidiary Director	Mgmt	For	For
2h	Elect Bryan Murphy as Greenlight Re Subsidiary Director	Mgmt	For	For
2i	Elect Joseph Platt as Greenlight Re Subsidiary Director	Mgmt	For	For
3a	Elect Michael Brady as GRIL Subsidiary Director	Mgmt	For	For
3b	Elect Lesley Caslin as GRIL Subsidiary Director	Mgmt	For	For
3c	Elect Neil Greenspan as GRIL Subsidiary Director	Mgmt	For	For
3d	Elect Bryan Murphy as GRIL Subsidiary Director	Mgmt	For	For
3e	Elect Patrick O'Brien as GRIL Subsidiary Director	Mgmt	For	For
3f	Elect Daniel Roitman as GRIL Subsidiary Director	Mgmt	For	For
4	Ratify Deloitte Ltd. as Auditors	Mgmt	For	For
5	Ratify Deloitte & Touche LLP as Auditors of Greenlight Re	Mgmt	For	For
6	Ratify Deloitte Ireland LLP as Auditors of GRIL	Mgmt	For	For
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Lastly, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders

GSI Technology, Inc.

Meeting Date: 08/25/2022

Country: USA

Ticker: GSIT

Meeting Type: Annual

Primary ISIN: US36241U1060

Primary SEDOL: B00SMG3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Lee-Lean Shu	Mgmt	For	For
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.</i></p>				
1.2	Elect Director Jack A. Bradley	Mgmt	For	For
1.3	Elect Director Elizabeth Cholawsky	Mgmt	For	For

GSI Technology, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Haydn Hsieh	Mgmt	For	Withhold
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.5	Elect Director Kim Le	Mgmt	For	For
1.6	Elect Director Barbara Nelson	Mgmt	For	For
1.7	Elect Director Ruey L. Lu	Mgmt	For	Withhold
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.8	Elect Director Robert Yau	Mgmt	For	For
2	Ratify BDO USA, LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Moreover, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i>				
4	Amend Certificate of Incorporation	Mgmt	For	For
5	Other Business	Mgmt	For	Against
<i>Voter Rationale: Any Other Business should not be a voting item.</i>				

GSK Plc

Meeting Date: 07/06/2022 **Country:** United Kingdom **Ticker:** GSK
Meeting Type: Special

Primary ISIN: GB0009252882 **Primary SEDOL:** 0925288

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Matters Relating to the Demerger of Haleon Group from the GSK Group	Mgmt	For	For
2	Approve the Related Party Transaction Arrangements	Mgmt	For	For

Haemonetics Corporation

Meeting Date: 08/05/2022 **Country:** USA **Ticker:** HAE
Meeting Type: Annual

Primary ISIN: US4050241003 **Primary SEDOL:** 2401195

Haemonetics Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robert E. Abernathy	Mgmt	For	For
1.2	Elect Director Catherine M. Burzik	Mgmt	For	For
1.3	Elect Director Michael J. Coyle	Mgmt	For	For
1.4	Elect Director Charles J. Dockendorff	Mgmt	For	For
1.5	Elect Director Lloyd E. Johnson	Mgmt	For	For
1.6	Elect Director Mark W. Kroll	Mgmt	For	Withhold
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.7	Elect Director Claire Pomeroy	Mgmt	For	For
1.8	Elect Director Christopher A. Simon	Mgmt	For	For
1.9	Elect Director Ellen M. Zane	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Moreover, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

Halma Plc

Meeting Date: 07/21/2022

Country: United Kingdom

Ticker: HLMA

Meeting Type: Annual

Primary ISIN: GB0004052071

Primary SEDOL: 0405207

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: Significant salary increases are not linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations. Companies that received high levels of dissent on remuneration-related proposals should engage with their key shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns.</i></p>				
4	Elect Sharmila Nebhrajani as Director	Mgmt	For	For

Halma Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Re-elect Dame Louise Makin as Director	Mgmt	For	For
6	Re-elect Andrew Williams as Director	Mgmt	For	For
7	Re-elect Marc Ronchetti as Director	Mgmt	For	For
8	Re-elect Jennifer Ward as Director	Mgmt	For	For
9	Re-elect Carole Cran as Director	Mgmt	For	For
10	Re-elect Jo Harlow as Director	Mgmt	For	For
11	Re-elect Dharmash Mistry as Director	Mgmt	For	For
12	Re-elect Tony Rice as Director	Mgmt	For	For
13	Re-elect Roy Twite as Director	Mgmt	For	For
14	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
15	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
16	Approve Employee Share Plan	Mgmt	For	For
17	Approve Long-Term Incentive Plan	Mgmt	For	For
18	Authorise Issue of Equity	Mgmt	For	For
19	Authorise UK Political Donations and Expenditure	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
22	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
23	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Hamilton Lane Incorporated

Meeting Date: 09/01/2022

Country: USA

Ticker: HLNE

Meeting Type: Annual

Primary ISIN: US4074971064

Primary SEDOL: BF0SR29

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Hartley R. Rogers	Mgmt	For	For

Hamilton Lane Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	<i>Voter Rationale: The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. In addition, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate. Moreover, changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class share capital structure and the classified board structure, which adversely impact shareholder rights. Also, we oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders.</i>			
1.2	Elect Director Mario L. Giannini	Mgmt	For	For
	<i>Voter Rationale: The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. In addition, changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class share capital structure and the classified board structure, which adversely impact shareholder rights. Also, we oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Voter Rationale: The company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i>			
3	Amend Omnibus Stock Plan	Mgmt	For	For
	<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i>			
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			

Hankyu Hanshin REIT, Inc.

Meeting Date: 08/25/2022	Country: Japan	Ticker: 8977
	Meeting Type: Special	
	Primary ISIN: JP3046320002	Primary SEDOL: BOLLJ37

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Reflect Changes in Accounting Standards	Mgmt	For	For
2	Elect Executive Director Shiraki, Yoshiaki	Mgmt	For	Against
	<i>Voter Rationale: For maximum effectiveness a board should include between 5 and 15 directors.</i>			
3	Elect Alternate Executive Director Okazaki, Toyoshige	Mgmt	For	For
4.1	Elect Supervisory Director Suzuki, Motofumi	Mgmt	For	For
4.2	Elect Supervisory Director Shioji, Hiromi	Mgmt	For	For
5	Elect Alternate Supervisory Director Okano, Hideaki	Mgmt	For	For

Meeting Date: 08/04/2022

Country: USA

Ticker: HWKN

Meeting Type: Annual

Primary ISIN: US4202611095

Primary SEDOL: 2415594

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director James A. Faulconbridge	Mgmt	For	Withhold
	<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>			
1.2	Elect Director Patrick H. Hawkins	Mgmt	For	For
1.3	Elect Director Yi "Faith" Tang	Mgmt	For	For
1.4	Elect Director Mary J. Schumacher	Mgmt	For	Withhold
	<p><i>Voter Rationale: We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>			
1.5	Elect Director Daniel J. Stauber	Mgmt	For	For
1.6	Elect Director James T. Thompson	Mgmt	For	Withhold
	<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>			
1.7	Elect Director Jeffrey L. Wright	Mgmt	For	Withhold
	<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>			
1.8	Elect Director Jeffrey E. Spethmann	Mgmt	For	Withhold
	<p><i>Voter Rationale: We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<p><i>Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>			

HDFC Bank Limited

Meeting Date: 07/16/2022

Country: India

Ticker: 500180

Meeting Type: Annual

Primary ISIN: INE040A01034

Primary SEDOL: BK1N461

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
3	Approve Dividend	Mgmt	For	For
4	Reelect Renu Karnad as Director	Mgmt	For	For
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
5	Approve Price Waterhouse LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
6	Approve Payment of Additional Audit Fees to MSKA & Associates, Chartered Accountants and M.M. Nissim & Co. LLP, Chartered Accountants	Mgmt	For	For
7	Approve Reappointment and Remuneration of Renu Karnad as Non-Executive Director	Mgmt	For	For
8	Authorize Issuance of Unsecured Perpetual Debt Instruments, Tier II Capital Bonds and Long Term Bonds on Private Placement Basis	Mgmt	For	For

Healthcare Realty Trust Incorporated

Meeting Date: 07/15/2022

Country: USA

Ticker: HR

Meeting Type: Special

Primary ISIN: US4219461047

Primary SEDOL: 2417921

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Adjourn Meeting	Mgmt	For	For

Healthcare Trust of America, Inc.

Meeting Date: 07/15/2022

Country: USA

Ticker: HTA

Meeting Type: Special

Primary ISIN: US42225P5017

Primary SEDOL: BT9QF28

Healthcare Trust of America, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Issue Shares in Connection with Merger	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
<p><i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Specifically, outstanding equity awards are subject to automatic acceleration in full in connection with the merger, including recently granted performance shares. In addition, NEO Amanda Houghton is entitled to a \$2.2 million single-trigger cash transaction bonus.</i></p>				
3	Adjourn Meeting	Mgmt	For	For

Helen of Troy Limited

Meeting Date: 08/24/2022

Country: Bermuda

Ticker: HELE

Meeting Type: Annual

Primary ISIN: BMG4388N1065

Primary SEDOL: 2419530

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Julien R. Mininberg	Mgmt	For	For
1b	Elect Director Timothy F. Meeker	Mgmt	For	For
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				
1c	Elect Director Krista L. Berry	Mgmt	For	For
1d	Elect Director Vincent D. Carson	Mgmt	For	For
<p><i>Voter Rationale: Former employees are not sufficiently independent to serve on key board committees. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1e	Elect Director Thurman K. Case	Mgmt	For	For
1f	Elect Director Tabata L. Gomez	Mgmt	For	For
1g	Elect Director Elena B. Otero	Mgmt	For	For
1h	Elect Director Beryl B. Raff	Mgmt	For	For
1i	Elect Director Darren G. Woody	Mgmt	For	For
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				

Helen of Troy Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Approve Grant Thornton LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.

Hill International, Inc.

Meeting Date: 07/06/2022 **Country:** USA **Ticker:** HIL
Meeting Type: Annual
Primary ISIN: US4314661012 **Primary SEDOL:** B01TPN3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Declassify the Board of Directors	Mgmt	For	For
<i>Voter Rationale: The decision to declassify the board is laudable. The annual election of directors provides greater board accountability to shareholders and is appreciated.</i>				
2.1	Elect Director David Sgro	Mgmt	For	For
2.2	Elect Director Grant G. McCullagh	Mgmt	For	Withhold
<i>Voter Rationale: The audit committee is responsible for the integrity of the annual report and accounts. Substantial restatements or other serious problems are indicative of inadequate oversight and controls by the audit committee.</i>				
2.3	Elect Director Sue Steele	Mgmt	For	Withhold
<i>Voter Rationale: The audit committee is responsible for the integrity of the annual report and accounts. Substantial restatements or other serious problems are indicative of inadequate oversight and controls by the audit committee.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: The company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
4	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

Hilltop Holdings, Inc.

Meeting Date: 07/21/2022 **Country:** USA **Ticker:** HTH
Meeting Type: Annual
Primary ISIN: US4327481010 **Primary SEDOL:** 2365428

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Rhodes R. Bobbitt	Mgmt	For	Withhold

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.2	Elect Director Tracy A. Bolt	Mgmt	For	For
1.3	Elect Director J. Taylor Crandall	Mgmt	For	For
1.4	Elect Director Hill A. Feinberg	Mgmt	For	For
1.5	Elect Director Gerald J. Ford	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i></p>				
1.6	Elect Director Jeremy B. Ford	Mgmt	For	For
1.7	Elect Director J. Markham Green	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.8	Elect Director William T. Hill, Jr.	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.9	Elect Director Charlotte Jones	Mgmt	For	For
1.10	Elect Director Lee Lewis	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i></p>				
1.11	Elect Director Andrew J. Littlefair	Mgmt	For	For
1.12	Elect Director W. Robert Nichols, III	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i></p>				
1.13	Elect Director Thomas C. Nichols	Mgmt	For	For
1.14	Elect Director Kenneth D. Russell	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i></p>				
1.15	Elect Director A. Haag Sherman	Mgmt	For	Withhold
<p><i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				

Hilltop Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.16	Elect Director Jonathan S. Sobel	Mgmt	For	Withhold
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>				
1.17	Elect Director Robert C. Taylor, Jr.	Mgmt	For	For
1.18	Elect Director Carl B. Webb	Mgmt	For	Withhold
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
3	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				

Ichigo Office REIT Investment Corp.

Meeting Date: 07/30/2022

Country: Japan

Ticker: 8975

Meeting Type: Special

Primary ISIN: JP3046300004

Primary SEDOL: B0LNCF6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Reflect Changes in Accounting Standards	Mgmt	For	For
2	Elect Executive Director Fukunaga, Takaaki	Mgmt	For	For
3.1	Elect Supervisory Director Terada, Masahiro	Mgmt	For	For
3.2	Elect Supervisory Director Ichiba, Noriko	Mgmt	For	For
4	Elect Alternate Executive Director Chiba, Keisuke	Mgmt	For	For
5	Elect Alternate Supervisory Director Kita, Nagahisa	Mgmt	For	For

Meeting Date: 08/30/2022

Country: India

Ticker: 532174

Meeting Type: Annual

Primary ISIN: INE090A01021

Primary SEDOL: BSZ2BY7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect Sandeep Batra as Director	Mgmt	For	For
<i>Voter Rationale: Executive directors are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
4	Approve MSKA & Associates, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Approve KKC & Associates LLP, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
6	Reelect Neelam Dhawan as Director	Mgmt	For	For
7	Reelect Uday Chitale as Director	Mgmt	For	For
8	Reelect Radhakrishnan Nair as Director	Mgmt	For	For
9	Elect Rakesh Jha as Director	Mgmt	For	For
10	Approve Appointment and Remuneration of Rakesh Jha as Whole Time Director Designated as Executive Director	Mgmt	For	For
11	Approve Revision in the Remuneration of Sandeep Bakhshi as Managing Director & ChiefExecutive Officer (MD & CEO)	Mgmt	For	For
12	Approve Revision in the Remuneration of Anup Bagchi as Executive Director	Mgmt	For	For
13	Approve Revision in the Remuneration of Sandeep Batra as Executive Director	Mgmt	For	For
14	Approve Revision in the Remuneration of Vishakha Mulye as Erstwhile Executive Director	Mgmt	For	For
15	Approve Material Related Party Transactions for Current Account Deposits	Mgmt	For	For
16	Approve Material Related Party Transactions for Subscription of Securities Issued by Related Parties and Purchase of Securities from Related Parties	Mgmt	For	For
17	Approve Material Related Party Transactions for Sale of Securities to Related Parties	Mgmt	For	For

ICICI Bank Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
18	Approve Material Related Party Transactions for Fund Based and Non-Fund Based Credit Facilities	Mgmt	For	For
19	Approve Material Related Party Transactions for Repurchase Transactions and Other Permitted Short-Term Borrowing Transactions	Mgmt	For	For
20	Approve Material Related Party Transactions for Reverse Repurchase Transactions and Other Permitted Short-Term Lending Transactions	Mgmt	For	For
21	Approve Material Related Party Transactions for Availing Manpower Services for Certain Activities of the Bank	Mgmt	For	For
22	Approve Material Related Party Transactions for Availing Insurance Services	Mgmt	For	For
23	Approve and Adopt ICICI Bank Employees Mgmt Stock Unit Scheme - 2022		For	Against
<p><i>Voter Rationale: Options should be issued at no less than market price, except for an all-employee plan where the discount should not exceed 20% on a fixed date. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i></p>				
24	Approve Grant of Units to Eligible Employees of Select Unlisted Wholly Owned Subsidiaries Under ICICI Bank Employees Stock Unit Scheme - 2022	Mgmt	For	Against
<p><i>Voter Rationale: Options should be issued at no less than market price, except for an all-employee plan where the discount should not exceed 20% on a fixed date. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i></p>				

IG Group Holdings Plc

Meeting Date: 09/21/2022

Country: United Kingdom

Ticker: IGG

Meeting Type: Annual

Primary ISIN: GB00B06QFB75

Primary SEDOL: B06QFB7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Final Dividend	Mgmt	For	For
4	Re-elect Mike McTighe as Director	Mgmt	For	For
5	Re-elect June Felix as Director	Mgmt	For	For
6	Re-elect Charlie Rozes as Director	Mgmt	For	For
7	Re-elect Jon Noble as Director	Mgmt	For	For

IG Group Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Re-elect Jonathan Moulds as Director	Mgmt	For	For
9	Re-elect Rakesh Bhasin as Director	Mgmt	For	For
10	Re-elect Andrew Didham as Director	Mgmt	For	For
11	Re-elect Wu Gang as Director	Mgmt	For	For
12	Re-elect Sally-Ann Hibberd as Director	Mgmt	For	For
13	Re-elect Malcolm Le May as Director	Mgmt	For	For
14	Re-elect Susan Skerritt as Director	Mgmt	For	For
15	Re-elect Helen Stevenson as Director	Mgmt	For	For
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
<i>Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
18	Authorise Issue of Equity	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
22	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Immunovant, Inc.

Meeting Date: 08/17/2022

Country: USA

Ticker: IMVT

Meeting Type: Annual

Primary ISIN: US45258J1025

Primary SEDOL: BJRFSB7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter Salzmann	Mgmt	For	For
1.2	Elect Director Douglas Hughes	Mgmt	For	Withhold
<i>Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size. Also, executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Specifically, the consecutive years of high pay to the non-employee chairman without a reasonable rationale disclosed.</i>				
1.3	Elect Director George Migausky	Mgmt	For	For

Immunovant, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders

Industria de Diseno Textil SA

Meeting Date: 07/12/2022

Country: Spain

Ticker: ITX

Meeting Type: Annual

Primary ISIN: ES0148396007

Primary SEDOL: BP9DL90

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Standalone Financial Statements and Discharge of Board	Mgmt	For	For
2	Approve Consolidated Financial Statements	Mgmt	For	For
3	Approve Non-Financial Information Statement	Mgmt	For	For
4	Approve Allocation of Income and Dividends	Mgmt	For	For
5.a	Ratify Appointment of and Elect Marta Ortega Perez as Director	Mgmt	For	For
5.b	Ratify Appointment of and Elect Oscar Garcia Maceiras as Director	Mgmt	For	For
5.c	Reelect Pilar Lopez Alvarez as Director	Mgmt	For	For
5.d	Reelect Rodrigo Echenique Gordillo as Director	Mgmt	For	For
6	Appoint Ernst & Young as Auditor	Mgmt	For	For
7	Approve Novation of the Former Executive Chairman's Post-Contractual Non-Compete Agreement	Mgmt	For	For
8	Amend Remuneration Policy	Mgmt	For	Against
9	Advisory Vote on Remuneration Report	Mgmt	For	Against

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, substantial pay-outs under incentive schemes should only be available for superior performance. Reaching threshold targets may warrant vesting of only a small proportion of incentive awards.

Industria de Diseno Textil SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For
11	Receive Amendments to Board of Directors Regulations	Mgmt		

Infratil Ltd.

Meeting Date: 08/25/2022

Country: New Zealand

Ticker: IFT

Meeting Type: Annual

Primary ISIN: NZIFTE0003S3

Primary SEDOL: 6459286

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Alison Gerry as Director	Mgmt	For	For
2	Elect Kirsty Mactaggart as Director	Mgmt	For	For
3	Elect Andrew Clark as Director	Mgmt	For	For
4	Approve Payment of FY2021 Incentive Fee by Share Issue (2021 Scrip Option) to Morrison & Co Infrastructure Management Limited	Mgmt	For	For
5	Approve Payment of FY2022 Incentive Fee by Share Issue (2022 Scrip Option) to Morrison & Co Infrastructure Management Limited	Mgmt	For	For
6	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For

Inter Parfums, Inc.

Meeting Date: 09/09/2022

Country: USA

Ticker: IPAR

Meeting Type: Annual

Primary ISIN: US4583341098

Primary SEDOL: 2473150

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jean Madar	Mgmt	For	For
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
1.2	Elect Director Philippe Benacin	Mgmt	For	For
1.3	Elect Director Philippe Santi	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Francois Heilbronn	Mgmt	For	Withhold
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Moreover, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Furthermore, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i>			
1.5	Elect Director Robert Bensoussan	Mgmt	For	Withhold
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i>			
1.6	Elect Director Patrick Choel	Mgmt	For	Withhold
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Moreover, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Furthermore, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i>			
1.7	Elect Director Michel Dyens	Mgmt	For	For
1.8	Elect Director Veronique Gabai-Pinsky	Mgmt	For	Withhold
	<i>Voter Rationale: We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i>			
1.9	Elect Director Gilbert Harrison	Mgmt	For	For
1.10	Elect Director Michel Atwood	Mgmt	For	For
	<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i>			
3	Amend Stock Option Plan	Mgmt	For	For
	<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i>			

IRESS Limited

Meeting Date: 09/29/2022

Country: Australia

Ticker: IRE

Meeting Type: Extraordinary Shareholders

Primary ISIN: AU000000IRE2

Primary SEDOL: 6297497

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Grant of Equity Rights in Relation to the 2022 Executive Remuneration Framework to Marcus Price		For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				
2	Approve Grant of Performance Rights in Relation to the 2022 Executive Remuneration Framework to Marcus Price	Mgmt	For	Against
<i>Voter Rationale: Performance shares should be linked to clear and stretching performance targets that reflect both absolute and relative performance.</i>				
3	Approve Grant of Options to Marcus Price	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				

Iteris, Inc.

Meeting Date: 09/08/2022

Country: USA

Ticker: ITI

Meeting Type: Annual

Primary ISIN: US46564T1079

Primary SEDOL: B0421J7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director J. Joseph "Joe" Bergera	Mgmt	For	For
1.2	Elect Director Gerard M. Mooney	Mgmt	For	For
1.3	Elect Director Laura L. Siegal	Mgmt	For	For
1.4	Elect Director Thomas L. Thomas	Mgmt	For	Against
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.5	Elect Director Dennis W. Zank	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				

Iteris, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

ITO EN, LTD.

Meeting Date: 07/28/2022

Country: Japan

Ticker: 2593

Meeting Type: Annual

Primary ISIN: JP3143000002

Primary SEDOL: 6455789

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 25 for Class 1 Preferred Shares and JPY 20 for Ordinary Shares	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Amend Provisions on Number of Directors - Reduce Directors' Term	Mgmt	For	For
3.1	Elect Director Honjo, Hachiro	Mgmt	For	For
3.2	Elect Director Honjo, Daisuke	Mgmt	For	For
3.3	Elect Director Honjo, Shusuke	Mgmt	For	For
3.4	Elect Director Watanabe, Minoru	Mgmt	For	For
3.5	Elect Director Nakano, Yoshihisa	Mgmt	For	For
3.6	Elect Director Kamiya, Shigeru	Mgmt	For	For
3.7	Elect Director Yosuke Jay Oceanbright Honjo	Mgmt	For	For
3.8	Elect Director Hirata, Atsushi	Mgmt	For	For
3.9	Elect Director Taguchi, Morikazu	Mgmt	For	For
3.10	Elect Director Usui, Yuichi	Mgmt	For	For
3.11	Elect Director Tanaka, Yutaka	Mgmt	For	For
3.12	Elect Director Takano, Hideo	Mgmt	For	For
3.13	Elect Director Abe, Keiko	Mgmt	For	For

Jazz Pharmaceuticals plc

Meeting Date: 07/28/2022

Country: Ireland

Ticker: JAZZ

Meeting Type: Annual

Primary ISIN: IE00B4Q5ZN47

Primary SEDOL: B4Q5ZN4

Jazz Pharmaceuticals plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Jennifer E. Cook	Mgmt	For	For
1b	Elect Director Patrick G. Enright	Mgmt	For	For
1c	Elect Director Seamus Mulligan	Mgmt	For	For
1d	Elect Director Norbert G. Riedel	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
2	Approve KPMG, Dublin as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	Against
<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>				
5	Adjourn Meeting	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST this proposal is warranted, with caution, given that support for Item 4 is not warranted.</i>				

JDC Corp. (Japan)

Meeting Date: 08/25/2022

Country: Japan

Ticker: 1887

Meeting Type: Annual

Primary ISIN: JP3707200006

Primary SEDOL: B17KTT1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 16	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Asakura, Takeo	Mgmt	For	For
3.2	Elect Director Sone, Ichiro	Mgmt	For	For
3.3	Elect Director Mochizuki, Naoyuki	Mgmt	For	For
3.4	Elect Director Takatsu, Hiroaki	Mgmt	For	For
3.5	Elect Director Matsuishi, Hidetaka	Mgmt	For	For
3.6	Elect Director Toge, Yukie	Mgmt	For	For

Joyful Honda Co. Ltd.

Meeting Date: 09/16/2022

Country: Japan

Ticker: 3191

Meeting Type: Annual

Primary ISIN: JP3392920009

Primary SEDOL: BKW7HH4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Hosoya, Taketoshi	Mgmt	For	For
2.2	Elect Director Hirayama, Ikuo	Mgmt	For	For
2.3	Elect Director Honda, Masaru	Mgmt	For	For
2.4	Elect Director Kugisaki, Hiromitsu	Mgmt	For	For
2.5	Elect Director Shirakawa, Toko	Mgmt	For	For
2.6	Elect Director Tokura, Keita	Mgmt	For	For
3	Appoint Alternate Statutory Auditor Masubuchi, Toshihiro	Mgmt	For	For
4	Approve Restricted Stock Plan	Mgmt	For	Against

Voter Rationale: This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.

KeePer Technical Laboratory Co., Ltd.

Meeting Date: 09/27/2022

Country: Japan

Ticker: 6036

Meeting Type: Annual

Primary ISIN: JP3236320002

Primary SEDOL: BVFNJ69

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Tani, Yoshimichi	Mgmt	For	For
2.2	Elect Director Kaku, Toshiyuki	Mgmt	For	For
2.3	Elect Director Suzuoki, Chikashi	Mgmt	For	Against
2.4	Elect Director Yajima, Hiroshi	Mgmt	For	Against
2.5	Elect Director Miura, Kensuke	Mgmt	For	Against

Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.

Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.

Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.

KeePer Technical Laboratory Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.6	Elect Director Nozaki, Keisuke	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.7	Elect Director Okada, Kunihiko	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.8	Elect Director Fukaya, Masatoshi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.9	Elect Director Oshima, Moe	Mgmt	For	For
3	Elect Director and Audit Committee Member Mizushima, Tadashi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
4	Elect Alternate Director and Audit Committee Member Haruna, Junya	Mgmt	For	For

Kingstone Companies, Inc.

Meeting Date: 08/11/2022

Country: USA

Ticker: KINS

Meeting Type: Annual

Primary ISIN: US4967191051

Primary SEDOL: B02NVQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Barry B. Goldstein	Mgmt	For	For
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. In addition, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
1.2	Elect Director Meryl S. Golden	Mgmt	For	For
1.3	Elect Director Floyd R. Tupper	Mgmt	For	For
1.4	Elect Director William L. Yankus	Mgmt	For	For
1.5	Elect Director Carla A. D'Andre	Mgmt	For	For
1.6	Elect Director Timothy P. McFadden	Mgmt	For	For
2	Ratify Marcum LLP as Auditors	Mgmt	For	For

Kingstone Companies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest. Furthermore, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i>				

Koc Holding A.S.

Meeting Date: 08/25/2022 **Country:** Turkey **Ticker:** KCHOL.E
Meeting Type: Special
Primary ISIN: TRAKCHOL91Q8 **Primary SEDOL:** B03MVJ8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Special Meeting Agenda	Mgmt		
1	Open Meeting and Elect Presiding Council of Meeting	Mgmt	For	For
2	Receive Information on Spin-Off Agreement to be Discussed Under Item 3	Mgmt		
3	Approve Spin-Off Agreement	Mgmt	For	For
4	Wishes	Mgmt		

Koninklijke Philips NV

Meeting Date: 09/30/2022 **Country:** Netherlands **Ticker:** PHIA
Meeting Type: Extraordinary Shareholders
Primary ISIN: NL0000009538 **Primary SEDOL:** 5986622

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Meeting Agenda	Mgmt		
1	Elect R.W.O. Jakobs as President / Chief Executive Officer and Member of the Management Board	Mgmt	For	For

Kusuri No Aoki Holdings Co., Ltd.

Meeting Date: 08/18/2022

Country: Japan

Ticker: 3549

Meeting Type: Annual

Primary ISIN: JP3266190002

Primary SEDOL: BYX8TV2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Aoki, Yasutoshi	Mgmt	For	For
2.2	Elect Director Aoki, Hironori	Mgmt	For	For
2.3	Elect Director Aoki, Takanori	Mgmt	For	For
2.4	Elect Director Yahata, Ryoichi	Mgmt	For	For
2.5	Elect Director Iijima, Hitoshi	Mgmt	For	For
2.6	Elect Director Okada, Motoya	Mgmt	For	For
2.7	Elect Director Yanagida, Naoki	Mgmt	For	For
2.8	Elect Director Koshida, Toshiya	Mgmt	For	For
2.9	Elect Director Inoue, Yoshiko	Mgmt	For	For
3	Appoint Alternate Statutory Auditor Morioka, Shinichi	Mgmt	For	For

L.K. Technology Holdings Limited

Meeting Date: 09/06/2022

Country: Cayman Islands

Ticker: 558

Meeting Type: Annual

Primary ISIN: KYG5548P1054

Primary SEDOL: B1FQ7Y2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3A1	Elect Chong Siw Yin as Director	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
3A2	Elect Low Seow Chay as Director	Mgmt	For	Against
<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Lastly, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
3A3	Elect Look Andrew as Director	Mgmt	For	For

L.K. Technology Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3B	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5A	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>				
5B	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
5C	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.</i>				
6	Amend Memorandum and Articles of Association and Adopt Amended and Restated Memorandum and Articles of Association and Authorize Board to Deal with All Matters in Relation to the Adoption of the Amended and Restated Memorandum and Articles of Association	Mgmt	For	For

Lasertec Corp.

Meeting Date: 09/28/2022

Country: Japan

Ticker: 6920

Meeting Type: Annual

Primary ISIN: JP3979200007

Primary SEDOL: 6506267

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 65	Mgmt	For	For
2	Amend Articles to Clarify Director Authority on Shareholder Meetings - Disclose Shareholder Meeting Materials on Internet - Clarify Director Authority on Board Meetings - Clarify Provisions on Alternate Statutory Auditors	Mgmt	For	For
3.1	Elect Director Kusunose, Haruhiko	Mgmt	For	For
3.2	Elect Director Okabayashi, Osamu	Mgmt	For	For
3.3	Elect Director Moriizumi, Koichi	Mgmt	For	For
3.4	Elect Director Mihara, Koji	Mgmt	For	For
3.5	Elect Director Kamide, Kunio	Mgmt	For	For
3.6	Elect Director Iwata, Yoshiko	Mgmt	For	For

Lasertec Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Appoint Alternate Statutory Auditor Michi Ayumi	Mgmt	For	For
5	Approve Annual Bonus	Mgmt	For	For

La-Z-Boy Incorporated

Meeting Date: 08/30/2022	Country: USA	Ticker: LZB
	Meeting Type: Annual	
	Primary ISIN: US5053361078	Primary SEDOL: 2508405

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Erika L. Alexander	Mgmt	For	For
1.2	Elect Director Sarah M. Gallagher	Mgmt	For	For
1.3	Elect Director James P. Hackett	Mgmt	For	For
1.4	Elect Director Janet E. Kerr	Mgmt	For	For
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>				
1.5	Elect Director Michael T. Lawton	Mgmt	For	For
1.6	Elect Director W. Alan McCollough	Mgmt	For	For
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>				
1.7	Elect Director Rebecca L. O'Grady	Mgmt	For	For
1.8	Elect Director Lauren B. Peters	Mgmt	For	For
1.9	Elect Director Melinda D. Whittington	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i>				
4	Approve Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: This plan could lead to excessive dilution. Furthermore, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time</i>				

Meeting Date: 07/25/2022

Country: Ireland

Ticker: LIN

Meeting Type: Annual

Primary ISIN: IE00BZ12WP82

Primary SEDOL: BZ12WP8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Stephen F. Angel	Mgmt	For	Against
	<i>Voter Rationale: Retiring CEOs should not assume the role of the Chairman as it may impact a proper balance of authority and responsibility between executive management and the board.</i>			
1b	Elect Director Sanjiv Lamba	Mgmt	For	For
1c	Elect Director Ann-Kristin Achleitner	Mgmt	For	For
1d	Elect Director Thomas Enders	Mgmt	For	For
1e	Elect Director Edward G. Galante	Mgmt	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Joe Kaeser	Mgmt	For	For
1g	Elect Director Victoria E. Ossadnik	Mgmt	For	For
1h	Elect Director Martin H. Richenhagen	Mgmt	For	For
	<i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i>			
1i	Elect Director Alberto Weisser	Mgmt	For	For
1j	Elect Director Robert L. Wood	Mgmt	For	Against
	<i>Voter Rationale: This nominee is the lead independent director and former nominating committee chair. The board is only 20% gender diverse and we expect companies of this size to be at least 25% gender diverse. While the director retirement policy has led 5 members to retire on March 1st, it was clear the company had ample time to prioritise recruitment and maintain gender diversity on the board, including the appointment of two men to the board in November of 2021. Accordingly, we will hold Robert Wood accountable for insufficient board diversity.</i>			
2a	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	Against
	<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years</i>			
2b	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	Against
	<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
4	Approve Remuneration Report	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			

Linde Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For
6	Adopt Simple Majority Vote	SH	Against	For

Voter Rationale: Supermajority provisions create artificial barriers for shareholders. Majority voting should be sufficient to change policies.

Link Administration Holdings Limited

Meeting Date: 08/22/2022 **Country:** Australia **Ticker:** LNK
Meeting Type: Special **Primary ISIN:** AU000000LNK2 **Primary SEDOL:** BYZBCY3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	This is a Duplicate Meeting for Ballots Received via Proxymity	Mgmt		
	Scheme Meeting Agenda	Mgmt		
1	Approve Amending Resolution	Mgmt	For	For
2	Approve Scheme Resolution	Mgmt	For	For
	Special General Meeting Agenda	Mgmt		
3	Approve Capital Return Resolution	Mgmt	For	For

Link Real Estate Investment Trust

Meeting Date: 07/20/2022 **Country:** Hong Kong **Ticker:** 823
Meeting Type: Annual **Primary ISIN:** HK0823032773 **Primary SEDOL:** B0PB4M7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Note the Financial Statements and Statutory Reports	Mgmt		
2	Note the Appointment of Auditor and Fixing of Their Remuneration	Mgmt		
3.1	Elect Ed Chan Yiu Cheong as Director	Mgmt	For	For
3.2	Elect Blair Chilton Pickerell as Director	Mgmt	For	For
3.3	Elect Peter Tse Pak Wing as Director	Mgmt	For	For
4	Elect Jenny Gu Jialin as Director	Mgmt	For	For
5	Authorize Repurchase of Issued Units	Mgmt	For	For

LivePerson, Inc.

Meeting Date: 08/04/2022

Country: USA

Ticker: LPSN

Meeting Type: Annual

Primary ISIN: US5381461012

Primary SEDOL: 2577052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ernest Cu	Mgmt	For	For
1.2	Elect Director Jill Layfield	Mgmt	For	For
1.3	Elect Director William G. Wesemann	Mgmt	For	Withhold
<i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				
2	Ratify BDO USA, LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>				

LiveRamp Holdings, Inc.

Meeting Date: 08/09/2022

Country: USA

Ticker: RAMP

Meeting Type: Annual

Primary ISIN: US53815P1084

Primary SEDOL: BGLN838

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Clark M. Kokich	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
1b	Elect Director Kamakshi Sivaramakrishnan	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. In addition, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				

LiveRamp Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. Also, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job.</i></p>				
3	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i></p>				
5	Ratify KPMG LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

Luk Fook Holdings (International) Limited

Meeting Date: 08/18/2022

Country: Bermuda

Ticker: 590

Meeting Type: Annual

Primary ISIN: BMG5695X1258

Primary SEDOL: 6536156

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Tse Moon Chuen as Director	Mgmt	For	For
3b	Elect Wong Ho Lung, Danny as Director	Mgmt	For	For
3c	Elect Mak Wing Sum, Alvin as Director	Mgmt	For	For
3d	Elect Hui King Wai as Director	Mgmt	For	For
3e	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<p><i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i></p>				
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For

Luk Fook Holdings (International) Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.</i>				

LXI REIT PLC

Meeting Date: 09/05/2022	Country: United Kingdom	Ticker: LXI
	Meeting Type: Annual	Primary ISIN: GB00BYQ46T41
		Primary SEDOL: BYQ46T4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Dividend Policy	Mgmt	For	For
4	Elect Cyrus Ardalan as Director	Mgmt	For	For
5	Elect Hugh Seaborn as Director	Mgmt	For	For
6	Elect Ismat Levin as Director	Mgmt	For	For
7	Re-elect John Cartwright as Director	Mgmt	For	For
8	Elect Sandy Gumm as Director	Mgmt	For	For
9	Elect Nick Leslau as Director	Mgmt	For	For
10	Reappoint BDO LLP as Auditors	Mgmt	For	For
11	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
12	Authorise Issue of Equity	Mgmt	For	For
13	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
14	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
15	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Maeda Kosen Co., Ltd.

Meeting Date: 09/28/2022	Country: Japan	Ticker: 7821
	Meeting Type: Annual	Primary ISIN: JP3861250003
		Primary SEDOL: B1ZBYD5

Maeda Kosen Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Maeda, Yukitoshi	Mgmt	For	For
2.2	Elect Director Maeda, Takahiro	Mgmt	For	For
2.3	Elect Director Saito, Yasuo	Mgmt	For	For
2.4	Elect Director Akiyama, Shigenobu	Mgmt	For	For
2.5	Elect Director Yamada, Masaru	Mgmt	For	For
2.6	Elect Director Mayumi, Mitsufumi	Mgmt	For	For
2.7	Elect Director Fukuda, Fukiko	Mgmt	For	For
3.1	Appoint Statutory Auditor Mimura, Tomo	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be majority independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				
3.2	Appoint Statutory Auditor Yamakawa, Hitoshi	Mgmt	For	For
3.3	Appoint Statutory Auditor Funaki, Yukio	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be majority independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				

Mahindra & Mahindra Limited

Meeting Date: 08/19/2022

Country: India

Ticker: 500520

Meeting Type: Court

Primary ISIN: INE101A01026

Primary SEDOL: 6100186

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Court-Ordered Meeting for Equity Shareholders	Mgmt		
1	Approve Scheme of Merger by Absorption	Mgmt	For	For

Mandiant, Inc.

Meeting Date: 07/07/2022

Country: USA

Ticker: MNDT

Meeting Type: Annual

Primary ISIN: US5626621065

Primary SEDOL: BPH0580

Mandiant, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kevin R. Mandia	Mgmt	For	For
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders.</i>			
1b	Elect Director Enrique Salem	Mgmt	For	For
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i>			
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

Manning & Napier, Inc.

Meeting Date: 08/03/2022

Country: USA

Ticker: MN

Meeting Type: Special

Primary ISIN: US56382Q1022

Primary SEDOL: B5L94X1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	<i>Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
3	Adjourn Meeting	Mgmt	For	For

Mapletree Logistics Trust

Meeting Date: 07/18/2022

Country: Singapore

Ticker: M44U

Meeting Type: Annual

Primary ISIN: SG1S03926213

Primary SEDOL: B0D6P43

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Report of the Trustee, Statement by the Manager, Audited Financial Statements and Auditors' Report	Mgmt	For	For
<i>Voter Rationale: Shareholders should have the right to elect directors annually in order to hold them to account.</i>				
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
<i>Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against
<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>				

Marks & Spencer Group Plc

Meeting Date: 07/05/2022

Country: United Kingdom

Ticker: MKS

Meeting Type: Annual

Primary ISIN: GB0031274896

Primary SEDOL: 3127489

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: Concerns are raised with former CEO Steve Rowe's leaving arrangements as his notice is set to be served on his last day of employment with the Company on 5 July 2022. However, in line with best practice, his formal notice should have commenced on 10 March 2022, when his departure was formally announced to the market. This has given rise to a "notice of notice" scenario.</i>				
3	Re-elect Archie Norman as Director	Mgmt	For	For
4	Re-elect Eoin Tonge as Director	Mgmt	For	For
5	Re-elect Evelyn Bourke as Director	Mgmt	For	For
6	Re-elect Fiona Dawson as Director	Mgmt	For	For
7	Re-elect Andrew Fisher as Director	Mgmt	For	For
8	Re-elect Andy Halford as Director	Mgmt	For	For
9	Re-elect Tamara Ingram as Director	Mgmt	For	For
10	Re-elect Justin King as Director	Mgmt	For	For
11	Re-elect Sapna Sood as Director	Mgmt	For	For
12	Elect Stuart Machin as Director	Mgmt	For	For
13	Elect Katie Bickerstaffe as Director	Mgmt	For	For

Marks & Spencer Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
14	Reappoint Deloitte LLP as Auditors	Mgmt	For	For
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
16	Authorise UK Political Donations and Expenditure	Mgmt	For	For
17	Authorise Issue of Equity	Mgmt	For	For
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
21	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
22	Approve Renewal of Share Incentive Plan	Mgmt	For	For
23	Authorise Purchase by Marks and Spencer plc of Ordinary Shares in The Sports Edit Limited from Justin King	Mgmt	For	For

McKesson Corporation

Meeting Date: 07/22/2022

Country: USA

Ticker: MCK

Meeting Type: Annual

Primary ISIN: US58155Q1031

Primary SEDOL: 2378534

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Richard H. Carmona	Mgmt	For	For
1b	Elect Director Dominic J. Caruso	Mgmt	For	For
1c	Elect Director W. Roy Dunbar	Mgmt	For	For
1d	Elect Director James H. Hinton	Mgmt	For	For
1e	Elect Director Donald R. Knauss	Mgmt	For	For
1f	Elect Director Bradley E. Lerman	Mgmt	For	For
1g	Elect Director Linda P. Mantia	Mgmt	For	For
1h	Elect Director Maria Martinez	Mgmt	For	Against
<p><i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
1i	Elect Director Susan R. Salka	Mgmt	For	For

McKesson Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Brian S. Tyler	Mgmt	For	For
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
1k	Elect Director Kathleen Wilson-Thompson	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>				
4	Approve Omnibus Stock Plan	Mgmt	For	For
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time</i>				
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
6	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
<i>Voter Rationale: Holders of significant share capital should be entitled to call a special meeting. A total holding requirement of 5% is a suitable threshold to prevent abuse.</i>				
7	Adopt Policy on 10b5-1 Plans	SH	Against	For
<i>Voter Rationale: The proposed safeguards would improve the principles of the 10b5-1 plans established by the company's officers and directors, and are not considered overly burdensome.</i>				

Mercari, Inc.

Meeting Date: 09/28/2022

Country: Japan

Ticker: 4385

Meeting Type: Annual

Primary ISIN: JP3921290007

Primary SEDOL: BG0GM14

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Yamada, Shintaro	Mgmt	For	For
2.2	Elect Director Koizumi, Fumiaki	Mgmt	For	For
2.3	Elect Director Shinoda, Makiko	Mgmt	For	For
2.4	Elect Director Murakami, Norio	Mgmt	For	For
2.5	Elect Director Watanabe, Masayuki	Mgmt	For	For

Mercury NZ Limited

Meeting Date: 09/22/2022

Country: New Zealand

Ticker: MCY

Meeting Type: Annual

Primary ISIN: NZMRPE0001S2

Primary SEDOL: B8W6K56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect James Bruce Miller as Director	Mgmt	For	For
2	Elect Lorraine Witten as Director	Mgmt	For	Against
<i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
3	Elect Susan Peterson as Director	Mgmt	For	For
<i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				

Mesa Laboratories, Inc.

Meeting Date: 08/26/2022

Country: USA

Ticker: MLAB

Meeting Type: Annual

Primary ISIN: US59064R1095

Primary SEDOL: 2553814

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jennifer S. Alltoft	Mgmt	For	For
1.2	Elect Director Shiraz S. Ladiwala	Mgmt	For	For
1.3	Elect Director Shannon M. Hall	Mgmt	For	For
1.4	Elect Director Tony Tripeny	Mgmt	For	For
1.5	Elect Director Gary M. Owens	Mgmt	For	For
1.6	Elect Director John B. Schmieder	Mgmt	For	For
1.7	Elect Director John J. Sullivan	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i>				

Mesa Laboratories, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify Plante & Moran, PLLC as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

Metcash Limited

Meeting Date: 09/07/2022	Country: Australia	Ticker: MTS
	Meeting Type: Annual	
	Primary ISIN: AU000000MTS0	Primary SEDOL: B0744W4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Mark Johnson as Director	Mgmt	For	For
2b	Elect Peter Birtles as Director	Mgmt	For	For
2c	Elect Helen Nash as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Further, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
4	Approve Grant of Performance Rights to Douglas Jones	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i></p>				

Methode Electronics, Inc.

Meeting Date: 09/14/2022	Country: USA	Ticker: MEI
	Meeting Type: Annual	
	Primary ISIN: US5915202007	Primary SEDOL: 2583297

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Walter J. Aspatore	Mgmt	For	Against
<p><i>Voter Rationale: Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1b	Elect Director David P. Blom	Mgmt	For	For

Methode Electronics, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Therese M. Bobek	Mgmt	For	For
1d	Elect Director Brian J. Cadwallader	Mgmt	For	Against
<i>Voter Rationale: Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time.</i>				
1e	Elect Director Bruce K. Crowther	Mgmt	For	Against
<i>Voter Rationale: Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time.</i>				
1f	Elect Director Darren M. Dawson	Mgmt	For	For
1g	Elect Director Donald W. Duda	Mgmt	For	For
1h	Elect Director Janie Goddard	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
1i	Elect Director Mary A. Lindsey	Mgmt	For	For
1j	Elect Director Angelo V. Pantaleo	Mgmt	For	For
1k	Elect Director Mark D. Schwabero	Mgmt	For	For
1l	Elect Director Lawrence B. Skatoff	Mgmt	For	Against
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
2	Approve Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: This plan could lead to excessive dilution. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>				

MGM China Holdings Limited

Meeting Date: 09/09/2022

Country: Cayman Islands

Ticker: 2282

Meeting Type: Extraordinary Shareholders

Primary ISIN: KYG607441022

Primary SEDOL: B4P8HQ1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Services Agreement and Related Transactions	Mgmt	For	For

Microchip Technology Incorporated

Meeting Date: 08/23/2022	Country: USA	Ticker: MCHP
	Meeting Type: Annual	
	Primary ISIN: US5950171042	Primary SEDOL: 2592174

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Matthew W. Chapman	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1.2	Elect Director Esther L. Johnson	Mgmt	For	For
1.3	Elect Director Karlton D. Johnson	Mgmt	For	For
1.4	Elect Director Wade F. Meyercord	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1.5	Elect Director Ganesh Moorthy	Mgmt	For	For
1.6	Elect Director Karen M. Rapp	Mgmt	For	Against
	<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
1.7	Elect Director Steve Sanghi	Mgmt	For	For
	<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
	<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>			

Microchip Technology Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				

Midea Group Co. Ltd.

Meeting Date: 08/19/2022 **Country:** China **Ticker:** 000333
Meeting Type: Special
Primary ISIN: CNE100001QQ5 **Primary SEDOL:** BDVHRJ8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Application for Unified Registration of Multi-variety Debt Financing Instruments	Mgmt	For	For

Midea Group Co. Ltd.

Meeting Date: 09/16/2022 **Country:** China **Ticker:** 000333
Meeting Type: Special
Primary ISIN: CNE100001QQ5 **Primary SEDOL:** BDVHRJ8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Extension of Authorization of the Board and Persons Authorized by the Board of Directors to Handle Matters Related to Spin-off of Subsidiary and Resolution Validity Period of Listing on ChiNext	Mgmt	For	For
2	Approve Amendments to Articles of Association	Mgmt	For	For

Milestone Pharmaceuticals Inc.

Meeting Date: 07/05/2022 **Country:** Canada **Ticker:** MIST
Meeting Type: Annual/Special
Primary ISIN: CA59935V1076 **Primary SEDOL:** BGRX6Q1

Milestone Pharmaceuticals Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph Oliveto	Mgmt	For	For
1.2	Elect Director Lisa M. Giles	Mgmt	For	For
1.3	Elect Director Richard Pasternak	Mgmt	For	For
1.4	Elect Director Debra K. Liebert	Mgmt	For	For
1.5	Elect Director Michael Tomsicek	Mgmt	For	For
1.6	Elect Director Robert J. Wills	Mgmt	For	For
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
3	Amend Omnibus Stock Plan	Mgmt	For	Against

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, reducing the strike price of options already granted after the stock price has fallen undermines any employee incentive strategy and is not aligned with the interests of shareholders. Moreover, plan renewal should be subject to shareholder approval. Also, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. Furthermore, this plan could lead to excessive dilution.

Miller Industries, Inc.

Meeting Date: 09/23/2022

Country: USA

Ticker: MLR

Meeting Type: Annual

Primary ISIN: US6005512040

Primary SEDOL: 2801193

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Theodore H. Ashford, III	Mgmt	For	Withhold
<p><i>Voter Rationale: We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>				
1.2	Elect Director A. Russell Chandler, III	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>				

Miller Industries, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director William G. Miller	Mgmt	For	For
<p><i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				
1.4	Elect Director William G. Miller, II	Mgmt	For	For
1.5	Elect Director Richard H. Roberts	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>				
1.6	Elect Director Leigh Walton	Mgmt	For	Withhold
<p><i>Voter Rationale: We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>				
1.7	Elect Director Deborah L. Whitmire	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				

Mimasu Semiconductor Industry Co., Ltd.

Meeting Date: 08/26/2022	Country: Japan	Ticker: 8155
	Meeting Type: Annual	
	Primary ISIN: JP3907200004	Primary SEDOL: 6594604

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 26	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Appoint Statutory Auditor Muraoka, Shozo	Mgmt	For	Against
<p><i>Voter Rationale: The Kansayaku statutory auditor board should be majority independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i></p>				
3.2	Appoint Statutory Auditor Nakamura, Shusuke	Mgmt	For	Against
<p><i>Voter Rationale: The Kansayaku statutory auditor board should be majority independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i></p>				

Modine Manufacturing Company

Meeting Date: 07/21/2022

Country: USA

Ticker: MOD

Meeting Type: Annual

Primary ISIN: US6078281002

Primary SEDOL: 2598354

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Neil D. Brinker	Mgmt	For	For
1b	Elect Director Katherine C. Harper	Mgmt	For	For
1c	Elect Director David J. Wilson	Mgmt	For	For
<i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				
2	Amend Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				

Monro, Inc.

Meeting Date: 08/16/2022

Country: USA

Ticker: MNRO

Meeting Type: Annual

Primary ISIN: US6102361010

Primary SEDOL: 2600088

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John L. Auerbach	Mgmt	For	For
1.2	Elect Director Michael T. Broderick	Mgmt	For	For
1.3	Elect Director Donald Glickman	Mgmt	For	Withhold
<i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i>				

Monro, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Lindsay N. Hyde	Mgmt	For	Withhold
<p><i>Voter Rationale: The board did not respond sufficiently to a common-stock majority-supported shareholder proposal to recapitalize to a one-share, one-vote structure. While we understand that approval of this conversion would require the consent of director Peter Solomon, who holds the company's Class C Preferred stock, the company did not disclose any efforts to discuss potential solutions with this director. We expect companies to fully respond to shareholder proposals that receive majority support. Furthermore, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.5	Elect Director Leah C. Johnson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				

Naspers Ltd.

Meeting Date: 08/25/2022

Country: South Africa

Ticker: NPN

Meeting Type: Annual

Primary ISIN: ZAE000015889

Primary SEDOL: 6622691

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for the Year Ended 31 March 2022	Mgmt	For	For
2	Approve Dividends for N Ordinary and A Ordinary Shares	Mgmt	For	For
3	Reappoint PricewaterhouseCoopers Inc as Auditors of the Company with V Myburgh as the Individual Registered Auditor	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years. However, given that the company has appointed a new auditor for 2024, we will support this proposal.</i></p>				
4	Appoint Deloitte as Auditors of the Company with J Welsh as the Individual Registered Auditor	Mgmt	For	For
5	Elect Sharmistha Dubey as Director	Mgmt	For	For
6.1	Re-elect Debra Meyer as Director	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6.2	Re-elect Manisha Girotra as Director	Mgmt	For	Against
	<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
6.3	Re-elect Koos Bekker as Director	Mgmt	For	For
	<i>Voter Rationale: We voted for this director, but encourage the company to amend its memorandum of incorporation to call for re-election of all directors, including executive directors, on a regular basis.</i>			
6.4	Re-elect Steve Pacak as Director	Mgmt	For	For
6.5	Re-elect Cobus Stofberg as Director	Mgmt	For	For
7.1	Re-elect Manisha Girotra as Member of the Audit Committee	Mgmt	For	Against
	<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
7.2	Re-elect Angeliem Kemna as Member of the Audit Committee	Mgmt	For	For
7.3	Re-elect Steve Pacak as Member of the Audit Committee	Mgmt	For	Against
	<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
8	Approve Remuneration Policy	Mgmt	For	Against
	<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>			
9	Approve Implementation Report of the Remuneration Report	Mgmt	For	Against
	<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>			
10	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	Against
	<i>Voter Rationale: The proposed authority could result in significant levels of dilution and give the board the ability to make major decisions that ought to be presented for specific shareholder approval. The company should go back to shareholders with a specific and fully justified request to issue new shares. Moreover, the issuance of shares with impaired/enhanced voting rights violates the principle of one share, one vote.</i>			
11	Authorise Board to Issue Shares for Cash	Mgmt	For	Against
	<i>Voter Rationale: The issuance of shares with impaired/enhanced voting rights violates the principle of one share, one vote.</i>			
12	Authorise Ratification of Approved Resolutions	Mgmt	For	For
	Special Resolutions	Mgmt		
1.1	Approve Remuneration of Board Chairman	Mgmt	For	For
1.2	Approve Remuneration of Board Member	Mgmt	For	For
1.3	Approve Remuneration of Audit Committee Chairman	Mgmt	For	For
1.4	Approve Remuneration of Audit Committee Member	Mgmt	For	For
1.5	Approve Remuneration of Risk Committee Chairman	Mgmt	For	For

Naspers Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Approve Remuneration of Risk Committee Member	Mgmt	For	For
1.7	Approve Remuneration of Human Resources and Remuneration Committee Chairman	Mgmt	For	For
1.8	Approve Remuneration of Human Resources and Remuneration Committee Member	Mgmt	For	For
1.9	Approve Remuneration of Nomination Committee Chairman	Mgmt	For	For
1.10	Approve Remuneration of Nomination Committee Member	Mgmt	For	For
1.11	Approve Remuneration of Social, Ethics and Sustainability Committee Chairman	Mgmt	For	For
1.12	Approve Remuneration of Social, Ethics and Sustainability Committee Member	Mgmt	For	For
1.13	Approve Remuneration of Trustees of Group Share Schemes/Other Personnel Funds	Mgmt	For	For
2	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				
3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For
4	Authorise Repurchase of N Ordinary Shares	Mgmt	For	Against
<i>Voter Rationale: Any share repurchase request in excess of 10% should be undertaken in exceptional circumstances only and be fully justified by the company.</i>				
5	Authorise Specific Repurchase of N Ordinary Shares from Holders of N Ordinary Share	Mgmt	For	Against
<i>Voter Rationale: Any share repurchase request in excess of 10% should be undertaken in exceptional circumstances only and be fully justified by the company.</i>				
6	Authorise Repurchase of A Ordinary Shares	Mgmt	For	Against
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				

National Bank of Greece SA

Meeting Date: 07/28/2022

Country: Greece

Ticker: ETE

Meeting Type: Annual

Primary ISIN: GRS003003035

Primary SEDOL: BG087C6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt		

National Bank of Greece SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Statutory Reports	Mgmt	For	For
2	Accept Financial Statements	Mgmt	For	For
3	Receive Audit Committee's Activity Report	Mgmt		
4	Approve Management of Company and Grant Discharge to Auditors	Mgmt	For	For
5	Approve Auditors and Fix Their Remuneration	Mgmt	For	For
6	Receive Report from Independent Non-Executive Directors	Mgmt		
7	Approve Spin-Off Agreement and Related Formalities	Mgmt	For	For
8	Approve Offsetting Accumulated Losses with Special Reserves and Share Premium Account	Mgmt	For	For
9	Elect Director	Mgmt	For	For
10	Approve Composition of the Audit Committee	Mgmt	For	For
11	Approve Remuneration Policy	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, retirement benefits should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>				
12	Approve Remuneration of Directors	Mgmt	For	Against
<i>Voter Rationale: Retirement benefits should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>				
13	Advisory Vote on Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: Retirement benefits should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>				
14	Amend Suitability Policy for Directors	Mgmt	For	For

National Grid Plc

Meeting Date: 07/11/2022

Country: United Kingdom

Ticker: NG

Meeting Type: Annual

Primary ISIN: GB00BDR05C01

Primary SEDOL: BDR05C0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3	Re-elect Paula Reynolds as Director	Mgmt	For	For
4	Re-elect John Pettigrew as Director	Mgmt	For	For

National Grid Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Re-elect Andy Agg as Director	Mgmt	For	For
6	Re-elect Therese Esperdy as Director	Mgmt	For	For
7	Re-elect Liz Hewitt as Director	Mgmt	For	For
8	Elect Ian Livingston as Director	Mgmt	For	For
<i>Voter Rationale: New directors should have sufficient length of service on the board before taking on the role of chairing the remuneration committee.</i>				
9	Elect Iain Mackay as Director	Mgmt	For	For
10	Elect Anne Robinson as Director	Mgmt	For	For
11	Re-elect Earl Shipp as Director	Mgmt	For	For
12	Re-elect Jonathan Silver as Director	Mgmt	For	For
13	Elect Tony Wood as Director	Mgmt	For	For
14	Elect Martha Wyrsh as Director	Mgmt	For	For
15	Reappoint Deloitte LLP as Auditors	Mgmt	For	For
16	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For
17	Approve Remuneration Policy	Mgmt	For	For
18	Approve Remuneration Report	Mgmt	For	For
19	Approve Climate Transition Plan	Mgmt	For	For
20	Authorise UK Political Donations and Expenditure	Mgmt	For	For
21	Authorise Issue of Equity	Mgmt	For	For
22	Approve Scrip Dividend Scheme	Mgmt	For	For
23	Authorise Directors to Capitalise the Appropriate Nominal Amounts of New Shares of the Company Allotted Pursuant to the Company's Scrip Dividend Scheme	Mgmt	For	For
24	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
25	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
26	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
27	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Natus Medical Incorporated

Meeting Date: 07/06/2022

Country: USA

Ticker: NTUS

Meeting Type: Special

Primary ISIN: US6390501038

Primary SEDOL: 2771133

Natus Medical Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Adjourn Meeting	Mgmt	For	For
3	Advisory Vote on Golden Parachutes	Mgmt	For	Against

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, although potential cash severance is reasonable, there are significant concerns around equity award treatment. Outstanding equity awards are entirely subject to single-trigger vesting and most performance equity awards will be deemed earned at the maximum level, without compelling rationale. In light of these concerns, a vote AGAINST this proposal is warranted.

NatWest Group Plc

Meeting Date: 08/25/2022

Country: United Kingdom

Ticker: NWG

Meeting Type: Special

Primary ISIN: GB00B7T77214

Primary SEDOL: B7T7721

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	This is a Duplicate Meeting for Provider Ballots Received	Mgmt		
	General Meeting	Mgmt		
1	Approve Special Dividend	Mgmt	For	For
2	Approve Share Consolidation and Share Sub-Division	Mgmt	For	For
3	Authorise Issue of Equity	Mgmt	For	For
4	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
5	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
6	Authorise Market Purchase of New Ordinary Shares	Mgmt	For	For
7	Approve Amendments to Directed Buyback Contract	Mgmt	For	For
8	Adopt New Articles of Association	Mgmt	For	For
	Class Meeting	Mgmt		
1	Sanction and Consent to Every Variation, Alteration, Modification or Abrogation of the Special Rights Attached to the Ordinary Shares	Mgmt	For	For

Nautilus, Inc.

Meeting Date: 08/02/2022

Country: USA

Ticker: NLS

Meeting Type: Annual

Primary ISIN: US63910B1026

Primary SEDOL: 2415936

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director James "Jim" Barr, IV	Mgmt	For	For
1.2	Elect Director Anne G. Saunders	Mgmt	For	For
1.3	Elect Director Patricia "Patty" M. Ross	Mgmt	For	For
1.4	Elect Director Shailesh Prakash	Mgmt	For	For
1.5	Elect Director Kelley Hall	Mgmt	For	For
1.6	Elect Director Ruby Sharma	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. In addition, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	<i>Voter Rationale: This plan could lead to excessive dilution. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job.</i>			
4	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

Neogen Corporation

Meeting Date: 08/17/2022

Country: USA

Ticker: NEOG

Meeting Type: Special

Primary ISIN: US6404911066

Primary SEDOL: 2630085

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Issue Shares in Connection with Acquisition	Mgmt	For	For
2	Amend Charter	Mgmt	For	For
3	Approve Increase in Size of Board	Mgmt	For	For
4	Permit Board to Amend Bylaws Without Shareholder Consent	Mgmt	For	For
5	Adjourn Meeting	Mgmt	For	For

NetApp, Inc.

Meeting Date: 09/09/2022

Country: USA

Ticker: NTAP

Meeting Type: Annual

Primary ISIN: US64110D1046

Primary SEDOL: 2630643

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director T. Michael Nevens	Mgmt	For	For
1b	Elect Director Deepak Ahuja	Mgmt	For	For
1c	Elect Director Gerald Held	Mgmt	For	For
1d	Elect Director Kathryn M. Hill	Mgmt	For	For
1e	Elect Director Deborah L. Kerr	Mgmt	For	For
1f	Elect Director George Kurian	Mgmt	For	For
1g	Elect Director Carrie Palin	Mgmt	For	For
1h	Elect Director Scott F. Schenkel	Mgmt	For	For
1i	Elect Director George T. Shaheen	Mgmt	For	Against
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
<i>Voter Rationale: Holders of significant share capital should be entitled to call a special meeting. A total holding requirement of 5% is a suitable threshold to prevent abuse.</i>				

NetScout Systems, Inc.

Meeting Date: 08/24/2022

Country: USA

Ticker: NTCT

Meeting Type: Annual

Primary ISIN: US64115T1043

Primary SEDOL: 2447285

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Anil K. Sinhal	Mgmt	For	For

NetScout Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				
1.2	Elect Director Robert E. Donahue	Mgmt	For	For
1.3	Elect Director John R. Egan	Mgmt	For	Withhold
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director. Moreover, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
2	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i></p>				
3	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				

NextGen Healthcare, Inc.

Meeting Date: 08/17/2022

Country: USA

Ticker: NXGN

Meeting Type: Annual

Primary ISIN: US65343C1027

Primary SEDOL: BF5L3D6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Craig A. Barbarosh	Mgmt	For	Against
<p><i>Voter Rationale: Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. Also, the board should act with accountability to the investors it represents and take action on majority shareholder votes.</i></p>				

NextGen Healthcare, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director George H. Bristol	Mgmt	For	Against
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1c	Elect Director Darnell Dent	Mgmt	For	For
1d	Elect Director Julie D. Klapstein	Mgmt	For	Against
<i>Voter Rationale: Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. Also, the board should act with accountability to the investors it represents and take action on majority shareholder votes.</i>				
1e	Elect Director Jeffrey H. Margolis	Mgmt	For	For
1f	Elect Director Geraldine McGinty	Mgmt	For	Against
<i>Voter Rationale: Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. Also, the board should act with accountability to the investors it represents and take action on majority shareholder votes.</i>				
1g	Elect Director Morris Panner	Mgmt	For	For
1h	Elect Director Pamela S. Puryear	Mgmt	For	For
1i	Elect Director David Sides	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Moreover, the board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

Nielsen Holdings Plc

Meeting Date: 09/01/2022

Country: United Kingdom

Ticker: NLSN

Meeting Type: Special

Primary ISIN: GB00BWFY5505

Primary SEDOL: BWFY550

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Matters Relating to Merger	Mgmt	For	For

Nielsen Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	For
<p><i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i></p>				

Nielsen Holdings plc

Meeting Date: 09/01/2022	Country: United Kingdom	Ticker: NLSN
	Meeting Type: Court	Primary ISIN: GB00BWFY5505
		Primary SEDOL: BWFY550

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Court Meeting	Mgmt		
1	Approve Scheme of Arrangement	Mgmt	For	For

NIKE, Inc.

Meeting Date: 09/09/2022	Country: USA	Ticker: NKE
	Meeting Type: Annual	Primary ISIN: US6541061031
		Primary SEDOL: 2640147

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Alan B. Graf, Jr.	Mgmt	For	Withhold
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1b	Elect Director Peter B. Henry	Mgmt	For	For
1c	Elect Director Michelle A. Peluso	Mgmt	For	For
<p><i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				

NIKE, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				
4	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
5	Adopt a Policy on China Sourcing	SH	Against	Abstain
<i>Voter Rationale: While we remain concerned with Nike's cotton sourcing policy in China and expect further disclosure on its efforts to ensure forced labour is not being used in its supply chain, we find this proposal to be overly prescriptive.</i>				

Nippon Prologis REIT, Inc.

Meeting Date: 08/26/2022

Country: Japan

Ticker: 3283

Meeting Type: Special

Primary ISIN: JP3047550003

Primary SEDOL: B98BC67

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Provisions on Deemed Approval System - Amend Audit Fee Payment Schedule - Reflect Changes in Accounting Standards	Mgmt	For	For
2	Elect Executive Director Yamaguchi, Satoshi	Mgmt	For	For
3	Elect Alternate Executive Director Toda, Atsushi	Mgmt	For	For
4.1	Elect Supervisory Director Hamaoka, Yoichiro	Mgmt	For	For
4.2	Elect Supervisory Director Tazaki, Mami	Mgmt	For	For
4.3	Elect Supervisory Director Oku, Kuninori	Mgmt	For	For

Norsk Hydro ASA

Meeting Date: 09/20/2022

Country: Norway

Ticker: NHY

Meeting Type: Extraordinary Shareholders

Primary ISIN: NO0005052605

Primary SEDOL: B11HK39

Did Not Vote Due to Ballot Shareblocking

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Notice of Meeting and Agenda	Mgmt	For	Do Not Vote
2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	Mgmt	For	Do Not Vote

Norsk Hydro ASA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Authorize Share Repurchase Program and Cancellation of Repurchased Shares	Mgmt	For	Do Not Vote
4	Approve Dividends of NOK 1.45 Per Share	Mgmt	For	Do Not Vote

NortonLifeLock Inc.

Meeting Date: 09/13/2022

Country: USA

Ticker: NLOK

Meeting Type: Annual

Primary ISIN: US6687711084

Primary SEDOL: BJN4XN5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Susan P. Barsamian	Mgmt	For	For
1b	Elect Director Eric K. Brandt	Mgmt	For	For
1c	Elect Director Frank E. Dangeard	Mgmt	For	Against
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
1d	Elect Director Nora M. Denzel	Mgmt	For	For
1e	Elect Director Peter A. Feld	Mgmt	For	For
1f	Elect Director Emily Heath	Mgmt	For	For
1g	Elect Director Vincent Pilette	Mgmt	For	For
1h	Elect Director Sherrese M. Smith	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
4	Amend Omnibus Stock Plan	Mgmt	For	For
5	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For

Voter Rationale: Companies should request approval of compensation policies covering severance packages and signing bonuses from shareholders. The prospect of separating the voting rights of a merger or acquisition from the compensation packages associate with it is welcome.

NOVATEK JSC

Meeting Date: 09/28/2022

Country: Russia

Ticker: NVTK

Meeting Type: Special

Primary ISIN: RU000A0DKV55

Primary SEDOL: B59HPK1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Meeting for GDR Holders Approve Interim Dividends for First Six Months of Fiscal 2022	Mgmt	For	Do Not Vote

NTT UD REIT Investment Corp.

Meeting Date: 09/27/2022

Country: Japan

Ticker: 8956

Meeting Type: Special

Primary ISIN: JP3041770003

Primary SEDOL: 6543800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Asset Management Compensation - Disclose Unitholder Meeting Materials on Internet - Amend Provisions on Deemed Approval System	Mgmt	For	For
2	Elect Executive Director Odera, Takeshi	Mgmt	For	For
3	Elect Alternate Executive Director Kimura, Kazuhiro	Mgmt	For	For
4.1	Elect Supervisory Director Dai, Yuji	Mgmt	For	For
4.2	Elect Supervisory Director Takeuchi, Masaki	Mgmt	For	For
5	Elect Alternate Supervisory Director Ozeki, Jun	Mgmt	For	For

NVE Corporation

Meeting Date: 08/04/2022

Country: USA

Ticker: NVEC

Meeting Type: Annual

Primary ISIN: US6294452064

Primary SEDOL: 2072126

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Terrence W. Glarner	Mgmt	For	Withhold

NVE Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.2	Elect Director Daniel A. Baker	Mgmt	For	For
1.3	Elect Director Patricia M. Hollister	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.4	Elect Director Richard W. Kramp	Mgmt	For	For
1.5	Elect Director James W. Bracke	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				
3	Ratify Boulay PLLP as Auditors	Mgmt	For	For

OCI NV

Meeting Date: 08/19/2022

Country: Netherlands

Ticker: OCI

Meeting Type: Extraordinary Shareholders

Primary ISIN: NL0010558797

Primary SEDOL: BD4TZK8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Meeting Agenda	Mgmt		
1	Open Meeting	Mgmt		
2	Amend Articles Re: Increase Nominal Value of Shares in the Share Capital and Subsequently Decrease the Nominal Value of Shares in the Share Capital, Combined with a Repayment of Capital	Mgmt	For	For
3	Close Meeting	Mgmt		

Omega Flex, Inc.

Meeting Date: 07/12/2022

Country: USA

Ticker: OFLX

Meeting Type: Annual

Primary ISIN: US6820951043

Primary SEDOL: B0FPH75

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director J. Nicholas Filler	Mgmt	For	Withhold
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, executives from acquired companies are not sufficiently independent to serve on key board committees and should be considered affiliated directors. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Furthermore, this director is not sufficiently independent to serve as the independent lead director. Lastly, the lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function. We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives.</i>			
1.2	Elect Director Derek W. Glanvill	Mgmt	For	Withhold
	<i>Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>			
2	Ratify RSM US LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			

Open Text Corporation

Meeting Date: 09/15/2022

Country: Canada

Ticker: OTEX

Meeting Type: Annual

Primary ISIN: CA6837151068

Primary SEDOL: 2260824

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director P. Thomas Jenkins	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i>			
1.2	Elect Director Mark J. Barrenechea	Mgmt	For	For
1.3	Elect Director Randy Fowlie	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1.4	Elect Director David Fraser	Mgmt	For	For

Open Text Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Gail E. Hamilton	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i>			
1.6	Elect Director Robert (Bob) Hau	Mgmt	For	For
1.7	Elect Director Ann M. Powell	Mgmt	For	For
1.8	Elect Director Stephen J. Sadler	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i>			
1.9	Elect Director Michael Slaunwhite	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i>			
1.10	Elect Director Katharine B. Stevenson	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1.11	Elect Director Deborah Weinstein	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	Against
	<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>			
4	Approve Shareholder Rights Plan	Mgmt	For	For

OPKO Health, Inc.

Meeting Date: 07/14/2022

Country: USA

Ticker: OPK

Meeting Type: Annual

Primary ISIN: US68375N1037

Primary SEDOL: 2115902

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Phillip Frost	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.</i>			
1.2	Elect Director Jane H. Hsiao	Mgmt	For	For
	<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
1.3	Elect Director Steven D. Rubin	Mgmt	For	For
	<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
1.4	Elect Director Elias A. Zerhouni	Mgmt	For	For
1.5	Elect Director Jon R. Cohen	Mgmt	For	For
1.6	Elect Director Gary J. Nabel	Mgmt	For	For
1.7	Elect Director Alexis Borisy	Mgmt	For	Withhold
	<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
1.8	Elect Director Richard M. Krasno	Mgmt	For	For
1.9	Elect Director Prem A. Lachman	Mgmt	For	For
1.10	Elect Director Roger J. Medel	Mgmt	For	For
1.11	Elect Director John A. Paganelli	Mgmt	For	Withhold
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review. However, former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1.12	Elect Director Richard C. Pfenniger, Jr.	Mgmt	For	For
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>			
1.13	Elect Director Alice Lin-Tsing Yu	Mgmt	For	For
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>			

OPKO Health, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Furthermore, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i></p>				
3	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: Reducing the strike price of options already granted after the stock price has fallen undermines any employee incentive strategy and is not aligned with the interests of shareholders. Also, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

Oracle Corp Japan

Meeting Date: 08/23/2022

Country: Japan

Ticker: 4716

Meeting Type: Annual

Primary ISIN: JP3689500001

Primary SEDOL: 6141680

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Misawa, Toshimitsu	Mgmt	For	For
2.2	Elect Director Krishna Sivaraman	Mgmt	For	For
2.3	Elect Director Garrett Ilg	Mgmt	For	For
2.4	Elect Director Vincent S. Grelli	Mgmt	For	For
2.5	Elect Director Kimberly Woolley	Mgmt	For	For
2.6	Elect Director Fujimori, Yoshiaki	Mgmt	For	For
2.7	Elect Director John L. Hall	Mgmt	For	For
2.8	Elect Director Natsuno, Takeshi	Mgmt	For	For
2.9	Elect Director Kuroda, Yukiko	Mgmt	For	For

Orion Energy Systems, Inc.

Meeting Date: 08/04/2022

Country: USA

Ticker: OESX

Meeting Type: Annual

Primary ISIN: US6862751087

Primary SEDOL: B29W5V6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Anthony L. Otten	Mgmt	For	For
<p><i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.2	Elect Director Sally A. Washlow	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i></p>				
3	Ratify BDO USA, LLP as Auditors	Mgmt	For	For
4	Other Business	Mgmt	For	Against
<p><i>Voter Rationale: Any Other Business should not be a voting item.</i></p>				

Pacific Textiles Holdings Limited

Meeting Date: 08/11/2022

Country: Cayman Islands

Ticker: 1382

Meeting Type: Annual

Primary ISIN: KYG686121032

Primary SEDOL: B1WMLF2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Masaru Okutomi as Director	Mgmt	For	For
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability</i></p>				
3b	Elect Chan Yue Kwong, Michael as Director	Mgmt	For	Against
<p><i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Additionally, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Likewise, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				

Pacific Textiles Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3c	Elect Ng Ching Wah as Director	Mgmt	For	Against
	<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Additionally, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Likewise, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the Company should put in place a policy to increase gender diversity on the board. Our expectation is that there be at least one female director on the board.</i>			
3d	Elect Kyuichi Fukumoto as Director	Mgmt	For	For
	<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
3e	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	<i>Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.</i>			
8	Amend Existing Memorandum and Articles of Association and Adopt New Memorandum and Articles of Association	Mgmt	For	For

Pan Pacific International Holdings Corp.

Meeting Date: 09/28/2022

Country: Japan

Ticker: 7532

Meeting Type: Annual

Primary ISIN: JP3639650005

Primary SEDOL: 6269861

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 14	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Yoshida, Naoki	Mgmt	For	For

Pan Pacific International Holdings Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.2	Elect Director Matsumoto, Kazuhiro	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.3	Elect Director Sekiguchi, Kenji	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.4	Elect Director Moriya, Hideki	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.5	Elect Director Ishii, Yuji	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.6	Elect Director Shimizu, Keita	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.7	Elect Director Ninomiya, Hitomi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.8	Elect Director Kubo, Isao	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.9	Elect Director Yasuda, Takao	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
4.1	Elect Director and Audit Committee Member Yoshimura, Yasunori	Mgmt	For	For
4.2	Elect Director and Audit Committee Member Kamo, Masaharu	Mgmt	For	For

Park Aerospace Corp.

Meeting Date: 07/19/2022

Country: USA

Ticker: PKE

Meeting Type: Annual

Primary ISIN: US70014A1043

Primary SEDOL: BK9TGC1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Dale E. Blanchfield	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, this director is not sufficiently independent to serve as the independent lead director.</i>			

Park Aerospace Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director Emily J. Groehl	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Moreover, former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1c	Elect Director Yvonne Julian	Mgmt	For	For
1d	Elect Director Brian E. Shore	Mgmt	For	For
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
1e	Elect Director Carl W. Smith	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Moreover, former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, in the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i>			
1f	Elect Director D. Bradley Thress	Mgmt	For	For
1g	Elect Director Steven T. Warshaw	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
3	Ratify CohnReznick LLP as Auditors	Mgmt	For	For

Pasona Group, Inc.

Meeting Date: 08/19/2022

Country: Japan

Ticker: 2168

Meeting Type: Annual

Primary ISIN: JP3781490002

Primary SEDOL: B291KH4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	Mgmt	For	Against
<i>Voter Rationale: In-person shareholder meetings enable essential scrutiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.</i>				
2.1	Elect Director Nambu, Yasuyuki	Mgmt	For	For
2.2	Elect Director Fukasawa, Junko	Mgmt	For	For
2.3	Elect Director Yamamoto, Kinuko	Mgmt	For	For
2.4	Elect Director Wakamoto, Hirotaka	Mgmt	For	For
2.5	Elect Director Nambu, Makiya	Mgmt	For	For

PATTERSON COMPANIES, INC.

Meeting Date: 09/12/2022 **Country:** USA **Ticker:** PDCO
Meeting Type: Annual **Primary ISIN:** US7033951036 **Primary SEDOL:** 2672689

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director John D. Buck	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
1b	Elect Director Alex N. Blanco	Mgmt	For	For
1c	Elect Director Jody H. Feragen	Mgmt	For	For
1d	Elect Director Robert C. Frenzel	Mgmt	For	For
1e	Elect Director Philip G. McKoy	Mgmt	For	For
1f	Elect Director Ellen A. Rudnick	Mgmt	For	Against
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1g	Elect Director Neil A. Schrimsher	Mgmt	For	For
1h	Elect Director Mark S. Walchirk	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i>				

PATTERSON COMPANIES, INC.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against

Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.

PCSB Financial Corporation

Meeting Date: 09/21/2022	Country: USA	Ticker: PCSB	
	Meeting Type: Special		
		Primary ISIN: US69324R1041	Primary SEDOL: BF20LN2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

3	Adjourn Meeting	Mgmt	For	For
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Pennon Group Plc

Meeting Date: 07/21/2022	Country: United Kingdom	Ticker: PNN	
	Meeting Type: Annual		
		Primary ISIN: GB00BNNTLN49	Primary SEDOL: BNNTLN4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Re-elect Gill Rider as Director	Mgmt	For	For
5	Re-elect Susan Davy as Director	Mgmt	For	For
6	Re-elect Paul Boote as Director	Mgmt	For	For
7	Re-elect Neil Cooper as Director	Mgmt	For	For
8	Re-elect Iain Evans as Director	Mgmt	For	For
9	Re-elect Claire Ighodaro as Director	Mgmt	For	For
10	Re-elect Jon Butterworth as Director	Mgmt	For	For

Pennon Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
11	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
12	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
13	Authorise UK Political Donations and Expenditure	Mgmt	For	For
14	Authorise Issue of Equity	Mgmt	For	For
15	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
17	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
18	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
19	Approve Climate-Related Financial Disclosures	Mgmt	For	For
20	Amend Articles of Association	Mgmt	For	For

Perfect Medical Health Management Limited

Meeting Date: 08/12/2022

Country: Cayman Islands

Ticker: 1830

Meeting Type: Annual

Primary ISIN: KYG7013H1056

Primary SEDOL: B7F0L00

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Au-Yeung Wai as Director	Mgmt	For	For
3b	Elect Au-Yeung Hung as Director	Mgmt	For	For
3c	Elect Hsu Wai Man, Helen as Director	Mgmt	For	For
3d	Elect Chi Chi Hung, Kenneth as Director	Mgmt	For	For
3e	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against

Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.

Perfect Medical Health Management Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.</i>				
8	Adopt Amended and Restated Memorandum and Articles of Association	Mgmt	For	Against
<i>Voter Rationale: Changes in company's articles or by-laws should not erode shareholder rights.</i>				

Perfect Medical Health Management Limited

Meeting Date: 08/26/2022 **Country:** Cayman Islands **Ticker:** 1830
Meeting Type: Extraordinary Shareholders
Primary ISIN: KYG7013H1056 **Primary SEDOL:** B7F0L00

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Grant of Share Options to Au-Yeung Kong and Related Transactions	Mgmt	For	Against
<i>Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				

PetMed Express, Inc.

Meeting Date: 07/28/2022 **Country:** USA **Ticker:** PETS
Meeting Type: Annual
Primary ISIN: US7163821066 **Primary SEDOL:** 2143099

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Leslie C.G. Campbell	Mgmt	For	For
1.2	Elect Director Peter S. Cobb	Mgmt	For	For

PetMed Express, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Gian M. Fulgoni	Mgmt	For	For
	<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
1.4	Elect Director Mathew N. Hulett	Mgmt	For	For
1.5	Elect Director Diana Garvis Purcel	Mgmt	For	For
1.6	Elect Director Jodi Watson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
3	Ratify RSM US LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			
4	Approve Restricted Stock Plan	Mgmt	For	Against
	<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance less than p/greater than Triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>			

PFSweb, Inc.

Meeting Date: 08/23/2022

Country: USA

Ticker: PFSW

Meeting Type: Annual

Primary ISIN: US7170982067

Primary SEDOL: 2524296

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director David I. Beatson	Mgmt	For	Against
	<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1.2	Elect Director Robert Frankfurt	Mgmt	For	For
1.3	Elect Director G. Mercedes De Luca	Mgmt	For	For
1.4	Elect Director Monica Luechtefeld	Mgmt	For	For
1.5	Elect Director Shinichi Nagakura	Mgmt	For	For

PFSweb, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director Benjamin Rosenzweig	Mgmt	For	For
1.7	Elect Director Michael C. Willoughby	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Lastly, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.

3	Amend Shareholder Rights Plan (Poison Pill)	Mgmt	For	Against
4	Ratify BDO USA, LLP as Auditors	Mgmt	For	For

Voter Rationale: Where poison pills are adopted, they should be approved by shareholders prior to deployment, include independent oversight, and be of a limited duration.

Plantronics, Inc.

Meeting Date: 08/22/2022

Country: USA

Ticker: POLY

Meeting Type: Annual

Primary ISIN: US7274931085

Primary SEDOL: 2692030

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Kathy Crusco	Mgmt	For	For
1.2	Elect Director Brian Dexheimer	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.3	Elect Director Robert Hagerty	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i></p>				
1.4	Elect Director Gregg Hammann	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.5	Elect Director Guido Jouret	Mgmt	For	For

Plantronics, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director Talvis Love	Mgmt	For	For
1.7	Elect Director Marshall Mohr	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.8	Elect Director Daniel Moloney	Mgmt	For	For
1.9	Elect Director David M. Shull	Mgmt	For	For
1.10	Elect Director Marv Tseu	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i></p>				
1.11	Elect Director Yael Zheng	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i></p>				

PlayAGS, Inc.

Meeting Date: 07/01/2022

Country: USA

Ticker: AGS

Meeting Type: Annual

Primary ISIN: US72814N1046

Primary SEDOL: BFNJ8L5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Director Adam Chibib	Mgmt	For	Withhold
<p><i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: The company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				

PlayAGS, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	<i>Voter Rationale: The plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. In addition, this plan could lead to excessive dilution. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i>			
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

Polyus PJSC

Meeting Date: 09/30/2022

Country: Russia

Ticker: PLZL

Meeting Type: Annual

Primary ISIN: RU000A0JNAA8

Primary SEDOL: B57R0L9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Annual Report and Financial Statements	Mgmt	For	Do Not Vote
2	Approve Allocation of Income and Omission of Dividends	Mgmt	For	Do Not Vote
	Elect Nine Directors via Cumulative Voting	Mgmt		
3.1	Elect Aleksei Vostokov as Director	Mgmt	None	Do Not Vote
3.2	Elect Viktor Drozdov as Director	Mgmt	None	Do Not Vote
3.3	Elect Feliks Itskov as Director	Mgmt	None	Do Not Vote
3.4	Elect Anna Lobanova as Director	Mgmt	None	Do Not Vote
3.5	Elect Akhmet Palankoev as Director	Mgmt	None	Do Not Vote
3.6	Elect Stanislav Pisarenko as Director	Mgmt	None	Do Not Vote
3.7	Elect Vladimir Polin as Director	Mgmt	None	Do Not Vote
3.8	Elect Anton Rumiantsev as Director	Mgmt	None	Do Not Vote
3.9	Elect Mikhail Stiskin as Director	Mgmt	None	Do Not Vote
4	Approve New Edition of Charter	Mgmt	For	Do Not Vote
5	Approve New Edition of Regulations on General Meetings	Mgmt	For	Do Not Vote

Polyus PJSC

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Ratify Finekspertiza as RAS Auditor	Mgmt	For	Do Not Vote
7	Ratify AO DRT as IFRS Auditor	Mgmt	For	Do Not Vote

Polyus PJSC

Meeting Date: 09/30/2022

Country: Russia

Ticker: PLZL

Meeting Type: Annual

Primary ISIN: RU000A0JNAA8

Primary SEDOL: B57R0L9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Meeting for ADR/GDR Holders	Mgmt		
1	Approve Annual Report and Financial Statements	Mgmt	For	Do Not Vote
2	Approve Allocation of Income and Omission of Dividends	Mgmt	For	Do Not Vote
	Elect Nine Directors via Cumulative Voting	Mgmt		
3.1	Elect Aleksei Vostokov as Director	Mgmt	None	Do Not Vote
3.2	Elect Viktor Drozdov as Director	Mgmt	None	Do Not Vote
3.3	Elect Feliks Itskov as Director	Mgmt	None	Do Not Vote
3.4	Elect Anna Lobanova as Director	Mgmt	None	Do Not Vote
3.5	Elect Akhmet Palankoev as Director	Mgmt	None	Do Not Vote
3.6	Elect Stanislav Pisarenko as Director	Mgmt	None	Do Not Vote
3.7	Elect Vladimir Polin as Director	Mgmt	None	Do Not Vote
3.8	Elect Anton Rumiantsev as Director	Mgmt	None	Do Not Vote
3.9	Elect Mikhail Stiskin as Director	Mgmt	None	Do Not Vote
4	Approve New Edition of Charter	Mgmt	For	Do Not Vote
5	Approve New Edition of Regulations on General Meetings	Mgmt	For	Do Not Vote
6	Ratify Finekspertiza as RAS Auditor	Mgmt	For	Do Not Vote
7	Ratify AO DRT as IFRS Auditor	Mgmt	For	Do Not Vote

Powszechny Zaklad Ubezpieczen SA

Meeting Date: 09/01/2022

Country: Poland

Ticker: PZU

Meeting Type: Special

Primary ISIN: PLPZU0000011

Primary SEDOL: B63DG21

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Proposals	Mgmt		
1	Open Meeting	Mgmt		
2	Elect Meeting Chairman	Mgmt	For	For
3	Acknowledge Proper Convening of Meeting	Mgmt		
4	Approve Agenda of Meeting	Mgmt	For	For
	Shareholder Proposals	Mgmt		
5.1	Recall Supervisory Board Member	SH	None	Against
	<i>Voter Rationale: Shareholder proponents should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
5.2	Elect Supervisory Board Member	SH	None	Against
	<i>Voter Rationale: Shareholder proponents should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
6	Approve Collective Suitability Assessment of Supervisory Board Members	SH	None	Against
	<i>Voter Rationale: Shareholder proponents should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
7	Approve Decision on Covering Costs of Convocation of EGM	SH	None	Against
	<i>Voter Rationale: Shareholder proponents should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>			
	Management Proposal	Mgmt		
8	Close Meeting	Mgmt		

Prestige Consumer Healthcare Inc.

Meeting Date: 08/02/2022

Country: USA

Ticker: PBH

Meeting Type: Annual

Primary ISIN: US74112D1019

Primary SEDOL: B0650P3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ronald M. Lombardi	Mgmt	For	For

Prestige Consumer Healthcare Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				
1.2	Elect Director John E. Byom	Mgmt	For	Withhold
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director.</i></p>				
1.3	Elect Director Celeste A. Clark	Mgmt	For	For
1.4	Elect Director Christopher J. Coughlin	Mgmt	For	For
1.5	Elect Director Sheila A. Hopkins	Mgmt	For	For
1.6	Elect Director Natale S. Ricciardi	Mgmt	For	For
1.7	Elect Director Dawn M. Zier	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i></p>				

Prologis, Inc.

Meeting Date: 09/28/2022 **Country:** USA **Ticker:** PLD
Meeting Type: Special

Primary ISIN: US74340W1036 **Primary SEDOL:** B44WZD7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Issue Shares in Connection with Merger	Mgmt	For	For
2	Adjourn Meeting	Mgmt	For	For

Proto Labs, Inc.

Meeting Date: 08/29/2022 **Country:** USA **Ticker:** PRLB
Meeting Type: Special

Primary ISIN: US7437131094 **Primary SEDOL:** B6T6J81

Proto Labs, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				

2	Adjourn Meeting	Mgmt	For	For
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PS Business Parks, Inc.

Meeting Date: 07/15/2022	Country: USA	Ticker: PSB
	Meeting Type: Special	
	Primary ISIN: US69360J1079	Primary SEDOL: 2707956

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
<i>Voter Rationale: Although the company does not disclose any severance entitlements for the CEO, and other NEOs' cash severance is double trigger and reasonably based, outstanding equity awards will automatically accelerate upon closing. In addition, the CEO and CFO are expected to receive problematic golden parachute excise tax gross-ups pursuant to recent agreements. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>				

3	Adjourn Meeting	Mgmt	For	For
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Psychemedics Corporation

Meeting Date: 08/12/2022	Country: USA	Ticker: PMD
	Meeting Type: Annual	
	Primary ISIN: US7443752057	Primary SEDOL: 2974761

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robyn C. Davis	Mgmt	For	For
1.2	Elect Director Peter H. Kamin	Mgmt	For	Withhold
<i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				

Psychemedics Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Raymond C. Kubacki	Mgmt	For	For
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				
1.4	Elect Director Darius G. Nevin	Mgmt	For	For
1.5	Elect Director Andrew M. Reynolds	Mgmt	For	For
1.6	Elect Director Fred J. Weinert	Mgmt	For	For
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Furthermore, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i></p>				
3	Ratify BDO USA, LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

Qorvo, Inc.

Meeting Date: 08/09/2022

Country: USA
Meeting Type: Annual

Ticker: QRVO

Primary ISIN: US74736K1016

Primary SEDOL: BR9YYP4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ralph G. Quinsey	Mgmt	For	Against
<p><i>Voter Rationale: Former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, we expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future.</i></p>				
1.2	Elect Director Robert A. Bruggeworth	Mgmt	For	For
1.3	Elect Director Judy Bruner	Mgmt	For	For
1.4	Elect Director Jeffery R. Gardner	Mgmt	For	For
1.5	Elect Director John R. Harding	Mgmt	For	For

Qorvo, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director David H. Y. Ho	Mgmt	For	For
1.7	Elect Director Roderick D. Nelson	Mgmt	For	For
1.8	Elect Director Walden C. Rhines	Mgmt	For	For
1.9	Elect Director Susan L. Spradley	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				
3	Approve Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i></p>				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

RBC Bearings Incorporated

Meeting Date: 09/08/2022

Country: USA

Ticker: ROLL

Meeting Type: Annual

Primary ISIN: US75524B1044

Primary SEDOL: B0GLYB5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael H. Ambrose	Mgmt	For	For
1b	Elect Director Daniel A. Bergeron	Mgmt	For	For
1c	Elect Director Edward D. Stewart	Mgmt	For	For
<p><i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

RBC Bearings Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Lastly, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.

RCI Hospitality Holdings, Inc.

Meeting Date: 08/23/2022

Country: USA

Ticker: RICK

Meeting Type: Annual

Primary ISIN: US74934Q1085

Primary SEDOL: BQ0QT80

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Eric S. Langan	Mgmt	For	For
<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
1.2	Elect Director Travis Reese	Mgmt	For	For
1.3	Elect Director Luke Lirot	Mgmt	For	Withhold
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.4	Elect Director Yura Barabash	Mgmt	For	Withhold
<i>Voter Rationale: The audit committee is responsible for the integrity of the annual report and accounts. Substantial restatements or other serious problems are indicative of inadequate oversight and controls by the audit committee.</i>				
1.5	Elect Director Elaine J. Martin	Mgmt	For	Withhold
<i>Voter Rationale: The audit committee is responsible for the integrity of the annual report and accounts. Substantial restatements or other serious problems are indicative of inadequate oversight and controls by the audit committee.</i>				
1.6	Elect Director Arthur Allan Prialux	Mgmt	For	Withhold
<i>Voter Rationale: The audit committee is responsible for the integrity of the annual report and accounts. Substantial restatements or other serious problems are indicative of inadequate oversight and controls by the audit committee.</i>				
2	Ratify Friedman LLP as Auditors	Mgmt	For	For

RCI Hospitality Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Stock Option Plan	Mgmt	For	Against
	<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>			
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
5	Other Business	Mgmt	For	Against
	<i>Voter Rationale: Any Other Business should not be a voting item.</i>			

Reliance Industries Ltd.

Meeting Date: 08/29/2022

Country: India

Ticker: 500325

Meeting Type: Annual

Primary ISIN: INE002A01018

Primary SEDOL: 6099626

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	Against
	<i>Voter Rationale: We applaud the timescale and ambition of the company's scope 1&2 targets, however require companies in this sector to disclose a clear decarbonisation strategy, including scope 1, 2 and 3 emissions and targets covering scope 3 emissions.</i>			
1b	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect Nita M. Ambani as Director	Mgmt	For	For
	<i>Voter Rationale: For companies without an independent chairman, a senior independent director should be appointed to serve as an additional safeguard and point of communication for shareholders.</i>			
4	Reelect Hital R. Meswani as Director	Mgmt	For	For
5	Approve Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
6	Approve Reappointment and Remuneration of Nikhil R. Meswani as a Whole-time Director	Mgmt	For	For
7	Elect K. V. Chowdary as Director	Mgmt	For	For
8	Approve Remuneration of Cost Auditors	Mgmt	For	For
9	Amend Object Clause of the Memorandum of Association	Mgmt	For	For

Reliance Industries Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Approve Material Related Party Transactions of the Company	Mgmt	For	For
11	Approve Material Related Party Transactions of Subsidiaries of the Company	Mgmt	For	For

Remy Cointreau SA

Meeting Date: 07/21/2022

Country: France

Ticker: RCO

Meeting Type: Annual/Special

Primary ISIN: FR0000130395

Primary SEDOL: 4741714

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
3	Approve Allocation of Income and Dividends of EUR 2.85 per Share	Mgmt	For	For
4	Approve Stock Dividend Program	Mgmt	For	For
5	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	For	Against
<i>Voter Rationale: Shareholders should be given relevant and sufficient information to make an informed decision.</i>				
6	Reelect Helene Dubrule as Director	Mgmt	For	For
7	Reelect Olivier Jolivet as Director	Mgmt	For	For
8	Reelect Marie-Amelie de Leusse as Director	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
9	Reelect ORPAR SA as Director	Mgmt	For	For
10	Elect Alain Li as Director	Mgmt	For	For
11	Approve Compensation Report of Corporate Officers	Mgmt	For	For
12	Approve Compensation of Marc Heriard Dubreuil, Chairman of the Board	Mgmt	For	Against
<i>Voter Rationale: All cash or share-based awards and payments that fall outside the company's remuneration policy should require ex-ante shareholder approval.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13	Approve Compensation of Eric Vallat, CEO	Mgmt	For	Against
	<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, companies should consider introducing deferral element and clawback provisions to the short- and long-term incentive schemes in line with market best practice. Moreover, substantial pay-outs under incentive schemes should only be available for superior performance. Reaching threshold targets may warrant vesting of only a small proportion of incentive awards.</i>			
14	Approve Remuneration Policy of Chairman of the Board	Mgmt	For	Against
	<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>			
15	Approve Remuneration Policy of CEO	Mgmt	For	Against
	<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, companies should consider introducing deferral element and clawback provisions to the short- and long-term incentive schemes in line with market best practice. Additionally, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
16	Approve Remuneration Policy of Directors	Mgmt	For	For
17	Approve Remuneration of Directors in the Aggregate Amount of EUR 680,000	Mgmt	For	For
18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For
	Extraordinary Business	Mgmt		
19	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	For	For
20	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 20 Million	Mgmt	For	For
21	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 15 Million	Mgmt	For	Against
	<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>			
22	Approve Issuance of Equity or Equity-Linked Securities for up to 20 Percent of Issued Capital Per Year for Private Placements	Mgmt	For	Against
	<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>			
23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	Mgmt	For	Against
	<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>			
24	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	Mgmt	For	Against
	<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>			

Remy Cointreau SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
25	Authorize Capital Increase of Up to EUR 15 Million for Future Exchange Offers	Mgmt	For	Against
<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>				
26	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	Mgmt	For	For
27	Authorize Capitalization of Reserves of Up to EUR 20 Million for Bonus Issue or Increase in Par Value	Mgmt	For	For
28	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	Mgmt	For	For
29	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For

RF Industries, Ltd.

Meeting Date: 09/08/2022

Country: USA

Ticker: RFIL

Meeting Type: Annual

Primary ISIN: US7495521053

Primary SEDOL: 2727813

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Sheryl Cefali	Mgmt	For	For
<i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				
1b	Elect Director Robert Dawson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Furthermore, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
3	Ratify CohnReznick LLP as Auditors	Mgmt	For	Against
<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>				

Rite Aid Corporation

Meeting Date: 07/27/2022

Country: USA

Ticker: RAD

Meeting Type: Annual

Primary ISIN: US7677548726

Primary SEDOL: BJNQGL0

Rite Aid Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Bruce G. Bodaken	Mgmt	For	For
1.2	Elect Director Elizabeth "Busy" Burr	Mgmt	For	For
1.3	Elect Director Heyward Donigan	Mgmt	For	For
1.4	Elect Director Bari Harlam	Mgmt	For	For
1.5	Elect Director Robert E. Knowling, Jr.	Mgmt	For	For
1.6	Elect Director Louis P. Miramontes	Mgmt	For	For
1.7	Elect Director Arun Nayar	Mgmt	For	For
1.8	Elect Director Katherine "Kate" B. Quinn	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job.</i></p>				
5	Eliminate Supermajority Voting Provisions	Mgmt	For	For
6	Adopt Simple Majority Vote	SH	Against	For
<p><i>Voter Rationale: Supermajority provisions create artificial barriers for shareholders. Majority voting should be sufficient to change policies.</i></p>				

Riverview Bancorp, Inc.

Meeting Date: 08/24/2022

Country: USA

Ticker: RVSB

Meeting Type: Annual

Primary ISIN: US7693971001

Primary SEDOL: 2117920

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Patricia W. Eby	Mgmt	For	Withhold
<p><i>Voter Rationale: We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.</i></p>				
1.2	Elect Director Valerie A. Moreno	Mgmt	For	For

Riverview Bancorp, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Gerald L. Nies	Mgmt	For	For
<p><i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Furthermore, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i></p>				

RS Group Plc

Meeting Date: 07/14/2022

Country: United Kingdom

Ticker: RS1

Meeting Type: Annual

Primary ISIN: GB0003096442

Primary SEDOL: 0309644

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Policy	Mgmt	For	Against
<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Final Dividend	Mgmt	For	For
5	Elect Alex Baldock as Director	Mgmt	For	For
6	Elect Navneet Kapoor as Director	Mgmt	For	For
7	Re-elect Louisa Burdett as Director	Mgmt	For	For
8	Re-elect David Egan as Director	Mgmt	For	For
9	Re-elect Rona Fairhead as Director	Mgmt	For	For
10	Re-elect Bessie Lee as Director	Mgmt	For	For
11	Re-elect Simon Pryce as Director	Mgmt	For	For
12	Re-elect Lindsley Ruth as Director	Mgmt	For	For
13	Re-elect David Sleath as Director	Mgmt	For	For
14	Re-elect Joan Wainwright as Director	Mgmt	For	For
15	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For

RS Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For
18	Authorise Issue of Equity	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
22	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
23	Approve Long-Term Incentive Plan	Mgmt	For	For

Rubius Therapeutics, Inc.

Meeting Date: 07/07/2022

Country: USA

Ticker: RUBY

Meeting Type: Special

Primary ISIN: US78116T1034

Primary SEDOL: BDD1B07

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Increase Authorized Common Stock	Mgmt	For	For
2	Adjourn Meeting	Mgmt	For	For

Sa Sa International Holdings Limited

Meeting Date: 08/31/2022

Country: Cayman Islands

Ticker: 178

Meeting Type: Annual

Primary ISIN: KYG7814S1021

Primary SEDOL: 6003401

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2.1a	Elect Kwok Siu Ming Simon as Director	Mgmt	For	For

Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Further, for companies without an independent chairman, a senior independent director should be appointed to serve as an additional safeguard and point of communication for shareholders.

Sa Sa International Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1b	Elect Kwok Law Kwai Chun Eleanor as Director	Mgmt	For	For
<i>Voter Rationale: The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
2.1c	Elect Ho Danny Wing Fi as Director	Mgmt	For	For
2.1d	Elect Lee Yun Chun Marie-Christine as Director	Mgmt	For	Against
<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>				
2.2	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
3	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
4.1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<i>Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.</i>				
4.2	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
4.3	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.</i>				
5	Adopt New Share Option Scheme	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, share-based incentive plans for executives and employees should be submitted to shareholder approval as separate voting items. Incentive awards to executives should have clearly disclosed and stretching performance targets to reward strong performance and long-term value creation. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
6	Amend Memorandum and Articles of Association and Adopt Amended and Restated Memorandum and Articles of Association	Mgmt	For	For

Sakata Seed Corp.

Meeting Date: 08/25/2022

Country: Japan

Ticker: 1377

Meeting Type: Annual

Primary ISIN: JP3315000004

Primary SEDOL: 6769811

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 27	Mgmt	For	For

Sakata Seed Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Amend Articles to Amend Business Lines - Mgmt Authorize Public Announcements in Electronic Format - Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings		For	For

Sansan, Inc.

Meeting Date: 08/30/2022	Country: Japan	Ticker: 4443
	Meeting Type: Annual	
	Primary ISIN: JP3332540008	Primary SEDOL: BJJYG18

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Terada, Chikahiro	Mgmt	For	For
2.2	Elect Director Tomioka, Kei	Mgmt	For	For
2.3	Elect Director Shiomi, Kenji	Mgmt	For	For
2.4	Elect Director Oma, Yuta	Mgmt	For	For
2.5	Elect Director Hashimoto, Muneyuki	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Suzuki, Maki	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Saito, Taro	Mgmt	For	For
4	Approve Stock Option Plan	Mgmt	For	Against

Voter Rationale: This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.

Satellite Chemical Co., Ltd.

Meeting Date: 09/14/2022	Country: China	Ticker: 002648
	Meeting Type: Special	
	Primary ISIN: CNE100001B07	Primary SEDOL: B6585B6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Interim Profit Distribution and Capitalization of Capital Reserves	Mgmt	For	For

Satellite Chemical Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	AMEND ARTICLES OF ASSOCIATION AND ITS ANNEXES, RULES AND PROCEDURES REGARDING GENERAL MEETINGS OF SHAREHOLDERS, BOARD OF DIRECTORS AND SUPERVISORS	Mgmt		
2.1	Approve Amendments to Articles of Association	Mgmt	For	For
2.2	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	Against
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
2.3	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	Against
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
2.4	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	Mgmt	For	Against
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				

Seneca Foods Corporation

Meeting Date: 08/10/2022	Country: USA	Ticker: SENE
	Meeting Type: Annual	
		Primary ISIN: US8170705011
		Primary SEDOL: 2781626

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Kathryn J. Boor	Mgmt	For	For
<i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				
1.2	Elect Director John P. Gaylord	Mgmt	For	For
1.3	Elect Director Paul L. Palmby	Mgmt	For	For
1.4	Elect Director Kraig H. Kayser	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
2	Ratify Plante Moran, PC as Auditors	Mgmt	For	For

ServiceSource International, Inc.

Meeting Date: 07/20/2022	Country: USA	Ticker: SREV
	Meeting Type: Special	
		Primary ISIN: US81763U1007
		Primary SEDOL: B4YD5Q3

ServiceSource International, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	For
<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>				
3	Adjourn Meeting	Mgmt	For	For

Shenzhen Inovance Technology Co., Ltd.

Meeting Date: 08/12/2022	Country: China	Ticker: 300124
	Meeting Type: Special	
	Primary ISIN: CNE100000V46	Primary SEDOL: B3QDJB7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Draft and Summary of Stock Option and Performance Share Incentive Plan	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, share-based incentive plans for executives and employees should be submitted to shareholder approval as separate voting items.</i>				
2	Approve Implementation of Methods to Assess the Performance of Plan Participants	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, share-based incentive plans for executives and employees should be submitted to shareholder approval as separate voting items.</i>				
3	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, share-based incentive plans for executives and employees should be submitted to shareholder approval as separate voting items.</i>				
4	Approve Change the Unlocking Period, Unlocking Ratio and Duration of Long-term Incentive Plan	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				

Shibuya Corp.

Meeting Date: 09/28/2022	Country: Japan	Ticker: 6340
	Meeting Type: Annual	
	Primary ISIN: JP3356000004	Primary SEDOL: 6804239

Shibuya Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 40	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3	Elect Director Kondo, Noriyuki	Mgmt	For	For
4.1	Appoint Statutory Auditor Doi, Junichi	Mgmt	For	For
4.2	Appoint Statutory Auditor Ohara, Masatoshi	Mgmt	For	For
5	Approve Director Retirement Bonus	Mgmt	For	Against
<i>Voter Rationale: There should be disclosure of the total award of retirement bonuses.</i>				
6	Approve Takeover Defense Plan (Poison Pill)	Mgmt	For	Against
<i>Voter Rationale: Decisions related to the exercise of a poison pill should be undertaken by independent directors on behalf of the board. The board should avoid provisions that empower the board to block potential bids through onerous information requests. The best defence against takeover is high quality management and efficient utilisation of assets.</i>				

SHO-BOND Holdings Co., Ltd.

Meeting Date: 09/28/2022

Country: Japan

Ticker: 1414

Meeting Type: Annual

Primary ISIN: JP3360250009

Primary SEDOL: B29T1W0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 68	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Amend Provisions on Director Titles	Mgmt	For	For
3.1	Elect Director Kishimoto, Tatsuya	Mgmt	For	For
3.2	Elect Director Takeo, Koyo	Mgmt	For	For
3.3	Elect Director Sekiguchi, Yasuhiro	Mgmt	For	For
3.4	Elect Director Naraoka, Shigeru	Mgmt	For	For
4	Elect Director and Audit Committee Member Tojo, Shunya	Mgmt	For	For

Showa Denko K.K.

Meeting Date: 09/29/2022

Country: Japan

Ticker: 4004

Meeting Type: Special

Primary ISIN: JP3368000000

Primary SEDOL: 6805469

Showa Denko K.K.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Adoption of Holding Company Structure and Transfer of Operations to Wholly Owned Subsidiary	Mgmt	For	For
2	Amend Articles to Change Company Name - Amend Business Lines - Amend Provisions on Number of Directors - Amend Provisions on Number of Statutory Auditors	Mgmt	For	For

Sierra Wireless, Inc.

Meeting Date: 09/27/2022

Country: Canada

Ticker: SW

Meeting Type: Special

Primary ISIN: CA8265161064

Primary SEDOL: 2418968

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Meeting for Common Shareholders	Mgmt		
1	Approve Acquisition by 13548597 Canada Inc., a Wholly-Owned Subsidiary of Semtech Corporation	Mgmt	For	For

Silvercorp Metals Inc.

Meeting Date: 09/30/2022

Country: Canada

Ticker: SVM

Meeting Type: Annual

Primary ISIN: CA82835P1036

Primary SEDOL: 2784261

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Fix Number of Directors at Six	Mgmt	For	For
2.1	Elect Director Rui Feng	Mgmt	For	For

Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. In addition, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time

Silvercorp Metals Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Elect Director Paul Simpson	Mgmt	For	Withhold
	<i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director.</i>			
2.3	Elect Director David Kong	Mgmt	For	For
	<i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i>			
2.4	Elect Director Yikang Liu	Mgmt	For	Withhold
	<i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
2.5	Elect Director Marina A. Katusa	Mgmt	For	For
2.6	Elect Director Ken Robertson	Mgmt	For	For
3	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
4	Re-approve Share-Based Compensation Plan	Mgmt	For	Against

Sirius Real Estate Limited

Meeting Date: 07/06/2022

Country: Guernsey

Ticker: SRE

Meeting Type: Annual

Primary ISIN: GG00B1W3VF54

Primary SEDOL: B1W3VF5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Re-elect Caroline Britton as Director	Mgmt	For	For
3	Re-elect Mark Cherry as Director	Mgmt	For	For
4	Re-elect Kelly Cleveland as Director	Mgmt	For	For
5	Re-elect Andrew Coombs as Director	Mgmt	For	For
6	Elect Diarmuid Kelly as Director	Mgmt	For	For
7	Re-elect Joanne Kenrick as Director	Mgmt	For	For
	<i>Voter Rationale: New directors should have sufficient length of service on the board before taking on the role of chairing the remuneration committee.</i>			
8	Re-elect Daniel Kitchen as Director	Mgmt	For	For
9	Re-elect Alistair Marks as Director	Mgmt	For	For

Sirius Real Estate Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Re-elect James Peggie as Director	Mgmt	For	For
11	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
12	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
13	Approve Dividend	Mgmt	For	For
14	Approve Remuneration Policy	Mgmt	For	For
15	Approve the Implementation Report on the Remuneration Policy	Mgmt	For	For
16	Approve Scrip Dividend	Mgmt	For	For
17	Authorise Issue of Equity	Mgmt	For	For
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
20	Adopt New Articles of Association	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For

SJM Holdings Limited

Meeting Date: 08/26/2022

Country: Hong Kong

Ticker: 880

Meeting Type: Extraordinary Shareholders

Primary ISIN: HK0880043028

Primary SEDOL: B2NR3Y6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Issuance of Type B Shares to the Managing Director of SJM Resorts, S.A., Amendments to Articles of Association and Related Transactions	Mgmt	For	For
2	Amend Articles of Association	Mgmt	For	For

Skyline Champion Corporation

Meeting Date: 07/26/2022

Country: USA

Ticker: SKY

Meeting Type: Annual

Primary ISIN: US8308301055

Primary SEDOL: 2814005

Skyline Champion Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Keith Anderson	Mgmt	For	For
1.2	Elect Director Michael Berman	Mgmt	For	For
1.3	Elect Director Timothy Bernlohr	Mgmt	For	For
1.4	Elect Director Eddie Capel	Mgmt	For	For
1.5	Elect Director Michael Kaufman	Mgmt	For	Withhold
<p><i>Voter Rationale: Directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.6	Elect Director Erin Mulligan Nelson	Mgmt	For	For
1.7	Elect Director Nikul Patel	Mgmt	For	For
1.8	Elect Director Gary E. Robinette	Mgmt	For	For
1.9	Elect Director Mark Yost	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i></p>				

Snowflake Inc.

Meeting Date: 07/07/2022	Country: USA	Ticker: SNOW
	Meeting Type: Annual	
	Primary ISIN: US8334451098	Primary SEDOL: BN134B7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kelly A. Kramer	Mgmt	For	For
1b	Elect Director Frank Slooman	Mgmt	For	For
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i></p>				

Snowflake Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Michael L. Speiser	Mgmt	For	Withhold
<p><i>Voter Rationale: Former employees or company founders are not sufficiently independent to serve on key board committees. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, this director is not sufficiently independent to serve as the independent lead director. Furthermore, changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
2	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

SoFi Technologies, Inc.

Meeting Date: 07/12/2022

Country: USA

Ticker: SOFI

Meeting Type: Annual

Primary ISIN: US83406F1021

Primary SEDOL: BM8J4C2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ahmed Al-Hammadi	Mgmt	For	For
1b	Elect Director Ruzwana Bashir	Mgmt	For	For
1c	Elect Director Michael Bingle	Mgmt	For	Withhold
<p><i>Voter Rationale: Executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Although majority of the CEO's equity awards are subject to the achievement of stock price goals, the size of his equity awards is excessive.</i></p>				
1d	Elect Director Richard Costolo	Mgmt	For	Withhold
<p><i>Voter Rationale: Executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Although majority of the CEO's equity awards are subject to the achievement of stock price goals, the size of his equity awards is excessive.</i></p>				
1e	Elect Director Steven Freiberg	Mgmt	For	For
1f	Elect Director Tom Hutton	Mgmt	For	Withhold
<p><i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the company adopted a supermajority vote requirement to enact certain changes to the governing documents. This provision adversely impacts shareholder rights and the board failed to remove or subject it to a sunset requirement.</i></p>				
1g	Elect Director Clara Liang	Mgmt	For	Withhold
<p><i>Voter Rationale: Executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Although majority of the CEO's equity awards are subject to the achievement of stock price goals, the size of his equity awards is excessive.</i></p>				
1h	Elect Director Anthony Noto	Mgmt	For	For
1i	Elect Director Harvey Schwartz	Mgmt	For	For

SoFi Technologies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Magdalena Yesil	Mgmt	For	Withhold
<p><i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the company adopted a supermajority vote requirement to enact certain changes to the governing documents. This provision adversely impacts shareholder rights and the board failed to remove or subject it to a sunset requirement.</i></p>				
2	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. Furthermore, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, plan renewal should be subject to shareholder approval. Also, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i></p>				
5	Approve Reverse Stock Split	Mgmt	For	For

Spectrum Brands Holdings, Inc.

Meeting Date: 08/09/2022

Country: USA

Ticker: SPB

Meeting Type: Annual

Primary ISIN: US84790A1051

Primary SEDOL: BDRYFB1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Sherianne James	Mgmt	For	For
1.2	Elect Director Leslie L. Campbell	Mgmt	For	For
1.3	Elect Director Joan Chow	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Spirit Airlines, Inc.

Meeting Date: 07/27/2022

Country: USA

Ticker: SAVE

Meeting Type: Proxy Contest

Primary ISIN: US8485771021

Primary SEDOL: B3ZG8F4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Proxy Card	Mgmt		

Spirit Airlines, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	Against
	<i>Voter Rationale: On balance, JetBlue's offer is the more attractive proposition for shareholders when compared to management's proposal with Frontier. Two key factoids that support this include: (1) that the offers' estimated value per share are materially dissimilar as JetBlue's \$33.50 per share is 52% greater than Frontier's \$22.03 per share offer and represents a more than 37.5% premium to Spirit's July 6 closing price of \$24.36; and (2) the revised JetBlue offer, unlike the Frontier offer, now includes a ticking fee provision, thus mitigating potential regulatory risks that may arise from such an inter-sector transaction.</i>			
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	<i>Voter Rationale: Cash severance is double trigger and reasonably based, with no excise tax gross-ups. However, certain recent decisions by the compensation committee have increased the potential merger-related compensation to NEOs. While equity awards were previously expected to be pro-rated, they will now be converted to time-vesting awards at their full value, including recent grants made in 2022. Further, the committee approved sizable cash retention awards to NEOs which approximate 75 percent of their cash severance value. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
3	Adjourn Meeting	Mgmt	For	Against
	Dissident Proxy (Blue Proxy Card)	Mgmt		
1	Approve Merger Agreement	Mgmt	Against	Do Not Vote
2	Advisory Vote on Golden Parachutes	Mgmt	Against	Do Not Vote
3	Adjourn Meeting	Mgmt	Against	Do Not Vote

Spok Holdings, Inc.

Meeting Date: 07/26/2022

Country: USA

Ticker: SPOK

Meeting Type: Annual

Primary ISIN: US84863T1060

Primary SEDOL: BNZB473

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Bobbie Byrne	Mgmt	For	For
1b	Elect Director Christine M. Cournoyer	Mgmt	For	For
1c	Elect Director Randy H. Hyun	Mgmt	For	For
1d	Elect Director Vincent D. Kelly	Mgmt	For	For
1e	Elect Director Brett Shockley	Mgmt	For	For
1f	Elect Director Todd Stein	Mgmt	For	Against
	<i>Voter Rationale: Directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders.. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
2	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			

Spok Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

SSE Plc

Meeting Date: 07/21/2022

Country: United Kingdom

Ticker: SSE

Meeting Type: Annual

Primary ISIN: GB0007908733

Primary SEDOL: 0790873

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Remuneration Policy	Mgmt	For	For
4	Amend Performance Share Plan	Mgmt	For	For
5	Approve Final Dividend	Mgmt	For	For
6	Re-elect Gregor Alexander as Director	Mgmt	For	For
7	Elect Dame Elish Angiolini as Director	Mgmt	For	For
8	Elect John Bason as Director	Mgmt	For	Against
<p><i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
9	Re-elect Dame Sue Bruce as Director	Mgmt	For	For
10	Re-elect Tony Cocker as Director	Mgmt	For	For
11	Elect Debbie Crosbie as Director	Mgmt	For	For
12	Re-elect Peter Lynas as Director	Mgmt	For	For
13	Re-elect Helen Mahy as Director	Mgmt	For	For
14	Re-elect Sir John Manzoni as Director	Mgmt	For	For
15	Re-elect Alistair Phillips-Davies as Director	Mgmt	For	For
16	Re-elect Martin Pibworth as Director	Mgmt	For	For
17	Re-elect Melanie Smith as Director	Mgmt	For	For
18	Re-elect Dame Angela Strank as Director	Mgmt	For	For
19	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
20	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
21	Approve Net Zero Transition Report	Mgmt	For	For
22	Authorise Issue of Equity	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
23	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
24	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
25	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Steelcase Inc.

Meeting Date: 07/13/2022

Country: USA

Ticker: SCS

Meeting Type: Annual

Primary ISIN: US8581552036

Primary SEDOL: 2150420

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Sara E. Armbruster	Mgmt	For	For
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>			
1b	Elect Director Timothy C. E. Brown	Mgmt	For	For
1c	Elect Director Connie K. Duckworth	Mgmt	For	For
1d	Elect Director Todd P. Kelsey	Mgmt	For	For
1e	Elect Director Jennifer C. Niemann	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>			
1f	Elect Director Robert C. Pew, III	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, we oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>			
1g	Elect Director Cathy D. Ross	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
1h	Elect Director Catherine C. B. Schmelter	Mgmt	For	For
1i	Elect Director Peter M. Wege, II	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. Also, former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			

Steelcase Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Linda K. Williams	Mgmt	For	For
1k	Elect Director Kate Pew Wolters	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. Also, directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Lastly, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i></p>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

STERIS plc

Meeting Date: 07/28/2022

Country: Ireland
Meeting Type: Annual

Ticker: STE

Primary ISIN: IE00BFY8C754

Primary SEDOL: BFY8C75

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Richard C. Breeden	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1b	Elect Director Daniel A. Carestio	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Cynthia L. Feldmann	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, we expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future.</i></p>				
1d	Elect Director Christopher S. Holland	Mgmt	For	For
1e	Elect Director Jacqueline B. Kosecoff	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1f	Elect Director Paul E. Martin	Mgmt	For	For
1g	Elect Director Nirav R. Shah	Mgmt	For	For
1h	Elect Director Mohsen M. Sohi	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.</i></p>				
1i	Elect Director Richard M. Steeves	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, executives from acquired companies are not sufficiently independent to serve on key board committees and should be considered affiliated directors. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Appoint Ernst & Young Chartered Accountants as Irish Statutory Auditor	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Suncorp Group Limited

Meeting Date: 09/23/2022

Country: Australia

Ticker: SUN

Meeting Type: Annual

Primary ISIN: AU000000SUN6

Primary SEDOL: 6585084

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>			
2	Approve Suncorp Group Equity Incentive Plan and Modifications to Performance Rights	Mgmt	None	Against
	<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>			
3	Approve Grant of Performance Rights to Steven Johnston	Mgmt	For	For
	<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
4a	Elect Ian Hammond as Director	Mgmt	For	For
4b	Elect Sally Herman as Director	Mgmt	For	For
5	Approve Renewal of Proportional Takeover Provisions in the Constitution	Mgmt	For	For

Switch, Inc.

Meeting Date: 08/04/2022

Country: USA

Ticker: SWCH

Meeting Type: Special

Primary ISIN: US87105L1044

Primary SEDOL: BF2YWK8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	<i>Voter Rationale: A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. However, equity awards are entirely subject to single-trigger vesting, including full vesting of recently granted performance equity based on actual performance through the time of the merger. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i>			
3	Adjourn Meeting	Mgmt	For	For

Tama Home Co., Ltd.

Meeting Date: 08/25/2022

Country: Japan

Ticker: 1419

Meeting Type: Annual

Primary ISIN: JP3470900006

Primary SEDOL: B7TV4G6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 125	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Tamaki, Shinya	Mgmt	For	Against
<i>Voter Rationale: The board lacks sufficient diversity to meet our expectations.</i>				
3.2	Elect Director Tamaki, Yasuhiro	Mgmt	For	Against
<i>Voter Rationale: The board lacks sufficient diversity to meet our expectations.</i>				
3.3	Elect Director Kitabayashi, Kenichi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.4	Elect Director Naoi, Koji	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.5	Elect Director Kagayama, Kenji	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.6	Elect Director Kogure, Yuichiro	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.7	Elect Director Takeshita, Shunichi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.8	Elect Director Kaneshige, Yoshiyuki	Mgmt	For	For
3.9	Elect Director Chikamoto, Koki	Mgmt	For	For
3.10	Elect Director Kojima, Toshiya	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
3.11	Elect Director Shibata, Hidetoshi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				

Tate & Lyle Plc

Meeting Date: 07/28/2022

Country: United Kingdom

Ticker: TATE

Meeting Type: Annual

Primary ISIN: GB00BP92CJ43

Primary SEDOL: BP92CJ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: Deferral of STI award should apply to the whole award and not only to a percentage of the award.</i>				
3	Approve Final Dividend	Mgmt	For	For
4	Re-elect Gerry Murphy as Director	Mgmt	For	For
5	Re-elect Nick Hampton as Director	Mgmt	For	For
6	Elect Dawn Allen as Director	Mgmt	For	For
7	Re-elect John Cheung as Director	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
8	Re-elect Patricia Corsi as Director	Mgmt	For	For
9	Elect Isabelle Esser as Director	Mgmt	For	For
10	Re-elect Paul Forman as Director	Mgmt	For	For
11	Re-elect Lars Frederiksen as Director	Mgmt	For	For
12	Re-elect Kimberly Nelson as Director	Mgmt	For	For
13	Re-elect Sybella Stanley as Director	Mgmt	For	For
14	Re-elect Warren Tucker as Director	Mgmt	For	For
15	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For
18	Authorise Issue of Equity	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
22	Approve Reduction and Cancellation of Capital Cumulative Preference Shares	Mgmt	For	For
23	Adopt New Articles of Association	Mgmt	For	For
24	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

TechnoPro Holdings, Inc.

Meeting Date: 09/29/2022

Country: Japan

Ticker: 6028

Meeting Type: Annual

Primary ISIN: JP3545240008

Primary SEDOL: BSM8SQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 52	Mgmt	For	For
2	Amend Articles to Adopt Board Structure with Audit Committee - Disclose Shareholder Meeting Materials on Internet - Amend Provisions on Number of Directors - Authorize Directors to Execute Day to Day Operations without Full Board Approval	Mgmt	For	For
3.1	Elect Director Nishio, Yasuji	Mgmt	For	For
3.2	Elect Director Yagi, Takeshi	Mgmt	For	For
3.3	Elect Director Shimaoka, Gaku	Mgmt	For	For
3.4	Elect Director Asai, Koichiro	Mgmt	For	For
3.5	Elect Director Hagiwara, Toshihiro	Mgmt	For	For
3.6	Elect Director Watabe, Tsunehiro	Mgmt	For	For
3.7	Elect Director Yamada, Kazuhiko	Mgmt	For	For
3.8	Elect Director Sakamoto, Harumi	Mgmt	For	For
3.9	Elect Director Takase, Shoko	Mgmt	For	For
4.1	Elect Director and Audit Committee Member Madarame, Hitoshi	Mgmt	For	For
4.2	Elect Director and Audit Committee Member Takao, Mitsutoshi	Mgmt	For	For
4.3	Elect Director and Audit Committee Member Tanabe, Rumiko	Mgmt	For	For
5	Elect Alternate Director and Audit Committee Member Kitaarai, Yoshio	Mgmt	For	For
6	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For
7	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	Mgmt	For	For
8	Approve Performance Share Plan	Mgmt	For	For

Telefonica Brasil SA

Meeting Date: 08/04/2022

Country: Brazil

Ticker: VIVT3

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRVIVTACNOR0

Primary SEDOL: B6XFBX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ratify Acquisition of All Shares of Garliava RJ Infraestrutura e Redes de Telecomunicacoes S.A.	Mgmt	For	For
<p><i>Voter Rationale: A vote FOR these items is warranted because: * There are no known concerns regarding the terms of the acquisition; * The all-cash offer consideration poses no risk of dilution to current shareholders; and * The company has provided a sound strategic rationale for the transaction.</i></p>				
2	Ratify Ernst & Young Assessoria Empresarial Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For
<p><i>Voter Rationale: A vote FOR these items is warranted because: * There are no known concerns regarding the terms of the acquisition; * The all-cash offer consideration poses no risk of dilution to current shareholders; and * The company has provided a sound strategic rationale for the transaction.</i></p>				
3	Approve Independent Firm's Appraisal	Mgmt	For	For
<p><i>Voter Rationale: A vote FOR these items is warranted because: * There are no known concerns regarding the terms of the acquisition; * The all-cash offer consideration poses no risk of dilution to current shareholders; and * The company has provided a sound strategic rationale for the transaction.</i></p>				
4	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

Tesla, Inc.

Meeting Date: 08/04/2022	Country: USA	Ticker: TSLA
	Meeting Type: Annual	
	Primary ISIN: US88160R1014	Primary SEDOL: B616C79

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ira Ehrenpreis	Mgmt	For	Against
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function.&nbsp; We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives. In addition, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.2	Elect Director Kathleen Wilson-Thompson	Mgmt	For	Against
<p><i>Voter Rationale: The lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function.&nbsp; We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives.</i></p>				
2	Reduce Director Terms from Three to Two Years	Mgmt	For	For
3	Eliminate Supermajority Voting Provisions	Mgmt	For	For
4	Increase Authorized Common Stock	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
6	Adopt Proxy Access Right	SH	Against	For
<i>Voter Rationale: Shareholders should have the right to reasonable access to the proxy, including the nomination of directors to the board. Such a practice encourages greater accountability of directors to the shareholders whose interests they represent. Similar proxy access in other developed markets has not lead to problematic elections, as some companies fear.</i>				
7	Report on Efforts to Prevent Harassment and Discrimination in the Workplace	SH	Against	For
<i>Voter Rationale: Shareholders would benefit from increased disclosure due to the ongoing scrutiny over the company's sexual harassment and discrimination matters involving protected classes of employees. Increased transparency would aid shareholders in assessing the company's risk management.</i>				
8	Report on Racial and Gender Board Diversity	SH	Against	For
<i>Voter Rationale: Although the company meets our board diversity guidelines and maintains a director nomination process that includes consideration of diversity, provided the alleged harassment and discrimination concerns we share with other investors, including the lack of current racial/ethnic diversity of the board, we believe that support for this report is warranted. We believe a diverse board is better equipped at identifying material risks and opportunities, thus protecting long-term shareholder value.</i>				
9	Report on the Impacts of Using Mandatory Arbitration	SH	Against	For
<i>Voter Rationale: The proponent has identified a possible material concern for Tesla shareholders regarding culture and reputation. Current disclosure does not provide shareholders the requisite information to determine whether the company is effectively addressing the concern. Enhanced disclosure on this topic is warranted.</i>				
10	Report on Corporate Climate Lobbying in line with Paris Agreement	SH	Against	Abstain
<i>Voter Rationale: Although we agree with the intentions of the proposal, at this time, we believe the company's current disclosure provides requisite information to determine whether management and the board are effectively addressing proponent's concerns. We will continue to engage and monitor the company on these topics; however, we recognize that the company is not currently a laggard on this matter.</i>				
11	Adopt a Policy on Respecting Rights to Freedom of Association and Collective Bargaining	SH	Against	For
<i>Voter Rationale: Relative to peers and international human right frameworks, the company remains a laggard in failing to provide statements and/or codified policies respecting the right to freedom of association and/or collective bargaining. Provided recent concerns as to company culture and attendant risks concerning human capital and reputation, support for this proposal is warranted.</i>				
12	Report on Eradicating Child Labor in Battery Supply Chain	SH	Against	Abstain
<i>Voter Rationale: Although we agree with the intentions of the proposal, at this time, we believe the company's current disclosure provides requisite information to determine whether management and the board are effectively addressing proponent's concerns. We will continue to engage and monitor the company on these topics; however, we recognize that the company is not currently a laggard on this matter.</i>				
13	Report on Water Risk Exposure	SH	Against	For
<i>Voter Rationale: Relative to peers, the company remains a laggard with regard to disclosure of water risk exposure. Provided the company faces risks related to water throughout its global operations, enhanced disclosure in the form of the requested report is reasonable.</i>				

TESSCO Technologies Incorporated

Meeting Date: 07/28/2022

Country: USA

Ticker: TESS

Meeting Type: Annual

Primary ISIN: US8723861071

Primary SEDOL: 2884291

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Timothy Bryan	Mgmt	For	For
1.2	Elect Director Steven T. Campbell	Mgmt	For	For
1.3	Elect Director Stephanie Dismore	Mgmt	For	For
1.4	Elect Director Matthew W. Brewer	Mgmt	For	For
1.5	Elect Director Vernon L. Irvin	Mgmt	For	For
1.6	Elect Director Kathleen McLean	Mgmt	For	For
1.7	Elect Director Sandip Mukerjee	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				

The British Land Co. Plc

Meeting Date: 07/12/2022

Country: United Kingdom

Ticker: BLND

Meeting Type: Annual

Primary ISIN: GB0001367019

Primary SEDOL: 0136701

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Remuneration Policy	Mgmt	For	For
4	Approve Final Dividend	Mgmt	For	For
5	Elect Mark Aedy as Director	Mgmt	For	For
6	Re-elect Simon Carter as Director	Mgmt	For	For
7	Re-elect Lynn Gladden as Director	Mgmt	For	For
8	Re-elect Irvinder Goodhew as Director	Mgmt	For	For

The British Land Co. Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Re-elect Alastair Hughes as Director	Mgmt	For	For
10	Elect Bhavesh Mistry as Director	Mgmt	For	For
11	Re-elect Preben Prebensen as Director	Mgmt	For	For
12	Re-elect Tim Score as Director	Mgmt	For	For
13	Re-elect Laura Wade-Gery as Director	Mgmt	For	For
14	Re-elect Loraine Woodhouse as Director	Mgmt	For	For
15	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For
18	Authorise Board to Offer Scrip Dividend	Mgmt	For	For
19	Approve Renewal of Share Incentive Plan	Mgmt	For	For
20	Authorise Issue of Equity	Mgmt	For	For
21	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
22	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
23	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
24	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

The Container Store Group, Inc.

Meeting Date: 08/31/2022

Country: USA

Ticker: TCS

Meeting Type: Annual

Primary ISIN: US2107511030

Primary SEDOL: BFWGXQ7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Lisa Klinger	Mgmt	For	For
1.2	Elect Director Satish Malhotra	Mgmt	For	For
1.3	Elect Director Wendi Sturgis	Mgmt	For	For

Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.

The Container Store Group, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				

The Foschini Group Ltd.

Meeting Date: 09/08/2022	Country: South Africa	Ticker: TFG
	Meeting Type: Annual	
	Primary ISIN: ZAE000148466	Primary SEDOL: 6349688

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for the Year Ended 31 March 2022	Mgmt	For	For
2	Reappoint Deloitte & Touche as Auditors and Appoint J H W de Kock as the Designated Partner	Mgmt	For	For
3	Re-elect Michael Lewis as Director	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Moreover, we encourage the company to amend its memorandum of incorporation to call for re-election of all directors, including executive directors, on a regular basis. Also, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
4	Re-elect Alexander Murray as Director	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i></p>				
5	Re-elect Colin Coleman as Director	Mgmt	For	For
6	Re-elect Graham Davin as Director	Mgmt	For	For
<p><i>Voter Rationale: We voted for this director, but encourage the company to amend its memorandum of incorporation to call for re-election of all directors, including executive directors, on a regular basis.</i></p>				
7	Re-elect Eddy Oblowitz as Member of the Audit Committee	Mgmt	For	For
8	Re-elect Tumi Makgabo-Fiskerstrand as Member of the Audit Committee	Mgmt	For	For
9	Elect Graham Davin as Member of the Audit Committee	Mgmt	For	For

The Foschini Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Re-elect Nomahlubi Simamane as Member of the Audit Committee	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
11	Re-elect David Friedland as Member of the Audit Committee	Mgmt	For	For
12	Approve Remuneration Policy	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				
13	Approve Remuneration Implementation Report	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				
	Special Resolutions	Mgmt		
1	Approve Remuneration of Non-executive Directors	Mgmt	For	For
2	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act	Mgmt	For	For
3	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
	Continuation of Ordinary Resolutions	Mgmt		
14	Authorise Ratification of Approved Resolutions	Mgmt	For	For

The J. M. Smucker Company

Meeting Date: 08/17/2022

Country: USA

Ticker: SJM

Meeting Type: Annual

Primary ISIN: US8326964058

Primary SEDOL: 2951452

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Susan E. Chapman-Hughes	Mgmt	For	For
1b	Elect Director Paul J. Dolan	Mgmt	For	For
<i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>				
1c	Elect Director Jay L. Henderson	Mgmt	For	For
1d	Elect Director Jonathan E. Johnson, III	Mgmt	For	For
1e	Elect Director Kirk L. Perry	Mgmt	For	For
1f	Elect Director Sandra Pianalto	Mgmt	For	For

The J. M. Smucker Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Alex Shumate	Mgmt	For	For
	<i>Voter Rationale: This director is not sufficiently independent to serve as the independent lead director. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i>			
1h	Elect Director Mark T. Smucker	Mgmt	For	For
	<i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>			
1i	Elect Director Richard K. Smucker	Mgmt	For	For
1j	Elect Director Jodi L. Taylor	Mgmt	For	For
1k	Elect Director Dawn C. Willoughby	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
	<i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i>			
4	Amend Votes Per Share of Existing Stock	Mgmt	For	For

The Monogatari Corp.

Meeting Date: 09/27/2022

Country: Japan

Ticker: 3097

Meeting Type: Annual

Primary ISIN: JP3922930007

Primary SEDOL: B2PWSL1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 35	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Shibamiya, Yoshiyuki	Mgmt	For	For
3.2	Elect Director Kato, Hisayuki	Mgmt	For	For
3.3	Elect Director Okada, Masamichi	Mgmt	For	For
3.4	Elect Director Tsudera, Tsuyoshi	Mgmt	For	For
3.5	Elect Director Kimura, Koji	Mgmt	For	For
3.6	Elect Director Nishikawa, Yukitaka	Mgmt	For	For

The Monogatari Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.7	Elect Director Sumikawa, Masahiro	Mgmt	For	For
3.8	Elect Director Yasuda, Kana	Mgmt	For	For
4	Appoint Statutory Auditor Imamura, Yasunari	Mgmt	For	For

Thermon Group Holdings, Inc.

Meeting Date: 08/01/2022

Country: USA

Ticker: THR

Meeting Type: Annual

Primary ISIN: US88362T1034

Primary SEDOL: B3N6F00

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John U. Clarke	Mgmt	For	For
1.2	Elect Director Linda A. Dalgetty	Mgmt	For	For
1.3	Elect Director Roger L. Fix	Mgmt	For	For
1.4	Elect Director Marcus J. George	Mgmt	For	For
1.5	Elect Director Kevin J. McGinty	Mgmt	For	For
1.6	Elect Director John T. Nesser, III	Mgmt	For	For
1.7	Elect Director Bruce A. Thames	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years

Token Corp.

Meeting Date: 07/28/2022

Country: Japan

Ticker: 1766

Meeting Type: Annual

Primary ISIN: JP3590900001

Primary SEDOL: 6898447

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 250	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For

Token Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Director Sumino, Takanori	Mgmt	For	Against
<p><i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director.</i></p>				
4	Approve Director Retirement Bonus	Mgmt	For	Against
<p><i>Voter Rationale: There should be disclosure of the total award of retirement bonuses.</i></p>				

Transcat, Inc.

Meeting Date: 09/07/2022	Country: USA	Ticker: TRNS
	Meeting Type: Annual	
	Primary ISIN: US8935291075	Primary SEDOL: 2901714

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Charles P. Hadeed	Mgmt	For	Withhold
<p><i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Furthermore, directors with long board tenures should not serve on committees that require absolute independence. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review. However, former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.2	Elect Director Cynthia Langston	Mgmt	For	For
1.3	Elect Director Paul D. Moore	Mgmt	For	For
<p><i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Furthermore, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review. In addition, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i></p>				
3	Ratify Freed Maxick CPAs, P.C as Auditors	Mgmt	For	For

TransDigm Group Incorporated

Meeting Date: 07/12/2022

Country: USA

Ticker: TDG

Meeting Type: Annual

Primary ISIN: US8936411003

Primary SEDOL: B11FJK3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director David Barr	Mgmt	For	For
1.2	Elect Director Jane Cronin	Mgmt	For	For
1.3	Elect Director Mervin Dunn	Mgmt	For	Withhold
	<p><i>Voter Rationale: - Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. -Furthermore, directors with long board tenures should not serve on committees that require absolute independence. -The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. - Also, executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time.</i></p>			
1.4	Elect Director Michael Graff	Mgmt	For	Withhold
	<p><i>Voter Rationale: - ISS is opposing Compensation Committee members and the MSOP- Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.- Furthermore, directors with long board tenures should not serve on committees that require absolute independence.- The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.- Also, executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time.</i></p>			
1.5	Elect Director Sean Hennessy	Mgmt	For	Withhold
	<p><i>Voter Rationale: - Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.- Furthermore, directors with long board tenures should not serve on committees that require absolute independence.- The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.- The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.- Also, executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time.</i></p>			
1.6	Elect Director W. Nicholas Howley	Mgmt	For	Withhold
	<p><i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Furthermore, the board should act with accountability to the investors it represents and take action on majority shareholder votes.</i></p>			
1.7	Elect Director Gary E. McCullough	Mgmt	For	For
	<p><i>Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future. Given that the number of female directors has increased since the last AGM, we will keep this matter under review.</i></p>			
1.8	Elect Director Michele Santana	Mgmt	For	For
1.9	Elect Director Robert Small	Mgmt	For	Withhold
	<p><i>Voter Rationale: - Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time.</i></p>			
1.10	Elect Director John Staer	Mgmt	For	For

TransDigm Group Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.11	Elect Director Kevin Stein	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: - The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time- In addition, the board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years.- Also, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors.- Furthermore, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.-Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.- Lastly, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i>				

TSURUHA Holdings, Inc.

Meeting Date: 08/10/2022	Country: Japan	Ticker: 3391
	Meeting Type: Annual	
	Primary ISIN: JP3536150000	Primary SEDOL: B0MKZN5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Tsuruha, Tatsuru	Mgmt	For	For
2.2	Elect Director Tsuruha, Jun	Mgmt	For	For
2.3	Elect Director Ogawa, Hisaya	Mgmt	For	For
2.4	Elect Director Murakami, Shoichi	Mgmt	For	For
2.5	Elect Director Yahata, Masahiro	Mgmt	For	For
3	Elect Director and Audit Committee Member Fujii, Fumiyo	Mgmt	For	For
4	Approve Stock Option Plan	Mgmt	For	Against
<i>Voter Rationale: This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.</i>				

Tucows Inc.

Meeting Date: 09/08/2022	Country: USA	Ticker: TCX
	Meeting Type: Annual	
	Primary ISIN: US8986972060	Primary SEDOL: BHCQVP6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Allen Karp	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.2	Elect Director Marlene Carl	Mgmt	For	For
1.3	Elect Director Jeffrey Schwartz	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.4	Elect Director Erez Gissin	Mgmt	For	Withhold
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.5	Elect Director Robin Chase	Mgmt	For	For
1.6	Elect Director Elliot Noss	Mgmt	For	For
1.7	Elect Director Brad Burnham	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				

Ultralife Corporation

Meeting Date: 07/20/2022

Country: USA

Ticker: ULBI

Meeting Type: Annual

Primary ISIN: US9038991025

Primary SEDOL: 2909064

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael D. Popielec	Mgmt	For	For
1.2	Elect Director Thomas L. Saeli	Mgmt	For	For

Ultralife Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Robert W. Shaw, II	Mgmt	For	For
1.4	Elect Director Ranjit C. Singh	Mgmt	For	Withhold
<p><i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, we expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size. Moreover, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
1.5	Elect Director Bradford T. Whitmore	Mgmt	For	Withhold
<p><i>Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders.. Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
2	Ratify Freed Maxick CPAs, P.C. as Auditors	Mgmt	For	For

ULVAC, Inc.

Meeting Date: 09/29/2022	Country: Japan	Ticker: 6728
	Meeting Type: Annual	
	Primary ISIN: JP3126190002	Primary SEDOL: 6599483

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 124	Mgmt	For	For
2	Amend Articles to Authorize Public Announcements in Electronic Format - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Iwashita, Setsuo	Mgmt	For	For
3.2	Elect Director Motoyoshi, Mitsuru	Mgmt	For	For
3.3	Elect Director Choong Ryul Paik	Mgmt	For	For
3.4	Elect Director Nishi, Hiroyuki	Mgmt	For	For
3.5	Elect Director Uchida, Norio	Mgmt	For	For
3.6	Elect Director Ishida, Kozo	Mgmt	For	For
3.7	Elect Director Nakajima, Yoshimi	Mgmt	For	For
4	Appoint Statutory Auditor Saito, Kazuya	Mgmt	For	For
5	Appoint Alternate Statutory Auditor Nonaka, Takao	Mgmt	For	For

UniCredit SpA

Meeting Date: 09/14/2022

Country: Italy

Ticker: UCG

Meeting Type: Extraordinary Shareholders

Primary ISIN: IT0005239360

Primary SEDOL: BYMXP57

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ordinary Business	Mgmt		
1	Amend Share Repurchase Program	Mgmt	For	For
1	Extraordinary Business	Mgmt		
1	Authorize Cancellation of Treasury Shares without Reduction of Share Capital; Amend Article 5	Mgmt	For	For

Urban Logistics REIT PLC

Meeting Date: 07/20/2022

Country: United Kingdom

Ticker: SHED

Meeting Type: Annual

Primary ISIN: GB00BYV8MN78

Primary SEDOL: BYV8MN7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Policy	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Re-elect Nigel Rich as Director	Mgmt	For	Against
<i>Voter Rationale: Females represent less than 33 percent of board members.</i>				
5	Re-elect Jonathan Gray as Director	Mgmt	For	For
6	Re-elect Bruce Anderson as Director	Mgmt	For	For
7	Re-elect Richard Moffitt as Director	Mgmt	For	For
8	Re-elect Mark Johnson as Director	Mgmt	For	For
9	Re-elect Heather Hancock as Director	Mgmt	For	For
10	Reappoint RSM UK Audit LLP as Auditors	Mgmt	For	For
11	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
12	Approve Company's Dividend Policy	Mgmt	For	For
13	Approve Increase in the Maximum Aggregate Fees Payable to Directors	Mgmt	For	For
14	Authorise Issue of Equity	Mgmt	For	For

Urban Logistics REIT PLC

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
15	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
16	Authorise Issue of Equity without Pre-emptive Rights (Additional Authority)	Mgmt	For	For
17	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
18	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Vaxart, Inc.

Meeting Date: 08/04/2022

Country: USA

Ticker: VXRT

Meeting Type: Annual

Primary ISIN: US92243A2006

Primary SEDOL: BYWJD92

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Julie Cherrington	Mgmt	For	For
1.2	Elect Director Todd Davis	Mgmt	For	For
1.3	Elect Director Michael J. Finney	Mgmt	For	Withhold
<p><i>Voter Rationale: Former employees or company founders are not sufficiently independent to serve on key board committees. Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.4	Elect Director Andrei Floroiu	Mgmt	For	For
1.5	Elect Director David Wheadon	Mgmt	For	For
1.6	Elect Director Karen J. Wilson	Mgmt	For	For
1.7	Elect Director Robert A. Yedid	Mgmt	For	For
2	Increase Authorized Common Stock	Mgmt	For	For
3	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. Also, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				
4	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For
5	Ratify WithumSmith+Brown, PC as Auditors	Mgmt	For	For
<p><i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i></p>				

Vaxart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders</i></p>				

VF Corporation

Meeting Date: 07/26/2022	Country: USA	Ticker: VFC
	Meeting Type: Annual	
	Primary ISIN: US9182041080	Primary SEDOL: 2928683

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Richard T. Carucci	Mgmt	For	For
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				
1.2	Elect Director Alex Cho	Mgmt	For	For
1.3	Elect Director Juliana L. Chugg	Mgmt	For	For
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				
1.4	Elect Director Benno Dorer	Mgmt	For	Withhold
<p><i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
1.5	Elect Director Mark S. Hoplamazian	Mgmt	For	For
1.6	Elect Director Laura W. Lang	Mgmt	For	For
1.7	Elect Director W. Rodney McMullen	Mgmt	For	For
1.8	Elect Director Clarence Otis, Jr.	Mgmt	For	For
<p><i>Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.</i></p>				
1.9	Elect Director Steven E. Rendle	Mgmt	For	For
<p><i>Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.</i></p>				
1.10	Elect Director Carol L. Roberts	Mgmt	For	For
1.11	Elect Director Matthew J. Shattock	Mgmt	For	For

VF Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Moreover, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				

Viasat, Inc.

Meeting Date: 09/01/2022	Country: USA	Ticker: VSAT
	Meeting Type: Annual	
		Primary ISIN: US92552V1008
		Primary SEDOL: 2946243

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Richard Baldrige	Mgmt	For	For
1b	Elect Director James Bridenstine	Mgmt	For	For
1c	Elect Director Sean Pak	Mgmt	For	For
<p><i>Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i></p>				
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
<p><i>Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining new perspectives on finances and controls. Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.</i></p>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. In addition, incentive plan features that allow for loans to exercise options are inconsistent with good practice and should be eliminated. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i></p>				

Vista Outdoor Inc.

Meeting Date: 07/26/2022

Country: USA

Ticker: VSTO

Meeting Type: Annual

Primary ISIN: US9283771007

Primary SEDOL: BVGC697

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael Callahan	Mgmt	For	For
1b	Elect Director Christopher T. Metz	Mgmt	For	For
1c	Elect Director Gerard Gibbons	Mgmt	For	For
1d	Elect Director Mark A. Gottfredson	Mgmt	For	For
1e	Elect Director Bruce E. Grooms	Mgmt	For	For
1f	Elect Director Tig H. Krekel	Mgmt	For	For
1g	Elect Director Gary L. McArthur	Mgmt	For	For
1h	Elect Director Frances P. Philip	Mgmt	For	For
1i	Elect Director Michael D. Robinson	Mgmt	For	For
1j	Elect Director Robert M. Tarola	Mgmt	For	For
1k	Elect Director Lynn M. Utter	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: The company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Vitasoy International Holdings Limited

Meeting Date: 08/30/2022

Country: Hong Kong

Ticker: 345

Meeting Type: Annual

Primary ISIN: HK0345001611

Primary SEDOL: 6927590

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2A1	Elect Winston Yau-lai Lo as Director	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
2A2	Elect Paul Jeremy Brough as Director	Mgmt	For	For
2A3	Elect Roberto Guidetti as Director	Mgmt	For	For

Vitasoy International Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2B	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
3	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
4A	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
4B	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
4C	Authorize Reissuance of Repurchased Shares	Mgmt	For	For
<i>Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.</i>				
4D	Adopt New Share Option Scheme	Mgmt	For	For
<i>Voter Rationale: While the company's disclosure on performance requirements is not as robust as we'd like to see, given the turnaround situation the company finds itself in, we understand some flexibility in compensating directors may be needed to execute strategy. We will offer qualified support for this item and expect the company to improve disclosure so that shareholders can link share option grants to performance.</i>				

VMware, Inc.

Meeting Date: 07/12/2022

Country: USA

Ticker: VMW

Meeting Type: Annual

Primary ISIN: US9285634021

Primary SEDOL: B23SN61

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Nicole Anasenes	Mgmt	For	For
1b	Elect Director Marianne Brown	Mgmt	For	For
1c	Elect Director Paul Sagan	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. In addition, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.</i>				

VMware, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				

VOXX International Corporation

Meeting Date: 07/21/2022	Country: USA	Ticker: VOXX
	Meeting Type: Annual	
	Primary ISIN: US91829F1049	Primary SEDOL: B432Y19

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter A. Lesser	Mgmt	For	Withhold
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1.2	Elect Director Denise Waund Gibson	Mgmt	For	For
1.3	Elect Director John Adamovich, Jr.	Mgmt	For	For
1.4	Elect Director John J. Shalam	Mgmt	For	For
<i>Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.</i>				
1.5	Elect Director Patrick M. Lavelle	Mgmt	For	For
1.6	Elect Director Charles M. Stoehr	Mgmt	For	For
1.7	Elect Director Ari M. Shalam	Mgmt	For	Withhold
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>				
1.8	Elect Director Beat Kahli	Mgmt	For	Withhold
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>				
2	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				

Wave Life Sciences Ltd.

Meeting Date: 08/09/2022	Country: Singapore	Ticker: WVE
	Meeting Type: Annual	
	Primary ISIN: SG9999014716	Primary SEDOL: BYZG9R0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Paul B. Bolno	Mgmt	For	For
1b	Elect Director Mark H.N. Corrigan	Mgmt	For	For
1c	Elect Director Christian Henry	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
1d	Elect Director Peter Kolchinsky	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
1e	Elect Director Adrian Rawcliffe	Mgmt	For	For
1f	Elect Director Ken Takanashi	Mgmt	For	Against
<i>Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
1g	Elect Director Aik Na Tan	Mgmt	For	For
1h	Elect Director Gregory L. Verdine	Mgmt	For	For
1i	Elect Director Heidi L. Wagner	Mgmt	For	For
2	Approve KPMG LLP as Auditors and Authorize Audit Committee to Fix Their Remuneration	Mgmt	For	For
3	Approve Non-Employee Directors' Compensation	Mgmt	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, this plan could lead to excessive dilution. Moreover, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i>				
5	Approve Issuance of Shares without Preemptive Rights	Mgmt	For	For

Wave Life Sciences Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.</i>				

Weathernews, Inc.

Meeting Date: 08/11/2022 **Country:** Japan **Ticker:** 4825
Meeting Type: Annual
Primary ISIN: JP3154500007 **Primary SEDOL:** 6311762

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 50	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Kusabiraki, Chihito	Mgmt	For	Against
<i>Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. Our expectation is that there be at least one female director on the board.</i>				
3.2	Elect Director Ishibashi, Tomohiro	Mgmt	For	For
3.3	Elect Director Yoshitake, Masanori	Mgmt	For	For
3.4	Elect Director Muraki, Shigeru	Mgmt	For	For
3.5	Elect Director Akimoto, Yukihiko	Mgmt	For	For
4	Appoint Statutory Auditor Koyama, Fumitaka	Mgmt	For	For
5	Appoint PricewaterhouseCoopers Aarata LLC as New External Audit Firm	Mgmt	For	For

Webjet Limited

Meeting Date: 08/31/2022 **Country:** Australia **Ticker:** WEB
Meeting Type: Annual
Primary ISIN: AU000000WEB7 **Primary SEDOL:** 6015815

Webjet Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
2	Elect Shelley Roberts as Director	Mgmt	For	For
3	Approve Replacement of Constitution	Mgmt	For	For

Weichai Power Co., Ltd.

Meeting Date: 09/09/2022

Country: China

Ticker: 2338

Meeting Type: Extraordinary Shareholders

Primary ISIN: CNE1000004L9

Primary SEDOL: 6743956

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF A SHARES	Mgmt		
1	Amend Articles of Association	Mgmt	For	For
2	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	For
3	Elect Wang Yanlei as Supervisor	Mgmt	For	For

WisdomTree Investments, Inc.

Meeting Date: 07/15/2022

Country: USA

Ticker: WETF

Meeting Type: Annual

Primary ISIN: US97717P1049

Primary SEDOL: 2476513

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Director Lynn S. Blake	Mgmt	For	For
1B	Elect Director Susan Cosgrove	Mgmt	For	For
1C	Elect Director Win Neuger	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
3	Increase Authorized Common Stock	Mgmt	For	For

WisdomTree Investments, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
5	Approve Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.</i></p>				
6	Declassify the Board of Directors	Mgmt	For	For
<p><i>Voter Rationale: The decision to declassify the board is laudable. The annual election of directors provides greater board accountability to shareholders and is appreciated.</i></p>				

Workspace Group Plc

Meeting Date: 07/21/2022

Country: United Kingdom

Ticker: WKP

Meeting Type: Annual

Primary ISIN: GB00B67G5X01

Primary SEDOL: B67G5X0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Final Dividend	Mgmt	For	For
4	Re-elect Stephen Hubbard as Director	Mgmt	For	For
5	Re-elect Graham Clemett as Director	Mgmt	For	For
6	Re-elect David Benson as Director	Mgmt	For	For
7	Re-elect Rosie Shapland as Director	Mgmt	For	For
8	Re-elect Lesley-Ann Nash as Director	Mgmt	For	For
9	Elect Duncan Owen as Director	Mgmt	For	For
10	Elect Manju Malhotra as Director	Mgmt	For	For
11	Elect Nick Mackenzie as Director	Mgmt	For	For
12	Reappoint KPMG LLP as Auditors	Mgmt	For	For

Workspace Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
14	Approve Sharesave Plan 2022	Mgmt	For	For
15	Authorise Issue of Equity	Mgmt	For	For
16	Authorise UK Political Donations and Expenditure	Mgmt	For	For
17	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
18	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
19	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

World Acceptance Corporation

Meeting Date: 08/17/2022

Country: USA

Ticker: WRLD

Meeting Type: Annual

Primary ISIN: US9814191048

Primary SEDOL: 2981181

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ken R. Bramlett, Jr.	Mgmt	For	Withhold
<p><i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness</i></p>				
1.2	Elect Director R. Chad Prashad	Mgmt	For	For
1.3	Elect Director Scott J. Vassalluzzo	Mgmt	For	Withhold
<p><i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, directors who represent major shareholders are not sufficiently independent to serve on key committees as their interests may not be well aligned with the wider group of shareholders. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness</i></p>				
1.4	Elect Director Charles D. Way	Mgmt	For	Withhold
<p><i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				

World Acceptance Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Darrell E. Whitaker	Mgmt	For	Withhold
<p><i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness</i></p>				
1.6	Elect Director Elizabeth R. Neuhoff	Mgmt	For	For
1.7	Elect Director Benjamin E. Robinson, III	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i></p>				
3	Ratify RSM US LLP as Auditors	Mgmt	For	For

Xero Limited

Meeting Date: 08/18/2022

Country: New Zealand

Ticker: XRO

Meeting Type: Annual

Primary ISIN: NZXROE0001S2

Primary SEDOL: B8P4LP4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
2	Elect David Thodey as Director	Mgmt	For	For
3	Elect Susan Peterson as Director	Mgmt	For	For
4	Elect Brian McAndrews as Director	Mgmt	For	For

YA-MAN Ltd.

Meeting Date: 07/28/2022

Country: Japan

Ticker: 6630

Meeting Type: Annual

Primary ISIN: JP3930050004

Primary SEDOL: B4KSB19

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 6.5	Mgmt	For	For

YA-MAN Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	Mgmt	For	Against
<i>Voter Rationale: In-person shareholder meetings enable essential scrutiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.</i>				
3.1	Elect Director Yamazaki, Kimiyo	Mgmt	For	For
3.2	Elect Director Miyazaki, Masaya	Mgmt	For	For
3.3	Elect Director Toda, Shota	Mgmt	For	For
3.4	Elect Director Takada, Jun	Mgmt	For	For
3.5	Elect Director Ishida, Kazuo	Mgmt	For	For
3.6	Elect Director Kurihara, Takeshi	Mgmt	For	For
3.7	Elect Director Igawa, Saki	Mgmt	For	For
4.1	Appoint Statutory Auditor Iwasaki, Eiji	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be majority independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				
4.2	Appoint Statutory Auditor Oshiumi, Kazuaki	Mgmt	For	For
5	Appoint Alternate Statutory Auditor Kawamoto, Tomoko	Mgmt	For	For

Yara International ASA

Meeting Date: 07/07/2022

Country: Norway

Ticker: YAR

Meeting Type: Extraordinary Shareholders

Primary ISIN: NO0010208051

Primary SEDOL: 7751259

Did Not Vote Due to Ballot Shareblocking

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Notice of Meeting and Agenda	Mgmt	For	Do Not Vote
2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	Mgmt	For	Do Not Vote
3.1	Approve Spin-Off Agreement	Mgmt	For	Do Not Vote
3.2	Approve Merger Agreement with Yara Clean Ammonia NewCo AS and Yara Clean Ammonia Holding AS	Mgmt	For	Do Not Vote

Zendesk Inc.

Meeting Date: 08/17/2022

Country: USA

Ticker: ZEN

Meeting Type: Annual

Primary ISIN: US98936J1016

Primary SEDOL: BMH0MR7

Zendesk Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael Frandsen	Mgmt	For	Against
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.</i>			
1b	Elect Director Brandon Gayle	Mgmt	For	Against
	<i>Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.</i>			
1c	Elect Director Ronald Pasek	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>			
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

Zendesk Inc.

Meeting Date: 09/19/2022

Country: USA

Ticker: ZEN

Meeting Type: Special

Primary ISIN: US98936J1016

Primary SEDOL: BMH0MR7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	For
	<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs</i>			
3	Adjourn Meeting	Mgmt	For	For

Zhejiang Supor Co., Ltd.

Meeting Date: 09/21/2022

Country: China

Ticker: 002032

Meeting Type: Special

Primary ISIN: CNE000001KS5

Primary SEDOL: B02JCS6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Use of Own Funds to Purchase Short-term Financial Products	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST is warranted because the proposed investment could expose the company to unnecessary risks.</i>				
2	Approve Launch Advance Payment Financing Business	Mgmt	For	For
3	Approve Draft and Summary of Performance Shares Incentive Plan	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				
4	Approve Measures for the Administration of the Assessment of Performance Shares Incentive Plans	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				
5	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	Against
<i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.</i>				

Contact Us

Columbia Threadneedle Investments

Exchange House
Primrose Street
London EC2A 2NY
Tel: +44 (0) 20 7628 8000

www.columbiathreadneedle.com

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