

SPMS STICHTING PENSIOENFONDS MEDISCH SPECIALISTEN VOTES AGAINST MANAGEMENT

01/07/2022 to 30/09/2022

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

3R Petroleum Oleo e Gas SA

Meeting Date: 09/05/2022		I ntry: Brazil eting Type: Extraordinary Shareho	Ticker: RRRP3 ders	
			Primary ISIN: BRRRRPACNOR5	Primary SEDOL: BLF7QT3
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve Classification o Branco, Guilherme Affor Harley Lorentz Scardoel Solbraekke, Richard Cha Johannpeter, Andre de G and Paula Kovarsky Rot Directors	lli, Kjetil Braaten agas Gerdau Camargo Bartelle,	For	Against
	Voter Rationale: It is ina each item separately.	ppropriate for several voting items	to be bundled into one resolution. Shareholde	rs should be able to vote
ABB Ltd				
Meeting Date:		I ntry: Switzerland Eting Type: Extraordinary Shareho	Ticker: ABBN ders	
Meeting Date:				Primary SEDOL: 7108899
Meeting Date:			ders	Primary SEDOL: 7108899
Meeting Date: Proposal Number			ders	Primary SEDOL: 7108899 Vote Instruction
Proposal	Mee	eting Type: Extraordinary Shareho Proponent	ders Primary ISIN: CH0012221716 Mgmt	Vote
Proposal Number 2	Mee Proposal Text Transact Other Business	eting Type: Extraordinary Shareho Proponent	ders Primary ISIN: CH0012221716 Mgmt Rec	Vote Instruction
Proposal Number	Mee Proposal Text Transact Other Business ED, Inc. 08/10/2022 Cou	eting Type: Extraordinary Shareho Proponent s (Voting) Mgmt Intry: USA	ders Primary ISIN: CH0012221716 Mgmt Rec	Vote Instruction
Proposal Number 2 ABIOME	Mee Proposal Text Transact Other Business ED, Inc. 08/10/2022 Cou	eting Type: Extraordinary Shareho Proponent s (Voting) Mgmt	ders Primary ISIN: CH0012221716 Mgmt Rec For	Vote Instruction
Proposal Number 2 ABIOME	Mee Proposal Text Transact Other Business ED, Inc. 08/10/2022 Cou	eting Type: Extraordinary Shareho Proponent s (Voting) Mgmt Intry: USA	ders Primary ISIN: CH0012221716 Mgmt Rec For Ticker: ABMD	Vote Instruction Against
Proposal Number 2 ABIOME	Mee Proposal Text Transact Other Business ED, Inc. 08/10/2022 Cou	eting Type: Extraordinary Shareho Proponent s (Voting) Mgmt Intry: USA	ders Primary ISIN: CH0012221716 Mgmt Rec For Ticker: ABMD	Vote Instruction Against

ABIOMED, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	compensation committee should effectiveness. Also, executive pa last year's low say-on-pay vote establish compensation package	I be independent and this by is not in line with compo- results. The compensation that reward strong perfo- nually, but shareholders s	director's membership coul any performance because to committee should do more formance and build sharehou should have the opportunity	hat require absolute independence. The Id hamper the committee's impartiality and he company has not adequately responded to e to respond to best practices in pay that help Ider value over time. Moreover, directors are to communicate with directors regularly on their mancing accountability.
2	Advisory Vote to Ratify Named Officers' Compensation	Executive Mgmt	For	Against
	disclosed and stretching perform long-term plans; measuring con rewarded for below-average per compensation packages that bu it represents and take action wh Moreover, a larger percentage o practice. Furthermore, severanc a separate shareholder approva performance, including in the ev	nance targets; performanc npany outcomes against it formance. These and oth ild shareholder value over pere a substantial proporti f the equity awards should e payments should not ex I. Also, on early terminatic vent of a change of contro	te triggers for equity awards is appropriate peer group; a er approaches will ensure th time. In addition, the board on have expressed concern d be tied to performance co ceed two times annual pay. on, all share-based awards to l. Lasity, incentive awards to	ntly strong. Good practices include: well s; using different metrics for the short and and setting awards so that executives are not that the compensation committee designs d should act with accountability to the investors s over compensation practices in previous years. Inditions. At least 50% is a minimum good Larger severance packages should be subject to should be time pro-rated and tested for o executives should include robust performance ly long period of time defined as at least three

Advanced Drainage Systems, Inc.

Meeting Date:	•	2022 Country: USA Meeting Type: Annual		Ticker: WMS	
			Primary ISIN: US00790R1041	Primary SEDOL: BP7RS59	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1b	Elect Director Robert M. Eversole	Mgmt	For	Against	
			nt serve on committees that require absolute embership could hamper the committee's imp		
1f	Elect Director Ross M. Jones	Mgmt	For	Against	
lf	Voter Rationale: Directors who represen	t major shareholder. he wider group of sh	s are not sufficiently independent to serve on areholders The compensation committee sh	key committees as their	
If Agilysys	Voter Rationale: Directors who represen interests may not be well aligned with the this director's membership could hampe	t major shareholder. he wider group of sh	s are not sufficiently independent to serve on areholders The compensation committee sh	key committees as their	
	Voter Rationale: Directors who represent interests may not be well aligned with to this director's membership could hampe 5, Inc. 08/26/2022 Country: USA	t major shareholder. he wider group of sh r the committee's in	s are not sufficiently independent to serve on areholders The compensation committee sh	key committees as their	
Agilysys	Voter Rationale: Directors who represent interests may not be well aligned with to this director's membership could hampe 5, Inc.	t major shareholder. he wider group of sh r the committee's in	s are not sufficiently independent to serve on areholders The compensation committee sh ppartiality and effectiveness.	key committees as their	
Agilysys	Voter Rationale: Directors who represent interests may not be well aligned with to this director's membership could hampe 5, Inc. 08/26/2022 Country: USA	t major shareholder. he wider group of sh r the committee's in	s are not sufficiently independent to serve on areholders The compensation committee sh apartiality and effectiveness. Ticker: AGYS	key committees as their bould be independent and	
Agilysys	Voter Rationale: Directors who represent interests may not be well aligned with to this director's membership could hampe 5, Inc. 08/26/2022 Country: USA	t major shareholder. he wider group of sh r the committee's in	s are not sufficiently independent to serve on areholders The compensation committee sh apartiality and effectiveness. Ticker: AGYS	key committees as their bould be independent and	

Agilysys, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
		with the wider group of s	hareholders. The compensation	dent to serve on key committees as their on committee should be independent and this
1.6	Elect Director John Mutch	Mgmt	For	Withhold
	committee should be fully independ	, dent and this director's n	nembership could hamper the	require absolute independence. The audit committee's impartiality and effectiveness. Id hamper the committee's impartiality and

AgroFresh Solutions, Inc.

Meeting Date		Country: USA feeting Type: Anr	nual	Ticker: AGFS		
		5 1		Primary ISIN: US00856G1094	Primary SEDOL: BZ0G154	
Proposal lumber	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director John /	۱tkin	Mgmt	For	Against	
	interests may not be	well aligned with the	ne wider group of sl	s are not sufficiently independent to serve or pareholders The audit committee should be tiality and effectiveness.		
1b	Elect Director Rober	J. Campbell	Mgmt	For	Against	
	to shareholder appro	val. Specifically, the	board failed to ren	ncorporation should not erode shareholders' nove, or subject to a sunset requirement, the uments which adversely impacts shareholder	supermajority vote	
1c	Elect Director Alexar	ider Corbacho	Mgmt	For	Against	
	to shareholder appro	val. Specifically, the	board failed to ren	ncorporation should not erode shareholders' nove, or subject to a sunset requirement, the uments which adversely impacts shareholder	supermajority vote	
1f	Elect Director Kay K	Jenker	Mgmt	For	Against	
	interests may not be director's membersh incorporation should	well aligned with the p could hamper the not erode sharehold p a sunset requirem	he wider group of sl committee's impar ders' rights and sho ent, the supermajor	s are not sufficiently independent to serve or nareholders The audit committee should be tiality and effectiveness. Also, changes in con uld be subject to shareholder approval. Speci ity vote requirement to enact certain change	fully independent and this npany bylaws or articles of ifically, the board failed to	
3	Adjourn Meeting		Mgmt	For	Against	
	Voter Rationale: Related to Items 1a-1c, and 1f.					
Ain Hol	dings, Inc.					
Meeting Date		Country: Japan Aeeting Type: Anr	nual	Ticker: 9627		
	-	iccomy i thei vill				

Primary ISIN: JP3105250009

Primary SEDOL: 6249120

Ain Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.2	Elect Director Sakurai, Masahito	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.3	Elect Director Shudo, Shoichi	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.4	Elect Director Mizushima, Toshihide	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.5	Elect Director Oishi, Miya	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.6	Elect Director Kimei, Rieko	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.7	Elect Director Awaji, Hidehiro	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.8	Elect Director Sakai, Masato	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.9	Elect Director Endo, Noriko	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.10	Elect Director Ito, Junro	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
3.11	Elect Director Yamazoe, Shigeru	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	independence to ensure appr	opriate balance of independence and
5	Approve Restricted Stock Plan	Mgmt	For	Against

Alibaba Group Holding Limited

Meeting Date: 09/30/2022	Country: Cayman Islands Meeting Type: Annual	Ticker: 9988	
		Primary ISIN: KYG017191142	Primary SEDOL: BK6YZP5

Alibaba Group Holding Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.5	Elect Director Irene Yun-Lien Lee	Mgmt	For	Against			
			more than one external directorships to ensu ring unexpected company situations requiring				
	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	Against			
Ļ	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						
Alkermes p	lc						
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
4	Amend Omnibus Stock Plan	Mgmt	For	Against

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.

Alpha Services & Holdings SA

Meeting Date: 07/22/2022	Country: Greece Meeting Type: Annual	Ticker: ALPHA	
		Primary ISIN: GRS015003007	Primary SEDOL: BZ1MXR7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Advisory Vote on Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha			
11.4	Elect Efthimios O. Vidalis as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	ould be fully independe	ent and this director's members	ship could hamper the committee's
11.13	Elect Johannes Herman Frederik G. Umbgrove as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	ould be fully independe	ent and this director's members	ship could hamper the committee's

ALS Limited

Meeting Date: 08/23/2022		Country: Australia Meeting Type: Annual	Ticker: ALQ	Ticker: ALQ		
			Primary ISIN: AU000000ALQ	Primary SEDOL: B86SZR5		
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2		cutive officers are expected to hole	For d no more than one external directorships t ly during unexpected company situations re	,		
6	event of a change of manipulation of repo	early termination, all share-based control. Also, the company should rted indicators or other bad faith a	For awards should be time pro-rated and tested d put in place a procedure which would ena actions on the part of any of its executive d s shareholders, to ensure that any funds wi	able it, should it identify any facts of lirectors and other key managers		

AMERCO

are repaid to it.

Meeting Date		ry: USA ng Type: Annual	Ticker: UHAL	
			Primary ISIN: US0235861004	Primary SEDOL: 202817
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director John P. Brog	an Mgmt	For	Withhold
	committee should be fully i Also, we expect companies	independent and this director' to have policies in place to in	d not serve on committees that require absolut is membership could hamper the committee's in prease racial and gender diversity on the board or the size, with an aspin	mpartiality and effectiveness. d. Our minimum expectation is
3	Ratify and Affirm Decisions Taken by the Board and Ex Officers for Fiscal 2022		For	Against
	Voter Rationale: It is unclear rationale.	ar how minority shareholders	would benefit from the approval of this propos	al, which lacks a clear
4	Adopt GHG Emissions Red Aligned with the Paris Agre	5	Against	For
4	Aligned with the Paris Agre	eement Goal nange presents ongoing and so	erious risks to shareholder value. Additional infi	ormation on the company's

American Software, Inc.

Meeting Date: 08/17/2022	Country: USA Meeting Type: Annual	Ticker: AMSWA	
		Primary ISIN: US0296831094	Primary SEDOL: 2029575

American Software, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director James B. Miller, Jr.	Mgmt	For	Against
	appropriate balance of independence a than 12 years lack balance. The nomina proportion of long standing directors to on committees that require absolute ind	nd objectivity.Furthe ating committee sho reduce the risk of e dependence.The aud lity and effectivenes	rmore, boards where more th uld take action to ensure an a entrenchment.Moreover, direct dit committee should be fully s.The compensation committe	pendent non-executive directors to ensure han a third of directors have served for more appropriately fresh board and reduce the tors with long board tenures should not serve independent and this director's membership ee should be independent and this director's
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against
		Companies that have	e had the same auditor for a	There is value for investors in gaining new long period of time should consider a plan or
3	Advisory Vote to Ratify Named Executiv Officers' Compensation	ve Mgmt	For	Against
	practice.Also, all exceptional awards sho to and above that expected of directors	ould be clearly linked as a normal part of Ild it identify any fac	d to performance and demon f their jobs.In addition, the co cts of manipulation of reporte	e conditions. At least 50% is a minimum good strate shareholder value creation in addition ompany should put clawback provisions in d indicators or other bad faith actions which

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
2	Approve Omnibus Stock Plan	Mgmt	For	Against
	the event of a change of control. In addi	n, all share-based tion, the company	d awards should be time pro-rate / should put clawback provisions	ed and tested for performance, including in
3	Amend Non-Employee Director Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: Share options should no ability to hold management accountable.	Moreover, on ear	ly termination, all share-based a	ay compromise their independence and awards should be time pro-rated and tested ds to executives should be clearly disclosed

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.

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
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	separate shareholder approval. In addition strong performance and drive shareholder	, incentive awards value over a suffic n place to enable i	to executives should in ciently long period of the to re-coup funds should be the top to the top top to the top top to the top	ger severance packages should be subject to a include robust performance targets that reward ime defined as at least three years Also, the uld it identify any facts of manipulation of reported ests of its shareholders

America's Car-Mart, Inc.

Meeting Date	: 08/30/2022 Country: USA Meeting Type: Ann	ual	Ticker: CRMT	
			Primary ISIN: US03062T1051	Primary SEDOL: 2813961
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Daniel J. Englander	Mgmt	For	Against
	committee should be fully independent a	nd this director's n	not serve on committees that require absolut nembership could hamper the committee's in pendent and this director's membership could	mpartiality and
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	Against
		ompanies that have	t firm for more than 20 years. There is value e had the same auditor for a long period of t every 10 years.	
4	Amend Stock Option Plan	Mgmt	For	Against
	include robust and stretching performanc period of time.Also, the company should	e targets to rewar put clawback prov	n addition, incentive awards to executives sl d strong performance and drive shareholder isions in place to enable it to re-coup funds ns which were detrimental to the long-term	value over a sufficiently long should it identify any facts of

Anterix Inc.

Meeting Date: 08,	/10/2022 Country: U Meeting Ty		Ticker: ATEX	
		-	Primary ISIN: US03676C1009	Primary SEDOL: BJVNMJ3
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Leslie B. Daniels	Mgmt	For	Against

Anterix Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
		he board's failure to	remove, or subject to a suns	de shareholders' rights and should be subject set requirement, the supermajority vote acts shareholder rights.
1e	Elect Director Singleton B. McAllister	Mgmt	For	Against
		he board's failure to	remove, or subject to a suns	de shareholders' rights and should be subject set requirement, the supermajority vote acts shareholder rights.
1h	Elect Director Mahvash Yazdi	Mgmt	For	Against
		he board's failure to	remove, or subject to a suns	de shareholders' rights and should be subject set requirement, the supermajority vote acts shareholder rights.
2	Advisory Vote to Ratify Named Execu Officers' Compensation	ive Mgmt	For	Against
	disclosed and stretching performance long-term plans; measuring company rewarded for below-average performa compensation packages that build sha performance conditions. At least 50%	targets; performanc outcomes against it nce. These and othe reholder value over is a minimum good identify any facts of	e triggers for equity awards; s appropriate peer group; and er approaches will ensure tha time. Also, a larger percenta practice. In addition, the con	ly strong. Good practices include: well using different metrics for the short and d setting awards so that executives are not t the compensation committee designs ge of the equity awards should be tied to mpany should put clawback provisions in place dicators or other bad faith actions which were

Apyx Medical Corporation

Meeting Date:	08/11/2022 Country: USA Meeting Type: Annu	ıal	Ticker: APYX Primary ISIN: US03837C1062	Primary SEDOL: BHNDW97
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, all exceptional award addition to and above that expected of di should be time pro-rated and tested for p	ds should be clean rectors as a norma erformance, incluc e it to re-coup func	hould be tied to performance conditions. At la ly linked to performance and demonstrate sh al part of their jobs. Also, on early termination ling in the event of a change of control. More ds should it identify any facts of manipulation term interests of its charabolders.	areholder value creation in n, all share-based awards cover, the company should

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

Ardelyx, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Geoffrey A. Block	Mgmt	For	Withhold
	to shareholder approval. Specifically, t requirement to enact certain changes shareholder rights.Also, directors are d	he board's failure to re to the governing docu elected in classes rathe	emove, or subject to a sunset iments and the classified boa er than annually, but shareho	rd, each of which adversely impacts
1.2	Elect Director David Mott	Mgmt	For	Withhold
	committee should be fully independen effectiveness. The compensation comm impartiality and effectiveness. Also, dir	t and this director's m nittee should be indep ectors are expected to	embership could hamper the endent and this director's me hold only a small number of	embership could hamper the committee's
3	Advisory Vote to Ratify Named Execut Officers' Compensation	tive Mgmt	For	Against
	practice.In addition, all exceptional aw addition to and above that expected c in place to enable it to re-coup funds which were detrimental to the long-te	vards should be clearly f directors as a norma should it identify any f rm interests of its sha	Inked to performance and c l part of their jobs.Moreover, facts of manipulation of repor reholdersAlso, companies sho	conditions. At least 50% is a minimum good demonstrate shareholder value creation in the company should put clawback provisions ted indicators or other bad faith actions puld establish and disclose a policy on bited as it potentially severs management

Assura Plc

Meeting Date:		: United Kingdom Type: Annual	Ticker: AGR		
			Primary ISIN: GB00BVGBWW93	Primary SEDOL: BVGBWW9	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Policy	Mgmt	For	Against	
AZZ Inc					
Meeting Date:		: USA Type: Annual	Ticker: AZZ		
			Primary ISIN: US0024741045	Primary SEDOL: 2067672	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Elect Director Daniel E. Berce	e Mgmt	For		

AZZ Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	committee should be fully independen The compensation committee should l effectiveness. Also, executive officers of	t and this director's be independent and are expected to hold	membership could hampe this director's membership 1 no more than one extern	that require absolute independence. The audit or the committee's impartiality and effectiveness. to could hamper the committee's impartiality and hal directorships to ensure they have sufficient mpany situations requiring substantial amounts of
1c	Elect Director Daniel R. Feehan	Mgmt	For	Against
	compensation committee should be in effectiveness. Also, executive officers a	dependent and this are expected to hold	director's membership cou I no more than one extern	that require absolute independence. The uld hamper the committee's impartiality and hal directorships to ensure they have sufficient mpany situations requiring substantial amounts of
2	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against
	considered to be rewarding under per	formance of peers. I onsibilities of execut	In addition, significant sala tive directors. Moreover, se	awards for below median performance as this is ny increases should be linked to material changes everance payments should not exceed two times approval.

Bed Bath & Beyond Inc.

Meeting Date: 07/14/2022	Country: USA Meeting Type: Annual	Ticker: BBBY	
		Primary ISIN: US0758961009	Primary SEDOL: 2085878

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Ratify KPMG 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 ne					

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.

BGSF, Inc.

Meeting Date: 08/03/2022	Country: USA Meeting Type: Annual	Ticker: BGSF	
		Primary ISIN: US05601C1053	Primary SEDOL: BLDD8L9

lichard L. Baum, Jr.	Mgmt	For	Withhold
	·	, 3	ichard L. Baum, Jr. Mgmt For

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.

BGSF, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.2	Elect Director Paul A. Seid	Mgmt	For	Withhold		
	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.					
1.3	Elect Director Cynthia Marshall	Mgmt	For	Withhold		
	Voter Rationale: Changes in company byl to shareholder approval. Specifically, the requirement to enact certain changes to shareholder rights.	board's failure to r	remove, or subject to a sunset			
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, 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.					

Bharti Airtel Limited

	· ·		Ticker: 532454		
Meetin		Primary ISIN: INE39	7D01024 Primary SEDOL: 6442327		
Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
,	5	For	Against		
Voter Rationale: Executive c	compensation should be com	mensurate with a director's role a	nd responsibilities.		
	5	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. 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.					
Trust to Acquire Equity Sha Companyby way of Second Acquisition for Administration	res of the ary Market on of	For	Against		
	Proposal Text Approve Payment of Remur Gopal Vittal as Managing D Voter Rationale: Executive of Approve Increase in Total N Options of Employee Stock Scheme, 2005 Voter Rationale: Incentive a reward strong performance no less than market price, e Approve Bharti Airtel Emplo Trust to Acquire Equity Sha Companyby way of Second Acquisition for Administration	Meeting Type: Annual Proposal Text Proponent Approve Payment of Remuneration to Gopal Vittal as Managing Director & CEO Mgmt Voter Rationale: Executive compensation should be come Approve Increase in Total Number of Options of Employee Stock Option Scheme, 2005 Mgmt Voter Rationale: Incentive awards to executives should reward strong performance and drive shareholder value no less than market price, except for an all-employee plane	Meeting Type: Annual Primary ISIN: INE39: Proposal Text Proponent Mgmt Rec Approve Payment of Remuneration to Gopal Vittal as Managing Director & CEO Mgmt For Voter Rationale: Executive compensation should be commensurate with a director's role and Approve Increase in Total Number of Options of Employee Stock Option Scheme, 2005 Mgmt For Voter Rationale: Incentive awards to executives should be clearly disclosed and include roo reward strong performance and drive shareholder value over a sufficiently long period of t no less than market price, except for an all-employee plan where the discount should not Approve Bharti Airtel Employee Welfare Companyby way of Secondary Market Acquisition for Administration of Mgmt For		

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.

Bharti Airtel Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
12	Approve Provision of Money by the Company for Purchase of its Shares by the BhartiAirtel Employee Welfare Trust for the Benefit of Employees Under Employees Stock Option Scheme, 2005	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. 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.

Biohaven Pharmaceutical Holding Company Ltd.

Meeting Date: 09/29/2022	Country: Virgin Isl (UK) Meeting Type: Special	Ticker: BHVN	
		Primary ISIN: VGG111961055	Primary SEDOL: BZ8FXC4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
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, 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.

Black Knight, Inc.

Meeting Date		2 Country: USA Meeting Type: Special		Ticker: BKI		
			Primary ISIN: US09215C1053	Primary SEDOL: BDG75V1		
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	gross-ups are payable, and equity awa acceleration. However, the executive cl company does not disclose a rationale severance packages should be subject to performance and demonstrate share	rds will be assumed b hairman (and recent f for the award's size. A to a separate shareho cholder value creation	For Cash severance is double trigger and reas y the acquirer and will continue to be subj ormer CEO) is eligible to receive a large dis Also, severance payments should not excee older approval In addition, all exceptional a in addition to and above that expected of vards should be time pro-rated and tested in	ect to double-trigger scretionary cash bonus and the ed two times annual pay. Larger wards should be clearly linked directors as a normal part of		

Boot Barn Holdings, Inc.

Meeting Date: 08/29/2022	Country: USA Meeting Type: Annual	Ticker: BOOT	
		Primary ISIN: US0994061002	Primary SEDOL: BRS6600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter Starrett	Mgmt	For	Withhold
	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.			

Booz Allen Hamilton Holding Corporation

Meeting Date: 07/27/2022	Country: USA Meeting Type: Annual	Ticker: BAH	
		Primary ISIN: US0995021062	Primary SEDOL: B5367T7
Proposal		Mont	Veto

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1g	Elect Director Charles O. Rossotti	Mgmt	For	Against		
	Voter Rationale: Directors with long boar committee should be fully independent a			quire absolute independence. The audit committee's impartiality and effectiveness.		
5	Provide Right to Call a Special Meeting a a 10 Percent Ownership Threshold	at SH	Against	For		
	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	
1b	Elect Director Dan Levin	Mgmt	For	Against	
		the board's failure to		de shareholders' rights and should be subject et requirement, the classified board which	
1c	Elect Director Bethany Mayer	Mgmt	For	Against	
	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.				
2	Advisory Vote to Ratify Named Exec Officers' Compensation	utive Mgmt	For	Against	
	Voter Rationale: A larger percentage	of the equity awards	should be tied to performance	e conditions. At least 50% is a minimum good	

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.

Bristow Group Inc.

Meeting Date	: 08/02/2022 Country: US Meeting Typ		Ticker: VTOL Annual		
			Primary ISIN: US11040G1031	Primary SEDOL: BMBT0Z4	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.7	Elect Director Christopher PucilloMgmtForWithholdVoter 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.Withhold				
2		n committee should not a r performance of peers. A	For Ilow vesting of incentive awards for below mea Iso, severance payments should not exceed tw holder approval.		

Bushiroad, Inc.

Meeting Date: 09/27/2022	Country: Japan Meeting Type: Annual	Ticker: 7803	
		Primary ISIN: JP3829930001	Primary SEDOL: BKF05T8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3.1	Elect Director Kidani, Takaaki	Mgmt	For	Against	
	Voter Rationale: The board lacks su	fficient diversity to mee	et our expectations.		
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 perfort targets that reward strong performance and build shareholder value over time.				

CalAmp Corp.

Meeting Date	• •	USA Type: Annual	Ticker: CAMP	Ticker: CAMP		
			Primary ISIN: US1281261099	Primary SEDOL: 2164700		
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1c	Elect Director Wesley Cummir	ns Mgmt	For	Against		
Voter Rationale: Executive officers are expected to hold no more			more than one external directorships to ens	ure they have sufficient time		

and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.

CalAmp Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: On early termination, al	l share-based awards st	hould be time pro-rated and tested for perform	nance, including in the

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

		te: 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
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
Votor Pationala: A larger percentage of the equity awards sh		hauld be tied to nerformence conditions A	t least FOR(is a minimum good	

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.

Cavco Industries, Inc.

Meeting Date: 08/02/2022	Country: USA Meeting Type: Annual	Ticker: CVCO	
		Primary ISIN: US1495681074	Primary SEDOL: 2787022

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director David A. Greenblatt	Mgmt	For	Against
	committee should be fully independent Also, directors are elected in classes rat	and this director's ther than annually,	membership could hampe but shareholders should l	that require absolute independence. The audit er the committee's impartiality and effectiveness. have the opportunity to communicate with declassify itself, thereby enhancing accountability.

Centre Testing International Group Co., Ltd.

Meeting Date	: 09/21/2022 Country: China Meeting Type:		Ticker: 300012	
			Primary ISIN: CNE100000GV8	Primary SEDOL: B4VM756
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

Centre Testing International Group Co., Ltd.

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Voter Rationale: Changes in co	mpany's articles or by-laws si	hould not erode shareholder rights.	
Chewy,	Inc.			
Meeting Date	•	USA Type: Annual	Ticker: CHWY	
			Primary ISIN: US16679L1098	Primary SEDOL: BJLFHW7
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director James Kim	Mgmt	For	Withhold
	to shareholder approval. Speci	fically, the board failed to rem supermajority vote requireme	ncorporation should not erode shareholders' r nove, or subject to a sunset requirement, the ent to enact certain changes to the governing	dual-class structure,
1.2	Elect Director David Leland	Mgmt	For	Withhold
	to shareholder approval. Speci	fically, the board failed to rem supermajority vote requireme	ncorporation should not erode shareholders' r nove, or subject to a sunset requirement, the ent to enact certain changes to the governing	dual-class structure,
		Mgmt	For	Withhold
1.3	Elect Director Lisa Sibenac	rigine		
1.3	Voter Rationale: Changes in co to shareholder approval. Speci	mpany bylaws or articles of in fically, the board failed to rem supermajority vote requireme	ncorporation should not erode shareholders' r nove, or subject to a sunset requirement, the ent to enact certain changes to the governing	dual-class structure,
1.3 3	Voter Rationale: Changes in co to shareholder approval. Speci classified board, and "pop-up"	mpany bylaws or articles of in fically, the board failed to rem supermajority vote requireme rights.	ncorporation should not erode shareholders' r nove, or subject to a sunset requirement, the	dual-class structure,
	Voter Rationale: Changes in co to shareholder approval. Speci classified board, and "pop-up" adversely impacts shareholder Advisory Vote to Ratify Named Officers' Compensation Voter Rationale: A larger perce practice. In addition, on early the event of a change of contr value creation in addition to al	mpany bylaws or articles of ir fically, the board failed to rem supermajority vote requireme rights. Executive Mgmt ntage of the equity awards sl remnination, all share-based a ol. Also, all exceptional award of above that expected of dire enable it to re-coup funds sh	ncorporation should not erode shareholders' r nove, or subject to a sunset requirement, the ent to enact certain changes to the governing For hould be tied to performance conditions. At le wards should be time pro-rated and tested for should be clearly linked to performance and ectors as a normal part of their jobs. Lastly, th hould it identify any facts of manipulation of m	dual-class structure, documents, each of which Against ast 50% is a minimum good r performance, including in d demonstrate shareholder ne company should put
	Voter Rationale: Changes in co to shareholder approval. Speci classified board, and "pop-up" adversely impacts shareholder Advisory Vote to Ratify Named Officers' Compensation Voter Rationale: A larger perce practice. In addition, on early the event of a change of contr value creation in addition to an clawback provisions in place to	mpany bylaws or articles of ir fically, the board failed to rem supermajority vote requireme rights. Executive Mgmt ntage of the equity awards sl remnination, all share-based a ol. Also, all exceptional award of above that expected of dire enable it to re-coup funds sh	ncorporation should not erode shareholders' r nove, or subject to a sunset requirement, the ent to enact certain changes to the governing For hould be tied to performance conditions. At le wards should be time pro-rated and tested for should be clearly linked to performance and ectors as a normal part of their jobs. Lastly, th hould it identify any facts of manipulation of m	dual-class structure, documents, each of which Against ast 50% is a minimum good r performance, including in d demonstrate shareholder ne company should put

Chuy's Holdings, Inc.



Chuy's Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, all exceptional award addition to and above that expected of dir	ls should be clean ectors as a norma it identify any fac	ly linked to performance and c al part of their jobs. Also, the cts of manipulation of reported	conditions. At least 50% is a minimum good demonstrate shareholder value creation in company should put clawback provisions in d indicators or other bad faith actions which

Cirrus Logic, Inc.

Meeting Date	: 07/29/2022 Country: USA Meeting Type:	Annual	Ticker: CRUS	
			Primary ISIN: US1727551004	Primary SEDOL: 219730
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John C. Carter	Mgmt	For	Withhold
	committee should be fully independent	nt and this director's m	ot serve on committees that require absolut tembership could hamper the committee's in his director's membership could hamper the	npartiality and effectiveness.
1.3	Elect Director Timothy R. Dehne	Mgmt	For	Withhold
			ot serve on committees that require absolut irector's membership could hamper the com	
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		5. Companies that have	firm for more than 20 years. There is value had the same auditor for a long period of t very 10 years.	
3	Advisory Vote to Ratify Named Exect Officers' Compensation	itive Mgmt	For	Against
		mittee should not allow	hould be tied to performance conditions. At v vesting of incentive awards for below med	
4	Amend Omnibus Stock Plan	Mgmt	For	Against
			Also, incentive awards to executives should l I strong performance and drive shareholder	

Columbus McKinnon Corporation

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

Columbus McKinnon Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director Aziz S. Aghili	Mgmt	For	Against
				ectorships to ensure they have sufficient time ituations requiring substantial amounts of time.
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		ompanies that hav	e had the same auditor for a	s. There is value for investors in gaining new a long period of time should consider a plan or
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against
				ce conditions. At least 50% is a minimum good verance packages should be subject to a

Commvault Systems, Inc.

Meeting Date: 08/24/2022	Country: USA Meeting Type: Annual	Ticker: CVLT	
		Primary ISIN: US2041661024	Primary SEDOL: B142B38

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director David F. Walker	Mgmt	For	Against
				equire absolute independence. The audit committee's impartiality and effectiveness.
1.4	Elect Director Keith Geeslin	Mgmt	For	Against
	Voter Rationale: Directors with long L compensation committee should be in effectiveness.			equire absolute independence. The amper the committee's impartiality and
2	Advisory Vote to Ratify Named Exect Officers' Compensation	itive Mgmt	For	Against
	considered to be rewarding under pe in the business or in the role and res	rformance of peers. I ponsibilities of execut	Furtermore, significant salary in tive directors. Moreover, incenti	ds for below median performance as this is creases should be linked to material changes ve awards to executives should include over a sufficiently long period of time
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		s. Companies that ha	ve had the same auditor for a lo	There is value for investors in gaining new ong period of time should consider a plan or
				Against

performance and drive shareholder value over a sufficiently long period of time defined as at least three years.

Compagnie Financiere Richemont SA

Meeting	Date:	09/07/2022
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Country: Switzerland Meeting Type: Annual Ticker: CFR

Primary ISIN: CH0210483332

Primary SEDOL: BCRWZ18

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5.2	Reelect Josua Malherbe as Director	Mgmt	For	Against
	Voter Rationale: The audit committee showing and effectiveness.	uld be fully indepe	ndent and this director's memb	ership could hamper the committee's
5.5	Reelect Jean-Blaise Eckert as Director	Mgmt	For	Against
	Voter Rationale: The audit committee show impartiality and effectiveness.	uld be fully indepe	ndent and this director's memb	ership could hamper the committee's
5.12	Reelect Guillaume Pictet as Director	Mgmt	For	Against
	Voter Rationale: The audit committee show impartiality and effectiveness.	uld be fully indepe	ndent and this director's memb	ership could hamper the committee's
7	Ratify PricewaterhouseCoopers SA as Auditors	Mgmt	For	Against
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		for a long period of time should	l consider a plan or tender process for
9.3	Approve Variable Remuneration of Executive Committee in the Amount of	Mgmt	For	Against
	CHF 27.7 Million			
		reholder value over centive scheme(s) should be clearly l	a sufficiently long period of tir should be accompanied by a co inked to performance and demo	ne. Moreover, any increase in the size of presponding increase in performance
10	CHF 27.7 Million Voter Rationale: Incentive awards to exect reward strong performance and drive shat awards under the short-term/long-term in expectations. Also, all exceptional awards	reholder value over centive scheme(s) should be clearly l rectors as a normal	a sufficiently long period of tir should be accompanied by a co inked to performance and demo	ne. Moreover, any increase in the size of presponding increase in performance
10	CHF 27.7 Million Voter Rationale: Incentive awards to exect reward strong performance and drive shal awards under the short-term/long-term in expectations. Also, all exceptional awards addition to and above that expected of dir Approve Increase in Size of Board to Six	reholder value over centive scheme(s) should be clearly l rectors as a normal SH SH hts would potential provide an import reholders. Moreove	a sufficiently long period of tir should be accompanied by a co- inked to performance and demu part of their jobs. Against ly provide shareholders with me ant control mechanism conside er, given that class A shareholder	ne. Moreover, any increase in the size of presponding increase in performance onstrate shareholder value creation in For eaningful representation on the board of ring the company's capital structure if
10	CHF 27.7 Million Voter Rationale: Incentive awards to exect reward strong performance and drive shal awards under the short-term/long-term in expectations. Also, all exceptional awards addition to and above that expected of dir Approve Increase in Size of Board to Six Members Voter Rationale: The proposed amendmendirectors, and these representatives could events warrant such action by class A shall	reholder value over centive scheme(s) should be clearly l rectors as a normal SH SH hts would potential provide an import reholders. Moreove	a sufficiently long period of tir should be accompanied by a co- inked to performance and demu part of their jobs. Against ly provide shareholders with me ant control mechanism conside er, given that class A shareholder	ne. Moreover, any increase in the size of presponding increase in performance onstrate shareholder value creation in For eaningful representation on the board of ring the company's capital structure if
	CHF 27.7 Million Voter Rationale: Incentive awards to exect reward strong performance and drive shat awards under the short-term/long-term in expectations. Also, all exceptional awards addition to and above that expected of dir Approve Increase in Size of Board to Six Members Voter Rationale: The proposed amendmend directors, and these representatives could events warrant such action by class A shat capital, the proposal for equal representatives Amend Articles Re: Representatives of Holders of Category A and B Registered	reholder value over centive scheme(s) should be clearly li rectors as a normal SH sts would potential provide an import reholders. Moreove sion on the board a SH sts would potential provide an import reholders. Moreove	a sufficiently long period of tir should be accompanied by a co- inked to performance and demu- part of their jobs. Against ly provide shareholders with ma ant control mechanism conside pears balanced. Against ly provide shareholders with ma ant control mechanism conside or, given that class A shareholders and control mechanism conside	ne. Moreover, any increase in the size of presponding increase in performance onstrate shareholder value creation in For eaningful representation on the board of ring the company's capital structure if ers represent c. 90 percent of the equity For eaningful representation on the board of ring the company's capital structure if
	CHF 27.7 Million Voter Rationale: Incentive awards to exect reward strong performance and drive shai awards under the short-term/long-term in expectations. Also, all exceptional awards addition to and above that expected of dir Approve Increase in Size of Board to Six Members Voter Rationale: The proposed amendmen directors, and these representatives could events warrant such action by class A shai capital, the proposal for equal representative Amend Articles Re: Representatives of Holders of Category A and B Registered Shares Voter Rationale: The proposed amendmen directors, and these representatives could events warrant such action by class A shai capital, the proposal for equal representative	reholder value over centive scheme(s) should be clearly li rectors as a normal SH sts would potential provide an import reholders. Moreove sion on the board a SH sts would potential provide an import reholders. Moreove	a sufficiently long period of tir should be accompanied by a co- inked to performance and demu- part of their jobs. Against ly provide shareholders with ma ant control mechanism conside pears balanced. Against ly provide shareholders with ma ant control mechanism conside or, given that class A shareholders and control mechanism conside	ne. Moreover, any increase in the size of presponding increase in performance constrate shareholder value creation in For eaningful representation on the board of ring the company's capital structure if ers represent c. 90 percent of the equity For eaningful representation on the board of ring the company's capital structure if

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

Constellation Brands, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jennifer M. Daniels	Mgmt	For	Withhold
		We encourage the		ons about audit committee effectiveness in leally prohibiting or severely restricting the
1.3	Elect Director Jose Manuel Madero Gar	za Mgmt	For	Withhold
		We encourage the		ons about audit committee effectiveness in deally prohibiting or severely restricting the
1.4	Elect Director Daniel J. McCarthy	Mgmt	For	Withhold
		We encourage the		ons about audit committee effectiveness in deally prohibiting or severely restricting the
3	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	Against
		ittee should not allo	w vesting of incentive awards	conditions. At least 50% is a minimum good for below median performance as this is e clearly linked to performance and

Consumer Portfolio Services, Inc.

	: 08/25/2022 Country: USA Meeting Type: A	nnual	Ticker: CPSS	
			Primary ISIN: US2105021008	Primary SEDOL: 2223872
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director William B. Roberts	Mgmt	For	Withhold
	years. In particular, we believe the con	nmittee has failed to	ntly failed to address material shareholder con remedy structural concerns related to subpar	performance metrics,
1.8	including policies related to hedging an year's low support. Consequently, we n Elect Director Gregory S. Washer		er, the company has not disclosed sharehold ncumbent compensation committee members For	55

Consumer Portfolio Services, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.9	Elect Director Daniel S. Wood	Mgmt	For	Withhold
	years. In particular, we believe the con including policies related to hedging a	mmittee has failed to i and clawbacks. Moreov	ntly failed to address material shareholder con remedy structural concerns related to subpar rer, the company has not disclosed shareholde ncumbent compensation committee members	r performance metrics, ler engagement related to last
3	Advisory Vote to Ratify Named Execut Officers' Compensation	tive Mgmt	For	Against
	have expressed concerns over compen- be tied to performance conditions. At should be time pro-rated and tested fo put clawback provisions in place to en other bad faith actions which were de	nsation practices in pro least 50% is a minimu for performance, includ pable it to re-coup func atrimental to the long-t any stock by executives	the investors it represents and take action we evious years. In addition, a larger percentage un good practice. Moreover, on early terminal ding in the event of a change of control. Furth ds should it identify any facts of manipulation term interests of its shareholders Lastly, comp s. Hedging activity by executives should be pu	e of the equity awards should ation, all share-based awards hermore, the company should of reported indicators or panies should establish and
4	Other Business	Mgmt	For	Against
	Voter Rationale: Any Other Business s	hould not be a voting	item.	
leeting Date:			Ticker: CRVL	
	Meeting Type: A	Annual	Primary ISIN: US2210061097	Primary SEDOL: 2347277
Proposal	Meeting Type: /	Annual		
	Meeting Type: A Proposal Text	Annual Proponent	Primary ISIN: US2210061097 Mgmt Rec	Primary SEDOL: 2347277 Vote Instruction
			Mgmt	Vote
Proposal Number 1.2	Proposal Text Elect Director Steven J. Hamerslag Voter Rationale: For controlled compa appropriate balance of independence years lack balance. The nominating co of long standing directors to reduce th committees that require absolute independence	Proponent Mgmt nies, the board should and objectivity. Also, b ommittee should take a he risk of entrenchmer ependence. The audit of iality and effectiveness	Mgmt Rec For d include at least 33% independent non-exect boards where more than a third of directors h action to ensure an appropriately fresh board at. In addition, directors with long board tenu committee should be fully independent and th s. The nomination committee should be major	Vote Instruction Withhold Withe directors to ensure have served for more than 12 d and reduce the proportion ures should not serve on his director's membership
Number	Proposal Text Elect Director Steven J. Hamerslag Voter Rationale: For controlled compa appropriate balance of independence years lack balance. The nominating cc of long standing directors to reduce th committees that require absolute inde could hamper the committee's imparti	Proponent Mgmt nies, the board should and objectivity. Also, b ommittee should take a he risk of entrenchmer ependence. The audit of iality and effectiveness	Mgmt Rec For d include at least 33% independent non-exect boards where more than a third of directors h action to ensure an appropriately fresh board at. In addition, directors with long board tenu committee should be fully independent and th s. The nomination committee should be major	Vote Instruction Withhold Withed directors to ensure have served for more than 12 d and reduce the proportion ures should not serve on his director's membership
Number 1.2	Proposal Text Elect Director Steven J. Hamerslag Voter Rationale: For controlled compa appropriate balance of independence years lack balance. The nominating cc of long standing directors to reduce th committees that require absolute indee could hamper the committee's imparts director's membership could hamper to Elect Director Alan R. Hoops Voter Rationale: For controlled compa appropriate balance of independence of years lack balance. The nominating cc of long standing directors to reduce th committees that require absolute indee	Proponent Mgmt mies, the board should and objectivity. Also, b ommittee should take a he risk of entrenchmer ependence. The audit of iality and effectiveness the committee's impart Mgmt mies, the board should and objectivity. Also, b ommittee should take a he risk of entrenchmer ependence. The audit of iality and effectiveness	Mgmt Rec For f include at least 33% independent non-exect boards where more than a third of directors h action to ensure an appropriately fresh board th. In addition, directors with long board tenu committee should be fully independent and th The nomination committee should be major tiality and effectiveness For f include at least 33% independent non-exect boards where more than a third of directors h action to ensure an appropriately fresh board th. In addition, directors with long board tenu committee should be fully independent and th to the compensation committee should be indo	Vote Instruction Withhold Withhold Withe directors to ensure have served for more than 12 d and reduce the proportion ures should not serve on his director's membership withhold Withhold Withe directors to ensure have served for more than 12 d and reduce the proportion ures should not serve on his director's membership
Number 1.2	Proposal Text Elect Director Steven J. Hamerslag Voter Rationale: For controlled compa appropriate balance of independence years lack balance. The nominating cc of long standing directors to reduce th committees that require absolute inde could hamper the committee's imparts director's membership could hamper th Elect Director Alan R. Hoops Voter Rationale: For controlled compa appropriate balance of independence years lack balance. The nominating cc of long standing directors to reduce th committees that require absolute indef could hamper the committee's imparting	Proponent Mgmt mies, the board should and objectivity. Also, b ommittee should take a he risk of entrenchmer ependence. The audit of iality and effectiveness the committee's impart Mgmt mies, the board should and objectivity. Also, b ommittee should take a he risk of entrenchmer ependence. The audit of iality and effectiveness	Mgmt Rec For f include at least 33% independent non-exect boards where more than a third of directors h action to ensure an appropriately fresh board th. In addition, directors with long board tenu committee should be fully independent and th The nomination committee should be major tiality and effectiveness For f include at least 33% independent non-exect boards where more than a third of directors h action to ensure an appropriately fresh board th. In addition, directors with long board tenu committee should be fully independent and th to the compensation committee should be indo	Vote Instruction Withhold Withhold Withe directors to ensure have served for more than 12 d and reduce the proportion ures should not serve on his director's membership withhold Withhold Withe directors to ensure have served for more than 12 d and reduce the proportion ures should not serve on his director's membership

CorVel Corporation

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Jean H. Macino	Mgmt	For	Withhold
	years lack balance. The nominating co of long standing directors to reduce th	and objectivity. Also, ommittee should take he risk of entrenchme opendence. The comp	boards where more than a third c e action to ensure an appropriately ent. In addition, directors with long pensation committee should be inc	of directors have served for more than 12 r fresh board and reduce the proportion
1.6	Elect Director Jeffrey J. Michael	Mgmt	For	Withhold
		and objectivity. Also, pommittee should take pendence. Moreover pes as their interests dependent and this ttee should be major	boards where more than a third c e action to ensure an appropriately ent. In addition, directors with long directors who represent major sh may not be well aligned with the director's membership could hamp	of directors have served for more than 12 of fresh board and reduce the proportion of board tenures should not serve on hareholders are not sufficiently wider group of shareholders The er the committee's impartiality and
3	appropriate balance of independence years lack balance. The nominating co of long standing directors to reduce th committees that require absolute inde independent to serve on key committe compensation committee should be in effectiveness. The nomination commit	and objectivity. Also, ommittee should take pendence. Moreover pes as their interests idependent and this ttee should be major ness	boards where more than a third c e action to ensure an appropriately ent. In addition, directors with long directors who represent major sh may not be well aligned with the director's membership could hamp	of directors have served for more than 12 of fresh board and reduce the proportion of board tenures should not serve on hareholders are not sufficiently wider group of shareholders The er the committee's impartiality and

Meeting Date: 08/23/2022	Country: Japan Meeting Type: Annual	Ticker: 3349	
		Primary ISIN: JP3298400007	Primary SEDOL: B036QP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings - Authorize Board to Determine Income Allocation	Mgmt	For	Against

right to approve the company's dividend policy. Also, in-person shareholder meetings enable essential scruitiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.

CRA International, Inc.

 Meeting Date: 07/19/2022
 Country: USA
 Ticker: CRAI

 Meeting Type: Annual
 Primary ISIN: US12618T1051
 Primary SEDOL: 2240622

CRA International, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	separate shareholder approval. Also, all ex value creation in addition to and above tha	rceptional awards at expected of dir ence targets that i	should be clearly linked to rectors as a normal part of t	severance packages should be subject to a performance and demonstrate shareholder their jobs. In addition, incentive awards to and drive shareholder value over a sufficiently

CRE Logistics REIT, Inc.

Meeting Date	: 09/28/2022 Country: Japan Meeting Type: Spe	cial	Ticker: 3487			
			Primary ISIN: JP3048680007	Primary SEDOL: BFXZ9X2		
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Elect Executive Director Ito, Tsuyoshi	Mgmt	For	Against		

CSW Industrials, Inc.

Meeting Date:		y: USA g Type: Annual	Ticker: CSWI	
			Primary ISIN: US1264021064	Primary SEDOL: BYQD1J6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Nan	ned Executive Mamt	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. 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 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

Daikokutenbussan Co., Ltd.

Meeting Date: 08/24/2022

Country: Japan Meeting Type: Annual Ticker: 2791

Primary ISIN: JP3483050005

Primary SEDOL: 6713186

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Elect Director Oga, Shoji	Mgmt	For	Against
	Voter Rationale: The board lacks sufficient	ent diversity to mee	et our expectations.	
3.2	Elect Director Oga, Masahiko	Mgmt	For	Against
	Voter Rationale: The board should estai objectivity.	blish one-third boar	rd independence to ensure	e appropriate balance of independence and
3.3	Elect Director Omura, Masashi	Mgmt	For	Against
	Voter Rationale: The board should estai objectivity.	blish one-third boar	rd independence to ensure	e appropriate balance of independence and
3.4	Elect Director Kawada, Tomohiro	Mgmt	For	Against
	Voter Rationale: The board should estat objectivity.	blish one-third boar	rd independence to ensure	e appropriate balance of independence and
3.5	Elect Director Fujikawa, Atsushi	Mgmt	For	Against
	Voter Rationale: The board should estai objectivity.	blish one-third boar	rd independence to ensure	e appropriate balance of independence and
3.6	Elect Director Namba, Yoichi	Mgmt	For	Against
	Voter Rationale: The board should estat objectivity.	blish one-third boar	rd independence to ensure	e appropriate balance of independence and
3.7	Elect Director Inoue, Hiroshi	Mgmt	For	Against
	Voter Rationale: The board should estai objectivity.	blish one-third boar	rd independence to ensure	e appropriate balance of independence and
3.8	Elect Director Noda, Naoki	Mgmt	For	Against
	Voter Rationale: The board should estat objectivity.	blish one-third boar	rd independence to ensure	e appropriate balance of independence and
4	Appoint Alternate Statutory Auditor Kuwahara, Kazunari	Mgmt	For	Against
	Voter Rationale: The Kansayaku statuto directors to ensure a robust system of c			dent and work closely with the independent

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
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Daktronics, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	practice. Also, the company should pu	t clawback provisions	hould be tied to performance conditions. At le in place to enable it to re-coup funds should is which were detrimental to the long-term in	it identify any facts of
5	Approve Shareholder Rights Plan	Mgmt	For	Against
	Voter Rationale: Where poison pills are oversight, and be of a limited duration		ld be approved by shareholders prior to deplo	yment, include independent
Daseke,	Inc.			
leeting Date:	•		Ticker: DSKE	
	Meeting Type: A	nnual	Primary ISIN: US23753F1075	Primary SEDOL: BF00KC6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Brian Bonner	Mgmt	For	Withhold
	last year's low say-on-pay vote results establish compensation packages that or company founders are not sufficien independent and this director's memb	The compensation of reward strong perfor tly independent to se ership could hamper	any performance because the company has r committee should do more to respond to best mance and build shareholder value over time rve on key board committees The audit co the committee's impartiality and effectiveness pership could hamper the committee's impartia	practices in pay that help - Also, former employees committee should be fully - The compensation
1.3	Elect Director Catharine Ellingsen	Mgmt	For	Withhold
	increased performance-based metrics	and a decrease in dis	o adequately respond to last year's low SOP v cretion. Nevertheless, we would have liked to the structure detailed in the SOP vote ration	o see comprehensive
1.8	Elect Director Ena Williams	Mgmt	For	Withhold
	increased performance-based metrics	and a decrease in dis	o adequately respond to last year's low SOP v cretion. Nevertheless, we would have liked to the structure detailed in the SOP vote rationa	see comprehensive
3	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against
	disclosed and stretching performance long-term plans; measuring company rewarded for below-average performa compensation packages that build sha it represents and take action where a Moreover, on early termination, all sha a change of control. Furthermore, all e	targets; performance outcomes against its nce. These and other reholder value over to substantial proportion pre-based awards sho exceptional awards sho	nce results are not sufficiently strong. Good partiggers for equity awards; using different me appropriate peer group; and setting awards s approaches will ensure that the compensatio ime. In addition, the board should act with ac n have expressed concerns over compensation uld be time pro-rated and tested for performa- tould be clearly linked to performance and de- s a normal part of their jobs. Also, the comp	etrics for the short and to that executives are not on committee designs accountability to the investors on practices in previous years. ance, including in the event of monstrate 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

Dorian LPG Ltd.

Meeting Date: 09/27/2022

Country: Marshall Isl Meeting Type: Annual Ticker: LPG

Primary ISIN: MHY2106R1100

Primary SEDOL: BM4QJF5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		should not exceed on early termination hange of control. ance targets to re- to executives shoutly long period con- the target should estable were should estable ance should estable	d two times annual pay. Larger ion, all share-based awards sho Furthermore, incentive awards ward strong performance and o ould include robust performance of time defined as at least three hareholder value creation in add any should put clawback provisi ators or other bad faith actions blish and disclose a policy on he	to executives should be clearly disclosed drive shareholder value over a sufficiently e targets that reward strong performance years. As well as, all exceptional awards lition to and above that expected of ons in place to enable it to re-coup funds which were detrimental to the long-term dging of company stock by executives.
	Advisory Vote on Say on Pay Frequency	Mamt		

Duke Realty Corporation

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	awards are single trigger. Further, NEOs a the board is expected to adopt prior to c	ne expected to rec losing. This egregic ons are not in long packages should be ild be time pro-rate should be clearly l	ceive significant problematic ex ous action contradicts prior stat -term shareholders' interests. A e subject to a separate shareho ed and tested for performance, linked to performance and dem	Also, severance payments should not exceed older approval. In addition, on early including in the event of a change of

DXC Technology Company

Meeting Date: 07/26/2022	Country: USA	Ticker: DXC	
	Meeting Type: Annual	Primary ISIN: US23355L1061	Primary SEDOL: BYXD7B3

DXC Technology Company

Proposal Number	Proposal Tex	t	Proponent	Mgmt Rec	Vote Instruction
2	Ratify Deloit	te & Touche LLP as Auditors	Mgmt	For	Against
	perspectives		mpanies that have	firm for more than 20 years. There is va had the same auditor for a long period very 10 years.	
3	Advisory Vot Officers' Con	e to Ratify Named Executive npensation	Mgmt	For	Against
	separate sha	reholder approval. Also, all ex	ceptional awards	o times annual pay. Larger severance pa should be clearly linked to performance ectors as a normal part of their jobs.	
Dynatra	ce, Inc.				
Meeting Date:	: 08/24/2022	Country: USA Meeting Type: Annu	al	Ticker: DT	
		······································		Primary ISIN: US2681501092	Primary SEDOL: BJV2RD9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Kenneth 'Chip' Virnig	Mgmt	For	Withhold

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.

 3
 Advisory Vote to Ratify Named Executive Mgmt
 For
 Against

 Officers' Compensation
 Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive characterized activity of the description of the descri

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.

e.l.f. Beauty, Inc.

Meeting Date		ntry: USA eting Type: Annual	Ticker: ELF	
			Primary ISIN: US26856L1035	Primary SEDOL: BDDQ975
Proposal			Mamt	Vata
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

e.l.f. Beauty, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	to shareholder approval. Specificall	y, the board's failure to i	incorporation should not erode shareholders' i remove, or subject to a sunset requirement, ti ruments and the classified board, each of whic	he supermajority vote	
1.4	Elect Director Beth Pritchard	Mgmt	For	Withhold	
	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.				
Eagle N	to shareholder approval. Specificall requirement to enact certain chang shareholder rights. Also, directors a communicate with directors regular enhancing accountability.	y, the board's failure to i les to the governing doc are elected in classes rat	remove, or subject to a sunset requirement, th uments and the classified board, each of whic ther than annually, but shareholders should ha	he supermajority vote h adversely impacts ve the opportunity to	
Eagle N Meeting Date	to shareholder approval. Specificall, requirement to enact certain chang shareholder rights. Also, directors a communicate with directors regular enhancing accountability.	<i>y, the board's failure to l tes to the governing doc</i> <i>are elected in classes rat</i> <i>ly on their performance</i> .	remove, or subject to a sunset requirement, th uments and the classified board, each of whic ther than annually, but shareholders should ha	he supermajority vote h adversely impacts ve the opportunity to	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director Martin M. Ellen	Mgmt	For	Against
	<i>Voter Rationale: We expect companies to expectation is that female directors comp 30% in the future.</i>			der diversity on the board. Our minimum any of this size, with an aspiration to achieve
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		n, on early termin change of control.	ation, all share-based awards . Also, incentive awards to exec	

Eagle Pharmaceuticals, Inc.

Meeting Date:	07/28/2022	Country: USA Meeting Type: Annual	Ticker: EGRX	
			Primary ISIN: US2697961082	Primary SEDOL: BJH7VB4
Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

1.2	Elect Director Jennifer K. Simpson	Mgmt	For	Withhold

Eagle Pharmaceuticals, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	and energy to discharge their roles pu In addition, changes in company byla shareholder approval. Specifically, the to enact certain changes to the gover Also, directors are elected in classes r	roperly, particularly du ws or articles of incorp board failed to remov ning documents and to rather than annually, b	more than one external directorships to ensur ring unexpected company situations requiring poration should not erode shareholders' rights re, or subject to a sunset requirement, the sup he classified board, each of which adversely i ut shareholders should have the opportunity to take immediate steps to declassify itself, there	substantial amounts of time. and should be subject to permajority vote requirement mpacts shareholder rights. to communicate with		
3	Advisory Vote to Ratify Named Execu Officers' Compensation	tive 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 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.					
	Ithcare	n Islands	Ticker: 2138			
EC Heal	Ithcare			Primary SEDOL - BMCC1/2		
	thcare :: 08/23/2022 Country: Cayma		Ticker: 2138 Primary ISIN: KYG3037S1021	Primary SEDOL: BMGGJ42		
Meeting Date	thcare :: 08/23/2022 Country: Cayma			Primary SEDOL: BMGGJ42 Vote Instruction		
Meeting Date	thcare 2: 08/23/2022 Country: Cayma Meeting Type: A	Annual	Primary ISIN: KYG3037S1021 Mgmt	Vote		
Meeting Date Proposal Number	Ithcare E: 08/23/2022 Country: Cayma Meeting Type: A Proposal Text Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Annual Proponent Mgmt al of greater than 10%	Primary ISIN: KYG3037S1021 Mgmt Rec	Vote Instruction Against		

Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.

Educational Development Corporation

Meeting Date	: 07/06/2022 Country: USA Meeting Typ		Ticker: EDUC	
			Primary ISIN: US2814791057	Primary SEDOL: 2305640
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Proposal Text Elect Director John A. Clerico	Proponent Mgmt		

Educational Development Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	appropriate balance of indepen that require absolute independ the committee's impartiality an could hamper the committee's independent lead director. Las	ndence and objectivity. In a dence. The audit committee nd effectiveness. The compe impartiality and effectivene tly, directors are elected in d	ddition, directors with long boar should be fully independent and ensation committee should be in ess. Also, this director is not suff classes rather than annually, but	endent non-executive directors to ensure d tenures should not serve on committees d this director's membership could hamper adependent and this director's membership ficiently independent to serve as the t shareholders should have the opportunity mediate steps to declassify itself, thereby
3	Advisory Vote to Ratify Named Officers' Compensation	d Executive Mgmt	For	Against
	event of a change of control. I value creation in addition to al clawback provisions in place to bad faith actions which were c	In addition, all exceptional a nd above that expected of a p enable it to re-coup funds letrimental to the long-term ny stock by executives. Hede	wards should be clearly linked t lirectors as a normal part of the should it identify any facts of m interests of its shareholders. Al	nd tested for performance, including in the to performance and demonstrate shareholder ir jobs. Moreover, the company should put panipulation of reported indicators or other lso, companies should establish and disclose ld be prohibited as it potentially severs
4	Advisory Vote on Say on Pay I	Frequency Mamt	Two Years	One Year

Electronic Arts Inc.

Meeting Date: 08/11/2022	Country: USA Meeting Type: Annual	Ticker: EA	
		Primary ISIN: US2855121099	Primary SEDOL: 2310194

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Jeffrey T. Huber	Mgmt	For	Against
				require absolute independence. The audit committee's impartiality and effectiveness.
1e	Elect Director Richard A. Simonson	Mgmt	For	Against
				require absolute independence. The audit committee's impartiality and effectiveness.
2	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against
	Voter Rationale: The remuneration co considered to be rewarding under per		llow vesting of incentive awar	ds for below median performance as this is
3	Ratify KPMG LLP as Auditors	Mgmt	For	Against
		. Companies that have	e had the same auditor for a l	There is value for investors in gaining new long period of time should consider a plan or
		Mamt	For	Against

Electronic Arts Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	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.

Elekta AB

Meeting Date: 08	3/25/2022 Country: Sweden Meeting Type: Ann	nual	Ticker: EKTA.B	
			Primary ISIN: SE0000163628	Primary SEDOL: B0M42T2
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13.3	Reelect Johan Malmquist as Director	Mgmt	For	Against
			number of directorships and ensure they hav ed company situations requiring substantial a	
15	Approve Remuneration Report	Mgmt	For	Against
	shareholder approval. The company sho manipulation of reported indicators or o	uld put in place a pr ther bad faith action.	year s pay. Larger severance packages shou ocedure which would enable it, should it ider s on the part of any of its executive directors eholders, to ensure that any funds wrongfull	tify any facts of and other key managers
	are repaid to it.			
EnerSys	are repaid to it.			
EnerSys Meeting Date: 08		nual	Ticker: ENS	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Howard I. Hoffen	Mgmt	For	Against
	appropriate balance of independence than 12 years lack balance. The nomi proportion of long standing directors of	and objectivity. In ad nating committee sho to reduce the risk of re the opportunity to	ldition, boards where more tha buld take action to ensure an a entrenchment. Moreover, direc communicate with directors re	nendent non-executive directors to ensure an a third of directors have served for more appropriately fresh board and reduce the tors are elected in classes rather than rgularly on their performance. The board
	Ratify Ernst & Young LLP as Auditors	Mamt	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.

Ennis, Inc.

Meeting Date: 07/14/2022

Country: USA Meeting Type: Annual Ticker: EBF

Primary ISIN: US2933891028

Primary SEDOL: 2316103

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Michael J. Schaefer	Mgmt	For	Against
	appropriate balance of independence a	nd objectivity. Also, dit committee shoul	directors with long board ter	ependent non-executive directors to ensure nures should not serve on committees that this director's membership could hamper the
3	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	Against
	considered to be rewarding under perf pro-rated and tested for performance, times annual pay. Larger severance pa awards should be clearly linked to perf directors as a normal part of their jobs should it identify any facts of manipula	ormance of peers. Fo including in the ever ckages should be su ormance and demon Moreover, the comp	urthermore, on early termina nt of a change of control. Als bject to a separate sharehold nstrate shareholder value crea pany should put clawback pro	ards for below median performance as this is ation, all share-based awards should be time so, severance payments should not exceed two der approval. In addition, all exceptional ation in addition to and above that expected of ovisions in place to enable it to re-coup funds ions which were detrimental to the long-term
	interests of its shareholders.			

Eurobank Ergasias Services & Holdings SA

Meeting Date: 07/21/2022 Country: Gr Meeting Ty		Jal	Ticker: EUROB	
			Primary ISIN: GRS323003012	Primary SEDOL: BYZ43T4
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Advisory Vote on Remuneration Report Voter Rationale: Incentive awards to exec reward strong performance and drive sha plans for executives and employees shou executives should have clearly disclosed a creation. Moreover, severance payments separate shareholder approval. Also, the of manipulation of reported indicators or which were detrimental to the long-term are repaid to it. Finally, options should be should not exceed 20% on a fixed date.	neholder value over a s ld be submitted to sha and stretching perform should not exceed two company should put in other bad faith actions interests of its shareho	sufficiently long period of time. In addition reholder approval as separate voting iten ance targets to reward strong performan year's pay. Larger severance packages s place a procedure which would enable i on the part of any of its executive direct olders, to ensure that any funds wrongful	ion, share-based incentive ms. Incentive awards to nce and long-term value should be subject to a it, should it identify any facts tors and other key managers illy obtained in such manner

Far East Consortium International Limited

Meeting Date: 08/30/2022	Country: Cayman Islands Meeting Type: Annual	Ticker: 35	
		Primary ISIN: KYG3307Z1090	Primary SEDOL: 6331555

Far East Consortium International Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
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.				
7	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.				
9	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	
	Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.				
11	Adopt New Share Option Scheme and Related Transactions	Mgmt	For	Against	
	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 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.				

freee K.K.

Meeting Date	: 09/29/2022 Country: Japan Meeting Type: Annu	Jal	Ticker: 4478	
			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	Mgmt	For	Against
	Voter Rationale: In-person shareholder m physical meeting of the shareholders, and		ential scrutiny of boards and management. T f the company should attend.	There should be an annual

Genky DrugStores Co., Ltd.

Meeting Date: 09/09/2022

Country: Japan Meeting Type: Annual Ticker: 9267

Primary ISIN: JP3282750003

Primary SEDOL: BF41GY9

Genky DrugStores Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.1	Elect Director Fujinaga, Kenichi	Mgmt	For	Against		
	Voter Rationale: The board lacks sufficient diversity to meet our expectations.					
3.2	Elect Director Yoshioka, Nobuhiro	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.3	Elect Director Yamagata, Hiroyuki	Mgmt	For	Against		
	Voter Rationale: The board should estan objectivity.	blish one-third boar	rd independence to ensur	e appropriate balance of independence and		
3.4	Elect Director Kobayashi, Yuji	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
4	Elect Director and Audit Committee Member Kurokawa, Toshihiko	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
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.					

Goodman Property Trust

Meeting Date: 07/08/2022	Country: New Zealand Meeting Type: Annual	Ticker: GMT	
		Primary ISIN: NZCPTE0001S9	Primary SEDOL: 6299192

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Elect Keith Smith as Director of the Manager	Mgmt	For	Against		
	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.					

Graham Corporation

Meeting Date: 07/27/2022

Country: USA Meeting Type: Annual Ticker: GHM

Primary ISIN: US3845561063

Primary SEDOL: 2380904

Graham Corporation

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Cari L. Jaroslawsky	Mgmt	For	Withhold
	and energy to discharge their roles pro In addition, directors are elected in cla	perly, particularly du ses rather than ann	uring unexpected company situation nually, but shareholders should h	ships to ensure they have sufficient time tions requiring substantial amounts of time. ave the opportunity to communicate with sify itself, thereby enhancing accountability.
2	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	Against
	considered to be rewarding under perf and demonstrate shareholder value cre Moreover, severance payments should shareholder approval. Furthermore, the	ormance of peers. Ir ation in addition to not exceed two time company should pu	n addition, all exceptional award and above that expected of dire annual pay. Larger severance ut clawback provisions in place t	packages should be subject to a separate
3	Ratify Deloitte & Touche LLP as Audito	rs Mgmt	For	Against

GREE, Inc.

Meeting Date: 09/27/2022 Country: Japan Meeting Type: Annu		Jal	Ticker: 3632	Ticker: 3632		
			Primary ISIN: JP3274070006	Primary SEDOL: B3FJNX6		
roposal umber	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		
	Voter Rationale: In-person shareholder m physical meeting of the shareholders, and		sential scruitiny of boards and management. of the company should attend.	There should be an annual		
2.1	Elect Director Tanaka, Yoshikazu	Mgmt	For	Against		
	Voter Rationale: The board lacks sufficient diversity to meet our		t our expectations.			
4	Approve Trust-Type Equity Compensatior Plan	Mgmt	For	Against		
	Voter Rationale: This plan does not effect targets that reward strong performance a		e pay to performance. The board should intro	oduce stretching performance		

Greenlight Capital Re, Ltd.

Meeting Date: 07/26/2022	Country: Cayman Islands Meeting Type: Annual	Ticker: GLRE	
		Primary ISIN: KYG4095J1094	Primary SEDOL: B1XRCZ3

Greenlight Capital Re, Ltd.

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1e	Elect Leonard Goldberg as GLRE Director	Mgmt	For	Against
	the risk of entrenchment. Given that there	n appropriately fres has been meaning der review.Howeve	h board and reduce the prop ful board refreshment during er, we are still opposing this r	portion of long standing directors to reduce the year under review, support is warranted nominee because for widely held companies,
,	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		eases should be lini ional awards should ected of directors a funds should it ider	ked to material changes in th d be clearly linked to perform as a normal part of their jobs. ntify any facts of manipulatio	Lastly, the company should put clawback

GSI Technology, Inc.

Meeting Date: 08/25/2022	Country: USA Meeting Type: Annual	Ticker: GSIT	
		Primary ISIN: US36241U1060	Primary SEDOL: B00SMG3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Haydn Hsieh	Mgmt	For	Withhold
	committee should be fully independent	and this director's i	membership could hamp	s that require absolute independence. The audit per the committee's impartiality and effectiveness. hip could hamper the committee's impartiality and
1.7	Elect Director Ruey L. Lu	Mgmt	For	Withhold
				s that require absolute independence. The ould hamper the committee's impartiality and
3	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	Against
	disclosed and stretching performance to long-term plans; measuring company of rewarded for below-average performan compensation packages that build shar to performance conditions. At least 50% annual pay. Larger severance packages	argets; performance outcomes against its ce. These and other eholder value over u % is a minimum good should be subject u up funds should it id	e triggers for equity awa s appropriate peer group r approaches will ensure time. In addition, a large od practice. Moreover, se to a separate shareholde dentify any facts of man	iciently strong. Good practices include: well ards; using different metrics for the short and by and setting awards so that executives are not that the compensation committee designs er percentage of the equity awards should be tied everance payments should not exceed two times er approval. Also, the company should put clawback hipulation of reported indicators or other bad faith
5	Other Business	Mgmt	For	Against
	Voter Rationale: Any Other Business sh	ould not be a voting	g item.	

Haemonetics Corporation

Meeting Date	• •	USA Type: Annual	Ticker: HAE	
			Primary ISIN: US4050241003	Primary SEDOL: 2401195
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director Mark W. Kroll	Mgmt	For	Withhold
	Voter Rationale: Directors with long board tenures should not a compensation committee should be independent and this direct effectiveness.			
2	Advisory Vote to Ratify Name Officers' Compensation	d Executive Mgmt	For	Against
	5 1 5	, j	shareholder approval. Furthermore, all excep value creation in addition to and above that e	
Halma I	clearly linked to performance normal part of their jobs.	and demonstrate shareholder	shareholder approval. Furthermore, all excep value creation in addition to and above that e Ticker: HLMA	
Halma Meeting Date	clearly linked to performance normal part of their jobs. PIC : 07/21/2022 Country:	, j	value creation in addition to and above that e	
	clearly linked to performance normal part of their jobs. PIC : 07/21/2022 Country:	and demonstrate shareholder	value creation in addition to and above that e Ticker: HLMA	expected of directors as a
Meeting Date	clearly linked to performance normal part of their jobs. PIC : 07/21/2022 Country: Meeting	and demonstrate shareholder United Kingdom Type: Annual Proponent	value creation in addition to and above that e Ticker: HLMA Primary ISIN: GB0004052071 Mgmt	expected of directors as a Primary SEDOL: 0405207 Vote

Hankyu Hanshin REIT, Inc.

Meeting Date: 08/	25/2022 Country: Japan Meeting Type: Speci	al	Ticker: 8977	
		-	Primary ISIN: JP3046320002	Primary SEDOL: BOLLJ37
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Executive Director Shiraki, Yoshiaki	Mgmt	For	Against

Voter Rationale: For maximum effectiveness a board should include between 5 and 15 directors.

Hawkins, Inc.

Meeting Date: 08/04/2022

Country: USA Meeting Type: Annual Ticker: HWKN

Primary ISIN: US4202611095

Primary SEDOL: 2415594

Primary SEDOL: BT9QF28

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director James A. Faulconbridge	Mgmt	For	Withhold
	appropriate balance of independence and years lack balance. The nominating com of long standing directors to reduce the committees that require absolute indepe could hamper the committee's impartiali	d objectivity. Also, a nittee should take risk of entrenchmen ndence. The audit y and effectiveness committee's impar	boards where more than a action to ensure an approp nt. In addition, directors wi committee should be fully i s. The nomination committi tiality and effectiveness. M	dependent non-executive directors to ensure third of directors have served for more than 12 oriately fresh board and reduce the proportion ith long board tenures should not serve on independent and this director's membership ree should be majority independent and this loreover, we voted against this director as a by to approve the auditors annually.
1.4	Elect Director Mary J. Schumacher	Mgmt	For	Withhold
	Voter Rationale: We voted against this di opportunity to approve the auditors annu		er of the audit committee b	ecause shareholders should be given the
1.6	Elect Director James T. Thompson	Mgmt	For	Withhold
1.7		y and effectivenes.	s. The nomination committe	l be independent and this director's membership we should be majority independent and this Withhold
	appropriate balance of independence and years lack balance. The nominating comu of long standing directors to reduce the committees that require absolute indepe could hamper the committee's impartialit membership could hamper the committee	d objectivity. Also, a mittee should take risk of entrenchmen ndence. The audit y and effectiveness e's impartiality and mper the committee	boards where more than a action to ensure an approp nt. In addition, directors wi committee should be fully i s. The compensation comm effectiveness. The nomina e's impartiality and effective	dependent non-executive directors to ensure third of directors have served for more than 12 oriately fresh board and reduce the proportion ith long board tenures should not serve on independent and this director's membership nittee should be independent and this director's tion committee should be majority independent reness. Moreover, we voted against this director tunity to approve the auditors annually.
1.8	Elect Director Jeffrey E. Spethmann	Mgmt	For	Withhold
	Voter Rationale: We voted against this d opportunity to approve the auditors annu		er of the audit committee b	ecause shareholders should be given the
Healthc	are Trust of America, Ir	IC.		
Meeting Date	: 07/15/2022 Country: USA Meeting Type: Spe	cial	Ticker: HTA	
	Piecenig Type: Spe			

Primary ISIN: US42225P5017

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
Hill Tot	event of a change of control. Specifical	ly, outstanding equity	ls should be time pro-rated and tested for pe v awards are subject to automatic acceleration In addition, NEO Amanda Houghton is entitle	n in full in connection with
	: 07/06/2022 Country: USA		Ticker: HIL	
	Meeting Type: Ar	liludi	Primary ISIN: US4314661012	Primary SEDOL: B01TPN3
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Elect Director Grant G. McCullagh	Mgmt	For	Withhold
	Voter Rationale: The audit committee is other serious problems are indicative o		integrity of the annual report and accounts. S It and controls by the audit committee.	Substantial restatements or
		Mgmt	For	Withhold
2.3	Elect Director Sue Steele	rigine		

Hilltop Holdings, Inc.

Meeting Date	: 07/21/2022 Country: USA Meeting Type: A	Innual	Ticker: HTH	
			Primary ISIN: US4327481010	Primary SEDOL: 2365428
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	appropriate balance of independence than 12 years lack balance. The nomi proportion of long standing directors	and objectivity. In add nating committee sho to reduce the risk of e pendence. The compo	For Id include at least 50% independent non-exe lition, boards where more than a third of dire uld take action to ensure an appropriately fre ntrenchment. Also, directors with long board ensation committee should be independent a 5.	ectors have served for more esh board and reduce the ' tenures should not serve on
1.5	appropriate balance of independence	and objectivity. Also, I ommittee should take	For Id include at least 50% independent non-exe boards where more than a third of directors l action to ensure an appropriately fresh board nt.	have served for more than 12

Hilltop Holdings, Inc.

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.7	Elect Director J. Markham Green	Mgmt	For	Withhold
	than 12 years lack balance. The nomina	nd objectivity. In add ating committee shou reduce the risk of even endence. The audit of	lition, boards where more than Ild take action to ensure an app ntrenchment. Also, directors wi committee should be fully indep	a third of directors have served for more propriately fresh board and reduce the th long board tenures should not serve on
1.8	Elect Director William T. Hill, Jr.	Mgmt	For	Withhold
	appropriate balance of independence a than 12 years lack balance. The nomina proportion of long standing directors to	nd objectivity. In add ating committee shou reduce the risk of el endence. The compe	lition, boards where more than Ild take action to ensure an app ntrenchment. Also, directors wi ensation committee should be ii	ndent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the th long board tenures should not serve on ndependent and this director's membership
1.10	Elect Director Lee Lewis	Mgmt	For	Withhold
	Voter Rationale: For widely held compar appropriate balance of independence a		ld include at least 50% indeper	ndent non-executive directors to ensure
1.12	Elect Director W. Robert Nichols, III	Mgmt	For	Withhold
		nd objectivity. Also, L nmittee should take o	poards where more than a third action to ensure an appropriate	ndent non-executive directors to ensure l of directors have served for more than 12 ely fresh board and reduce the proportion
1.14	Elect Director Kenneth D. Russell	Mgmt	For	Withhold
	Voter Rationale: For widely held compai appropriate balance of independence a		ld include at least 50% indeper	ndent non-executive directors to ensure
1.15	Elect Director A. Haag Sherman	Mgmt	For	Withhold
				rships to ensure they have sufficient time tions requiring substantial amounts of time
1.16	Elect Director Jonathan S. Sobel	Mgmt	For	Withhold
	Voter Rationale: For widely held compai appropriate balance of independence ar		ld include at least 50% indeper	ndent non-executive directors to ensure
1.18	Elect Director Carl B. Webb	Mgmt	For	Withhold
		nd objectivity. Also, L nmittee should take o	poards where more than a third action to ensure an appropriate	ndent non-executive directors to ensure I of directors have served for more than 12 Ily fresh board and reduce the proportion
2	Advisory Vote to Ratify Named Executiv Officers' Compensation	ve Mgmt	For	Against
	considered to be rewarding under perfo and demonstrate shareholder value crea	ormance of peers. In ation in addition to a e a policy on hedgin <u>e</u>	addition, all exceptional award nd above that expected of dire of company stock by executiv	for below median performance as this is s should be clearly linked to performance ctors as a normal part of their jobs. Also, es. Hedging activity by executives should
			For	

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.

ICICI Bank Limited

Meeting Date: 08/30/2022		Country: India Meeting Type: Annual		Ticker: 532174	
				Primary ISIN: INE090A01021	Primary SEDOL: BSZ2BY7
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
23	Approve and Ac Stock Unit Sche	dopt ICICI Bank Employe me - 2022	es Mgmt	For	Against
	not exceed 20%	on a fixed date.Also, inc	entive awards to e	arket price, except for an all-employee plan xecutives should be clearly disclosed and inci e shareholder value over a sufficiently long p	lude robust and stretching
24	Employees of S Owned Subsidia	of Units to Eligible elect Unlisted Wholly aries Under ICICI Bank :k Unit Scheme - 2022	Mgmt	For	Against
	not exceed 20%	on a fixed date.Also, inc	entive awards to e	arket price, except for an all-employee plan xecutives should be clearly disclosed and incl e shareholder value over a sufficiently long p	lude robust and stretching

Immunovant, Inc.

Meeting Date: 08/17/2022	Country: USA Meeting Type: Annual	Ticker: IMVT	
		Primary ISIN: US45258J1025	Primary SEDOL: BJRFSB7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Douglas Hughes	Mgmt	For	Withhold
	is that there be at least one female d performance. The compensation com	irector on the board mittee should do mo ance and build share	for a company of this size. A re to respond to best practic cholder value over time. Spe	gender diversity on the board. Our expectation Also, executive pay is not in line with company ces in pay that help establish compensation cifically, the consecutive years of high pay to the
3	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against
	disclosed and stretching performance long-term plans; measuring company rewarded for below-average performa compensation packages that build sha	targets; performance outcomes against it. ance. These and othe areholder value over	te triggers for equity awards s appropriate peer group; au er approaches will ensure th time. Also, a larger percenta	ntly strong. Good practices include: well ; using different metrics for the short and nd setting awards so that executives are not at the compensation committee designs rage of the equity awards should be tied to ceptional 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

nductria de Diceno Textil SA

Meeting Date:	07/12/2022	Country: Spain Meeting Type: Annu	Jal	Ticker: ITX	
				Primary ISIN: ES0148396007	Primary SEDOL: BP9DL90
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
8	Amend Remun	eration Policy	Mgmt	For	Against
				ly disclosed and include robust and stretc sufficiently long period of time.	ching performance targets to
9	Advisory Vote	on Remuneration Report	Mgmt	For	Against
	reward strong incentive schen	performance and drive sha	reholder value over a .	ly disclosed and include robust and stretc sufficiently long period of time. Moreover, ance. Reaching threshold targets may wa	substantial pay-outs under
Inter Pa Meeting Date:	o9/09/2022	Country: USA Meeting Type: Annu	ıal	Ticker: IPAR	
				Primary ISIN: US4583341098	Primary SEDOL: 2473150
Proposal Number	Proposal Text		Proponent	Primary ISIN: US4583341098 Mgmt Rec	Primary SEDOL: 2473150 Vote Instruction
	-	Francois Heilbronn	Proponent Mgmt	Mgmt	Vote
Number	Elect Director I Voter Rationale appropriate bas than 12 years I proportion of Ic committees tha could hamper t membership co and this directo	For widely held companies lance of independence and lack balance. The nominati ong standing directors to re at require absolute indeper the committee's impartiality ould hamper the committee or's membership could ham	Mgmt es, the board should ir objectivity. Moreover, ing committee should li educe the risk of entre idence. The audit com v and effectiveness. Th 's impartiality and effe oper the committee's ii	Mgmt Rec	Vote Instruction Withhold withkold withkold with a served for more sh board and reduce the tenures should not serve on this director's membership dependent and this director's ould be majority independent e, we voted against this
Number	Elect Director I Voter Rationale appropriate bas than 12 years I proportion of Ic committees tha could hamper t membership co and this director director as a m	For widely held companies lance of independence and lack balance. The nominati ong standing directors to re at require absolute indeper the committee's impartiality ould hamper the committee or's membership could ham	Mgmt es, the board should ir objectivity. Moreover, ing committee should li educe the risk of entre idence. The audit com v and effectiveness. Th 's impartiality and effe oper the committee's ii	Mgmt Rec For clude at least 50% independent non-exe boards where more than a third of direct ake action to ensure an appropriately fre. nchment. Also, directors with long board mittee should be fully independent and th e compensation committee should be ind critiveness. The nomination committee should be ind critiveness. The nomination committee should be ind critiveness. Furthermore	Vote Instruction Withhold withkold withe directors to ensure tors have served for more sh board and reduce the tenures should not serve on his director's membership dependent and this director's ould be majority independent e, we voted against this
Number 1.4	Elect Director I Voter Rationale appropriate bai than 12 years I proportion of Id committees tha could hamper t membership co and this directo director as a m Elect Director I Voter Rationale appropriate bai years lack bala	2: For widely held companies: lance of independence and lack balance. The nomination lack balance. The nomination ong standing directors to re- st require absolute indepen- the committee's impartiality build hamper the committee or's membership could ham rember of the audit commit Robert Bensoussan e: For widely held companies lance of independence and	Mgmt es, the board should ir l objectivity. Moreover, ing committee should it educe the risk of entre dence. The audit com v and effectiveness. TT e's impartiality and effe oper the committee's in the because sharehold Mgmt es, the board should ir l objectivity. Also, boar nittee should take actio	Mgmt Rec For Include at least 50% independent non-exe boards where more than a third of direct ake action to ensure an appropriately free nchment. Also, directors with long board mittee should be fully independent and the e compensation committee should be inductiveness. The nomination committee should be inductiveness. Furthermore the should be given the opportunity to appear to app	Vote Instruction Withhold withhold withhold wither directors to ensure tors have served for more sh board and reduce the tenures should not serve on this director's membership dependent and this director's ould be majority independent e, we voted against this pprove the auditors annually. Withhold withhold

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.

Inter Parfums, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.8	Elect Director Veronique Gabai-Pinsky	Mgmt	For	Withhold	
	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.				

IRESS Limited

Meeting Date: 09/29/2022	Country: Australia Meeting Type: Extraordinary Shareholders	Ticker: IRE	
		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	Mgmt	For	Against
	Voter Rationale: Incentive awards to execure reward strong performance and drive share		v disclosed and include robust and stretching , ufficiently long period of time.	performance targets to
2	Approve Grant of Performance Rights in Relation to the 2022 Executive Remuneration Framework to Marcus Price	Mgmt	For	Against
	Voter Rationale: Performance shares should relative performance.	d be linked to clear al	nd stretching performance targets that reflect	both absolute and
3	Approve Grant of Options to Marcus Price	Mgmt	For	Against
	reward strong performance and drive share	eholder value over a s	v disclosed and include robust and stretching , ufficiently long period of time. Moreover, on e formance, including in the event of a change of	arly termination, all

Iteris, Inc.

: B0421J7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Thomas L. Thomas	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. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.

Iteris, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Pationale: A larger percentage of th	o oquity swards should	be tied to performance conditions. At least 5	0% is a minimum good

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.

Jazz Pharmaceuticals plc

Meeting Date: 07/28/2022	Country: Ireland Meeting Type: Annual	Ticker: JAZZ	
		Primary ISIN: IE00B4Q5ZN47	Primary SEDOL: B4Q5ZN4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1d	Elect Director Norbert G. Riedel	Mgmt	For	Against
		,		ectorships to ensure they have sufficient time situations requiring substantial amounts of time.
4	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capita circumstances only and fully justified b		% without pre-emption right	ts should be undertaken in exceptional
5	Adjourn Meeting	Mgmt	For	Against
	Voter Rationale: A vote AGAINST this p	proposal is warrante	d, with caution, given that s	upport for Item 4 is not warranted.

Joyful Honda Co. Ltd.

Meeting Date: 09/16/2022	Country: Japan Meeting Type: Annual	Ticker: 3191	
		Primary ISIN: JP3392920009	Primary SEDOL: BKW7HH4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Restricted Stock Plan	Mgmt	For	Against
	later Detieneles This alex deservet	Continuel Minte and a sti		

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

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.3	Elect Director Suzuoki, Chikashi	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	l independence to ensure appr	opriate balance of independence and
2.4	Elect Director Yajima, Hiroshi	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	l independence to ensure appr	opriate balance of independence and
2.5	Elect Director Miura, Kensuke	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	l independence to ensure appr	ropriate balance of independence and
6	Elect Director Nozaki, Keisuke	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	l independence to ensure appr	ropriate balance of independence and
7	Elect Director Okada, Kunihiko	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	l independence to ensure appr	ropriate balance of independence and
8	Elect Director Fukaya, Masatoshi	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	l independence to ensure appr	ropriate balance of independence and
	Elect Director and Audit Committee Member Mizushima, Tadashi	Mgmt	For	Against

Kingstone Companies, Inc.

Meeting Date: 08/11/2022	Country: USA Meeting Type: Annual	Ticker: KINS	
		Primary ISIN: US4967191051	Primary SEDOL: B02NVQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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, 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

L.K. Technology Holdings Limited

Meeting Date: 09/06/2022		Country: Cayman Islands Meeting Type: Annual		Ticker: 558	Ticker: 558	
				Primary ISIN: KYG5548P1054	Primary SEDOL: B1FQ7Y2	
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
3A2	Elect Low Seow (Chay as Director	Mgmt	For	Against	
	independence and committee's impa membership could	d objectivity. Also, the a rtiality and effectivenes d hamper the committe	audit committee sho s. Moreover, the re e's impartiality and	ependent non-executive directors to ensure build be fully independent and this director's muneration committee should be independ effectiveness. Lastly, the nomination comm the committee's impartiality and effectivene	s membership could hamper the lent and this director's nittee should be majority	
5A	Approve Issuance Equity-Linked Sec Preemptive Right	curities without	Mgmt	For	Against	
		Any increase in capital c ly and fully justified by		b without pre-emption rights should be und	lertaken in exceptional	
5C	Authorize Reissua Shares	ance of Repurchased	Mgmt	For	Against	
	Voter Rationale: 1 stock.	Freasury stock, when re	-issued without pre	e-emption rights, should be subject to the s	same limitations as newly issued	

La-Z-Boy Incorporated

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify PricewaterhouseCoopers LLP Auditors	as Mgmt	For	Against
		s. Companies that ha	ave had the same auditor for a	s. There is value for investors in gaining new a long period of time should consider a plan or
3	Advisory Vote to Ratify Named Exect Officers' Compensation	utive Mgmt	For	Against
	practice. Also, the remuneration com	mittee should not all prformance of peers.	low vesting of incentive award In addition, severance payme	ce conditions. At least 50% is a minimum good is for below median performance as this is ents should not exceed two times annual pay.
4	Approve Omnibus Stock Plan	Mgmt	For	Against

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

Linde Plc

Meeting Date: 07/25/2022

Country: Ireland Meeting Type: Annual Ticker: LIN

Primary ISIN: IE00BZ12WP82

Primary SEDOL: BZ12WP8

	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Stephen F. Angel	Mgmt	For	Against
	Voter Rationale: Retiring CEOs should responsibility between executive mana		, , ,	ct a proper balance of authority and
1j	Elect Director Robert L. Wood	Mgmt	For	Against
		nies of this size to be a s clear the company h of two men to the boa	at least 25% gender diverse. W ad ample time to prioritse recru	hile the director retirement policy has led 5 uitment and maintain gender diversity on
2a	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	Against
		Companies that have	had the same auditor for a lor	here is value for investors in gaining new ng period of time should consider a plan or
2b	Authorise Board to Fix Remuneration Auditors	of Mgmt	For	Against
		Companies that have	had the same auditor for a lor	here is value for investors in gaining new ng period of time should consider a plan or
3	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against
	practice. In addition, the remuneration	n committee should no erformance of peers.	t allow vesting of incentive aw Moreover, all exceptional award	onditions. At least 50% is a minimum good ards for below median performance as this is should be clearly linked to performance ctors as a normal part of their jobs.
4	Approve Remuneration Report	Mgmt	For	Against
	practice. In addition, the remuneration	n committee should no erformance of peers.	t allow vesting of incentive aw Moreover, all exceptional award	onditions. At least 50% is a minimum good ards for below median performance as this is should be clearly linked to performance ctors as a normal part of their jobs.
6	Adopt Simple Majority Vote	SH	Against	For
	Votor Pationala, Suparmajority, provisi	ons create artificial ba	rriers for shareholders. Majority	v voting should be sufficient to change

Meeting Date: 08/04/2022	Country: USA	Ticker: LPSN	
	Meeting Type: Annual		
		Primary ISIN: US5381461012	Primary SEDOL: 2577052

LivePerson, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director William G. Wesemann	Mgmt	For	Withhold
	the risk of entrenchment. Moreover, direc independence. The audit committee shou impartiality and effectiveness. The comp committee's impartiality and effectivenes	an appropriately fi ctors with long bo Ild be fully indepe ensation committe s. Also, directors a	resh board and reduce the prop ard tenures should not serve o endent and this director's mem ee should be independent and are elected in classes rather th	portion of long standing directors to reduce n committees that require absolute
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against
	•	he equity awards	should be tied to performance	conditions. At least 50% is a minimum go

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
1b	Elect Director Kamakshi Sivaramakr	ishnan Mgmt	For	Against
	and energy to discharge their roles p In addition, directors are elected in a	properly, particularly d classes rather than an	during unexpected company s nually, but shareholders shou	ectorships to ensure they have sufficient time situations requiring substantial amounts of time. uld have the opportunity to communicate with cclassify itself, thereby enhancing accountability.
2	Amend Omnibus Stock Plan	Mgmt	For	Against
	range of corporate restructuring sce	narios and such provis	sions fail to reward performa	lows for accelerated vesting for an overly broad nce. Rather, equity should be rolled forward hat performance conditions are met or if an
4	Advisory Vote to Ratify Named Exec Officers' Compensation	utive Mgmt	For	Against
	considered to be rewarding under pe Larger severance packages should b	erformance of peers. In the subject to a separate	In addition, severance payme te shareholder approval. Also	ards for below median performance as this is ents should not exceed two times annual pay. , incentive awards to executives should include ue over a sufficiently long period of time

Luk Fook Holdings (International) Limited

Meeting Date: 08/18/2022	Country: Bermuda Meeting Type: Annual	Ticker: 590	
		Primary ISIN: BMG5695X1258	Primary SEDOL: 6536156

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by		6 without pre-emption righ	ts should be undertaken in exceptional
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	Voter Rationale: Treasury stock, when re stock.	-issued without pre	e-emption rights, should be	e subject to the same limitations as newly issued

Maeda Kosen Co., Ltd.

Meeting Date		al	Ticker: 7821	Ticker: 7821	
	Meeting Type: Annu	di	Primary ISIN: JP3861250003	Primary SEDOL: B1ZBYD5	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3.1	Appoint Statutory Auditor Mimura, Tomo	Mgmt	For	Against	
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of ove			osely with the independent	
	Appoint Statutory Auditor Funaki, Yukio	Mamt	For	Against	

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.

Mandiant, Inc.

Meeting Date: 07	/07/2022 Country: USA Meeting Type: Annu	al	Ticker: MNDT		
			Primary ISIN: US5626621065	Primary SEDOL: BPH0580	
Proposal			Mgmt	Vote	
Number	Proposal Text	Proponent	Rec	Instruction	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	

Mandiant, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	disclosed and stretching perfo long-term plans; measuring c	ormance targets; performance tri company outcomes against its ap	iggers for equity awards; propriate peer group; and	tly strong. Good practices include: well using different metrics for the short and d setting awards so that executives are not
	compensation packages that	build shareholder value over time	e. In addition, the remun	t the compensation committee designs eration committee should not allow vesting of 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.

Manning & Napier, Inc.

Meeting Date: 08/03/2022	Country: USA Meeting Type: Special	Ticker: MN	
		Primary ISIN: US56382Q1022	Primary SEDOL: B5L94X1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
				er 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.

Mapletree Logistics Trust

Meeting Date: 07/18/2022	Country: Singapore Meeting Type: Annual	Ticker: M44U	
		Primary ISIN: SG1S03926213	Primary SEDOL: B0D6P43

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by t		hout pre-emption rights should be undertaker	n in exceptional

Marks & Spencer Group Plc

Meeting Date: 07/05/2022

Country: United Kingdom Meeting Type: Annual Ticker: MKS

Primary ISIN: GB0031274896

Primary SEDOL: 3127489

Marks & Spencer Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	day of employment with the Compan	y on 5 July 2022. Howe	ver, in line with best practice,	as his notice is set to be served on his last his formal notice should have commenced ven rise to a "notice of notice" scenario.

McKesson Corporation

Meeting Date: 07/22/2022 Country: US Meeting Type		Innual	Ticker: MCK		
			Primary ISIN: US58155Q1031	Primary SEDOL: 2378534	
roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1h	Elect Director Maria Martinez	Mgmt	For	Against	
			o more than one external directorships to ensur uring unexpected company situations requiring		
2	Ratify Deloitte & Touche LLP as Audit	ors Mgmt	For	Against	
		Companies that have	it firm for more than 20 years. There is value for ve had the same auditor for a long period of tin every 10 years.		
3	perspectives on finances and controls	Companies that have buditing firm, ideally	ve had the same auditor for a long period of tin		
3	perspectives on finances and controls tender process for bringing in a new a Advisory Vote to Ratify Named Execu Officers' Compensation Voter Rationale: The remuneration co considered to be rewarding under per Larger severance packages should be	Companies that have buditing firm, ideally tive Mgmt mmittee should not a formance of peers. I subject to a separate	ve had the same auditor for a long period of tin every 10 years.	ne should consider a plan or Against dian performance as this is reed two times annual pay. al awards should be clearly	
3 6	perspectives on finances and controls tender process for bringing in a new a Advisory Vote to Ratify Named Execu Officers' Compensation Voter Rationale: The remuneration co considered to be rewarding under per Larger severance packages should be linked to performance and demonstra	Companies that have buditing firm, ideally tive Mgmt mmittee should not a formance of peers. I subject to a separate	ve had the same auditor [°] for a long period of tin every 10 years. For allow vesting of incentive awards for below mee in addition, severance payments should not exc e shareholder approval. Moreover, all exception	ne should consider a plan or Against dian performance as this is reed two times annual pay. al awards should be clearly	
	perspectives on finances and controls tender process for bringing in a new a Advisory Vote to Ratify Named Execu Officers' Compensation <i>Voter Rationale: The remuneration co</i> <i>considered to be rewarding under per</i> <i>Larger severance packages should be</i> <i>linked to performance and demonstra</i> <i>part of their jobs.</i> Reduce Ownership Threshold for Shareholders to Call Special Meeting	Companies that have buditing firm, ideally tive Mgmt mmittee should not a formance of peers. I subject to a separate te shareholder value SH	ve had the same auditor [®] for a long period of time every 10 years. For allow vesting of incentive awards for below mea in addition, severance payments should not exc the shareholder approval. Moreover, all exception creation in addition to and above that expected	ne should consider a plan or Against dian performance as this is reed two times annual pay. al awards should be clearly d of directors as a normal For	

Mercury NZ Limited

Meeting Date: 09/22/2022	Country: New Zealand Meeting Type: Annual	Ticker: MCY	
		Primary ISIN: NZMRPE0001S2	Primary SEDOL: B8W6K56

Mercury NZ Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Elect Lorraine Witten as Director	Mgmt	For	Against		
	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.					

Mesa Laboratories, Inc.

Meeting Date: 08/26/2022	Country: USA Meeting Type: Annual	Ticker: MLAB	
		Primary ISIN: US59064R1095	Primary SEDOL: 2553814

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: The plan's structure and p disclosed and stretching performance targe long-term plans; measuring company outc rewarded for below-average performance. compensation packages that build shareho performance and demonstrate shareholder jobs. Also, the company should put clawba manipulation of reported indicators or othe	ets; performance to comes against its ap These and other a older value over tim r value creation in a ack provisions in pla	riggers for equity awards; usin ppropriate peer group; and se approaches will ensure that the ne. Moreover, all exceptional a addition to and above that ex ace to enable it to re-coup fur	ng different metrics for the short and etting awards so that executives are not e compensation committee designs awards should be clearly linked to pected of directors as a normal part of their ands should it identify any facts of
3	Ratify Plante & Moran, PLLC as Auditors	Mgmt	For	Against
	Voter Rationale: The company has engage perspectives on finances and controls. Con tender process for bringing in a new auditi	npanies that have i	had the same auditor for a loi	here is value for investors in gaining new ng period of time should consider a plan or

Metcash Limited

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve 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. 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.

Metcash Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4	Approve Grant of Performance Rights to Douglas Jones	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.

Methode Electronics, Inc.

Meeting Date: 09/14/2022		Country: USA Meeting Type: Anr	nual	Ticker: MEI		
				Primary ISIN: US5915202007	Primary SEDOL: 258329	
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director	Walter J. Aspatore	Mgmt	For	Against	
	year's low say- establish comp board tenures	on-pay vote results. The opensation packages that result of the should not serve on comm	compensation commit eward strong perform nittees that require al	rformance because the company has not a ttee should do more to respond to best pra ance and build shareholder value over time bsolute independence. The compensation c e committee's impartiality and effectiveness	ctices in pay that help p. Also, directors with long committee should be	
1d	Elect Director	Brian J. Cadwallader	Mgmt	For	Against	
	year's low say-	on-pay vote results. The o	compensation commit	rformance because the company has not a ttee should do more to respond to best pra ance and build shareholder value over time	ctices in pay that help	
1e	Elect Director	Bruce K. Crowther	Mgmt	For	Against	
	year's low say-	on-pay vote results. The o	compensation commit	rformance because the company has not a tee should do more to respond to best pra ance and build shareholder value over time	ctices in pay that help	
1h	Elect Director	Janie Goddard	Mgmt	For	Against	
				ore than one external directorships to ensu g unexpected company situations requiring		
11	Elect Director	Lawrence B. Skatoff	Mgmt	For	Against	
				serve on committees that require absolute mbership could hamper the committee's im		
2	Approve Omn	bus Stock Plan	Mgmt	For	Against	
	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.					
3	Ratify Ernst &	Young LLP as Auditors	Mgmt	For	Against	
	perspectives of		ompanies that have h	rm for more than 20 years. There is value i nad the same auditor for a long period of ti ry 10 years.		
4	Advisory Vote Officers' Comp	to Ratify Named Executive pensation	e Mgmt	For	Against	
	have expressed times annual p should be cleat	d concerns over compensa ay. Larger severance pack	ation practices in prev kages should be subje	he investors it represents and take action v ious years. In addition, severance paymen oct to a separate shareholder approval. Also reholder value creation in addition to and a	ts should not exceed two , all exceptional awards	

Microchip Technology Incorporated

Meeting Date	e: 08/23/2022 Country: USA Meeting Type: An	nual	Ticker: MCHP	
			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
	appropriate balance of independence ar years lack balance. The nominating con of long standing directors to reduce the	nd objectivity. Also, i nmittee should take risk of entrenchmen endence. The audit	Ild include at least 50% independent non-ex boards where more than a third of directors action to ensure an appropriately fresh boar nt. In addition, directors with long board ten committee should be fully independent and a s.	have served for more than 12 d and reduce the proportion ures should not serve on
1.4	Elect Director Wade F. Meyercord	Mgmt	For	Against
	years lack balance. The nominating con of long standing directors to reduce the committees that require absolute indepo	mittee should take risk of entrenchmer endence. The audit ity and effectivenes:	boards where more than a third of directors action to ensure an appropriately fresh boar nt. In addition, directors with long board ten committee should be fully independent and s. The compensation committee should be in l effectiveness.	d and reduce the proportion ures should not serve on this director's membership
1.6	Elect Director Karen M. Rapp	Mgmt	For	Against
			more than one external directorships to ensu ring unexpected company situations requirin	
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		Companies that have	firm for more than 20 years. There is value e had the same auditor for a long period of t very 10 years.	
3	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	Against
	practice. Also, all exceptional awards sh to and above that expected of directors	ould be clearly linke as a normal part of Id it identify any fac	hould be tied to performance conditions. At ad to performance and demonstrate sharehou their jobs. In addition, the company should ts of manipulation of reported indicators or o	lder value creation in addition put clawback provisions in other bad faith actions which

Milestone Pharmaceuticals Inc.

Meeting Date		try: Canada i ng Type: Annual/Special	Ticker: MIST	
			Primary ISIN: CA59935V1076	Primary SEDOL: BGRX6Q1
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Fioposal Text		Rec	

Milestone Pharmaceuticals Inc.

Proposal	Mgmt	Vote
Number Proposal Text	Proponent Rec	Instruction

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.

deeting Date: 0	19/23/2022 Country: US Meeting Ty		Ticker: MLR	
			Primary ISIN: US6005512040	Primary SEDOL: 2801193
roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Theodore H. Ashfo	ord, III Mgmt	For	Withhold
	Voter Rationale: We voted agains opportunity to approve the auditor		r of the audit committee because shareholder	rs should be given the
1.2	Elect Director A. Russell Chandle	r, III Mgmt	For	Withhold
	could hamper the committee's in membership could hamper the co audit committee because shareho	npartiality and effectiveness committee's impartiality and olders should be given the c	it committee should be fully independent and The compensation committee should be inde effectiveness. Also, we voted against this dire opportunity to approve the auditors annually.	ependent and this director's ctor as a member of the
1.5	Elect Director Richard H. Roberts		For	Withhold
	appropriate balance of independe than 12 years lack balance. The i proportion of long standing direct on committees that require absoi could hamper the committee's in membership could hamper the co	ence and objectivity. In add nominating committee shou tors to reduce the risk of ev lute independence. The aud apartiality and effectiveness committee's impartiality and	Id include at least 50% independent non-exec tion, boards where more than a third of direc Ild take action to ensure an appropriately fres ntrenchment.Moreover, directors with long bo it committee should be fully independent and . The compensation committee should be inde effectiveness.Also, we voted against this dire opportunity to approve the auditors annually.	tors have served for more sh board and reduce the ard tenures should not serve ' this director's membership ependent and this director's
1.6	Elect Director Leigh Walton	Mgmt	For	Withhold
	Voter Rationale: We voted agains opportunity to approve the audito		r of the audit committee because shareholder	rs should be given the
Mimasu	Semiconductor Ind	ustry Co., Lto	l	
Meeting Date: 0	08/26/2022 Country: Ja Meeting Ty		Ticker: 8155	

Primary ISIN: JP3907200004

Primary SEDOL: 6594604

Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
3.1	Appoint Statutory A	Auditor Muraoka, Shozo	o Mgmt	For	Against
		e Kansayaku statutory a a robust system of ove		uld be majority independent and work closely l control.	v with the independent
				_	
3.2	Appoint Statutory A Shusuke		Mgmt	For	Against
	Shusuke Voter Rationale: Th	e Kansayaku statutory a a robust system of ove	auditor board sho rsight and interna	uld be majority independent and work closely	
	Shusuke Voter Rationale: Th directors to ensure Manufacturir 07/21/2022	e Kansayaku statutory a a robust system of ove	auditor board sho rsight and interna	uld be majority independent and work closely	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Amend Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: Incentive awards to reward strong performance and driv share-based awards should be time	re shareholder value ov	er a sufficiently long period of a	
3	Advisory Vote to Ratify Named Exec Officers' Compensation	cutive Mgmt	For	Against
		ments should not exce , on early termination,	ed two times annual pay. Large all share-based awards should	conditions. At least 50% is a minimum good er severance packages should be subject to a be time pro-rated and tested for
4	Ratify PricewaterhouseCoopers LLP Auditors	as Mgmt	For	Against
		ls. Companies that hav	e had the same auditor for a lo	There is value for investors in gaining new ong period of time should consider a plan or

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
1.3	Elect Director Donald Glickman	Mgmt	For	Withhold

Monro, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
				12 years lack balance. The nominating portion of long standing directors to reduce
1.4	Elect Director Lindsay N. Hyde	Mgmt	For	Withhold
	a one-share, one-vote structure. While Solomon, who holds the company's Cla with this director. We expect companie	we understand the ass C Preferred stor to fully respond t than annually, but s	at approval of this conversion w ck, the company did not disclose to shareholder proposals that re shareholders should have the op	pportunity to communicate with directors
2	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against
	shareholder value over a sufficiently lo	ng period of time d	lefined as at least three years. I	ts that reward strong performance and drive In addition, all exceptional awards should be and above that expected of directors as a
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
	Voter Rationale: The company has eng	aged the same au	dit firm for more than 20 years.	There is value for investors in gaining new long period of time should consider a plan or

Naspers Ltd.

Meeting Date: 08/25/2022	Country: South Africa	Ticker: NPN	
	Meeting Type: Annual		
		Primary ISIN: ZAE000015889	Primary SEDOL: 6622691

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6.2	Re-elect Manisha Girotra as Director	Mgmt	For	Against
	Voter Rationale: Executive officers are exp and energy to discharge their roles prope			rships to ensure they have sufficient time tions requiring substantial amounts of time.
7.1	Re-elect Manisha Girotra as Member of the Audit Committee	Mgmt	For	Against
	Voter Rationale: Executive officers are exp			rships to ensure they have sufficient time tions requiring substantial amounts of time.
7.3	Voter Rationale: Executive officers are exp			rships to ensure they have sufficient time tions requiring substantial amounts of time. Against
7.3	Voter Rationale: Executive officers are exp and energy to discharge their roles proper Re-elect Steve Pacak as Member of the	<i>rly, particularly dur</i> Mgmt	<i>ing unexpected company situa</i> For	<i>tions requiring substantial amounts of time.</i> Against

Naspers Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Approve Implementation Report of the Remuneration Report	Mgmt	For	Against
		clearly disclosed	and include robust and str	wards for below median performance. Also, etching performance targets to reward strong
10	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	Against
	decisions that ought to be presented for s	pecific sharehold	ler approval. The company	nd give the board the ability to make major should go back to shareholders with a specific h impaired/enhanced voting rights violates the
11	Authorise Board to Issue Shares for Cash	Mgmt	For	Against
	Voter Rationale: The issuance of shares w	ith impaired/enh	anced voting rights violate	s the principle of one share, one vote.
2	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	Against
	Voter Rationale: Incentive awards to exect reward strong performance and drive sha			de robust and stretching performance targets to d of time.
4	Authorise Repurchase of N Ordinary Shares	Mgmt	For	Against
	Voter Rationale: Any share repurchase requires the second state of the company.	quest in excess of	f 10% should be undertak	en in exceptional circumstances only and be fully
5	Authorise Specific Repurchase of N Ordinary Shares from Holders of N Ordinary Share	Mgmt	For	Against
	Voter Rationale: Any share repurchase requires the second state of the company.	quest in excess of	f 10% should be undertak	en in exceptional circumstances only and be fully
6	Authorise Repurchase of A Ordinary Shares	Mgmt	For	Against
	Voter Rationale: Companies should provid to cast an informed vote.	le sufficient inform	mation at least 21 days in a	advance of the meeting to enable shareholders

National Bank of Greece SA

12

Meeting Date:	07/28/2022 Country: Gre Meeting Typ		Ticker: ETE	
			Primary ISIN: GRS003003035	Primary SEDOL: BG087C6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

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.

Approve Remuneration of Directors Mgmt For Against

Voter Rationale: Retirement benefits should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.

National Bank of Greece SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13	Advisory Vote on Remuneration Report	Mgmt	For	Against
	Voter Rationale: Retirement benefits shou	ld not be granted to no	n-executive directors as this may compromise	their independence

and ability to hold management accountable.

Natus Medical Incorporated

Meeting Date:	07/06/2022 Country: USA Meeting Type: Spe	cial	Ticker: NTUS	
	······································		Primary ISIN: US6390501038	Primary SEDOL: 2771133
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	Voter Rationale: On early termination, all event of a change of control. In addition, value creation in addition to and above to severance is reasonable, there are signifi subject to single-trigger vesting and mos compelling rationale. In light of these con	all exceptional awa hat expected of dire cant concerns arou t performance equi	ards should be clearly linked to performan ectors as a normal part of their jobs. Also nd equity award treatment. Outstanding ty awards will be deemed earned at the i	nce and demonstrate shareholder n, although potential cash equity awards are entirely

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
2	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against
	event of a change of control. Also, all creation in addition to and above that	exceptional awards s expected of directors ompany stock by exec	should be clearly linked to perions is as a normal part of their job	and tested for performance, including in the formance and demonstrate shareholder value s. In addition, companies should establish recutives should be prohibited as it potentially
	severs management alignment with s	hareholder interest.		

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.

NetApp, Inc.

Meeting Date: 09/09/2022

Country: USA Meeting Type: Annual Ticker: NTAP

Primary ISIN: US64110D1046

Primary SEDOL: 2630643

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1i	Elect Director George T. Shaheen	Mgmt	For	Against
			rve on committees that require absolute indep r's membership could hamper the committee'	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	considered to be rewarding under perform	mance of peers. Also, al	esting of incentive awards for below median p I exceptional awards should be clearly linked t that expected of directors as a normal part o	to performance and
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
		mpanies that have had	for more than 20 years. There is value for inv the same auditor for a long period of time sh 10 years.	
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
	Voter Rationale: Holders of significant sha suitable threshold to prevent abuse.	are capital should be en	titled to call a special meeting. A total holding	requirement of 5% is a

NetScout Systems, Inc.

2

Meeting Date: 08/24/2022	Country: USA Meeting Type: Annual	Ticker: NTCT	
		Primary ISIN: US64115T1043	Primary SEDOL: 2447285

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director John R. Egan	Mgmt	For	Withhold

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.

Amend Omnibus Stock Plan M	1gmt	For	Against
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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.

NetScout Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. Also, the remuneration committe considered to be rewarding under perform Larger severance packages should be sub awards should be time pro-rated and test	ee should not allow vest nance of peers. In addit nject to a separate share ed for performance, inc ed to performance and c	be tied to performance conditions. At least 50 ing of incentive awards for below median perf ion, severance payments should not exceed to sholder approval. Moreover, on early termination luding in the event of a change of control. Fur lemonstrate shareholder value creation in add	formance as this is wo times annual pay. on, all share-based thermore, all
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
		mpanies that have had	for more than 20 years. There is value for inve the same auditor for a long period of time sho 10 years.	

NextGen Healthcare, Inc.

Meeting Date: 08/17/2022	Country: USA Meeting Type: Annual	Ticker: NXGN	
	2 //	Primary ISIN: US65343C1027	Primary SEDOL: BF5L3D6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Craig A. Barbarosh	Mgmt	For	Against
				mpany has not adequately responded to last investors it represents and take action on
1b	Elect Director George H. Bristol	Mgmt	For	Against
	2			require absolute independence. The audit e committee's impartiality and effectiveness.
1d	Elect Director Julie D. Klapstein	Mgmt	For	Against
				mpany has not adequately responded to last investors it represents and take action on
1f	Elect Director Geraldine McGinty	Mgmt	For	Against
	Voter Rationale: Executive pay is not i	n line with company	performance because the con	mpany has not adequately responded to last

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.

NextGen Healthcare, Inc.

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 re	esults are not sufficiently strong. Good practic	es 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.

NIKE, Inc.

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

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Elect Director Alan B. Graf, Jr.	Mgmt	For	Withhold
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
long-term plans; measuring company out rewarded for below-average performance compensation packages that build shareh to performance conditions. At least 50% incentive awards for below median perfor exceptional awards should be clearly linke	comes against its a . These and other older value over ti is a minimum good mance as this is co ed to performance	appropriate peer group; and set approaches will ensure that the me. Furthermore, a larger perce I practice. Also, the remuneration posidered to be rewarding unde	ting awards so that executives are not e compensation committee designs entage of the equity awards should be tied on committee should not allow vesting of r performance of peers. In addition, all
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
perspectives on finances and controls. Co	mpanies that have	had the same auditor for a lon	
Adopt a Policy on China Sourcing	SH	Against	Abstain
	Voter Rationale: Directors with long board committee should be fully independent and Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The plan's structure and disclosed and stretching performance targ long-term plans; measuring company out rewarded for below-average performance compensation packages that build shareh to performance conditions. At least 50% of incentive awards for below median perfor exceptional awards should be clearly linke expected of directors as a normal part of Ratify PricewaterhouseCoopers LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Co- tender process for bringing in a new audit	 Voter Rationale: Directors with long board tenures should ne committee should be fully independent and this director's management of the should be fully independent and this director's management of the should be fully independent and this director's management of the should be fully independent and this director's management of the should be fully independent and this director's management of the should be fully independent and this director's management of the should be fully independent and this director's management of the should be fully independent and this director's management of the should be fully independent and the should be fully independent and the should be fully independent of the same audit of the same audit perspectives on finances and controls. Companies that have tender process for bringing in a new auditing firm, ideally entities of the same auditing firm, ideally entities of the same auditing firm. 	Voter Rationale: Directors with long board tenures should not serve on committees that recommittee should be fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and this director's membership could hamper the conditions of the fully independent and pay-for-performance results are not sufficiently statisticated for below-average performance. These and other approaches will ensure that the compensation packages that build shareholder value over time. Furthermore, a larger percent to performance conditions. At least 50% is a minimum good practice. Also, the remuneration incentive awards for below median performance as this is considered to be rewarding under exceptional awards should be clearly linked to performance and demonstrate shareholder value exceptional awards should be clearly linked to performance and demonstrate shareholder value exceptional awards should be clearly linked to performance and demonstrate shareholder value exceptional awards and should be clearly linked to performance and demonstrate shareholder value exceptional awards anormal part of their jobs. Rati

NortonLifeLock Inc. Country: USA Ticker: NLOK Meeting Date: 09/13/2022 Country: USA Ticker: NLOK Meeting Type: Annual Primary ISIN: US6687711084 Primary SEDOL: BJN4XN5

NortonLifeLock Inc.

umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Frank E. Dangeard	Mgmt	For	Against
	Voter Rationale: Directors with long bo committee should be fully independent Also, directors are expected to hold on discharge their role properly, particular	and this director's n ly a small number of	nembership could hamper the co directorships and ensure they ha	mmittee's impartiality and effectiveness. ave sufficient time and energy to
3	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	Against
	considered to be rewarding under perfo business or in the role and responsibilit	ormance of peers. Al ies of executive dire	so, significant salary increases sl ctors In addition, all exceptional	for below median performance as this is hould be linked to material changes in the awards should be clearly linked to ected of directors as a normal part of their
	performance and demonstrate shareho jobs.			
5	•	SH	Against	For

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
	appropriate balance of independence a than 12 years lack balance. The nomin proportion of long standing directors to serve on committees that require abso	and objectivity. Furth ating committee sho o reduce the risk of e lute independence. T tee's impartiality and	ermore, boards where more buld take action to ensure an entrenchment. Moreover, dire The audit committee should L d effectiveness. The compens	ation committee should be independent and
1.3	Elect Director Patricia M. Hollister	Mgmt	For	Withhold
	appropriate balance of independence a than 12 years lack balance. The nomin proportion of long standing directors to serve on committees that require abso	and objectivity. Furth ating committee sho o reduce the risk of e lute independence. T tee's impartiality and	ermore, boards where more buld take action to ensure an entrenchment. Moreover, dire The audit committee should b d effectiveness. The compens	pendent non-executive directors to ensure than a third of directors have served for more appropriately fresh board and reduce the ctors with long board tenures should not pe fully independent and this director's ation committee should be independent and

this director's membership could hamper the committee's impartiality and effectiveness.

NVE Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	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. 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.

Omega Flex, Inc.

Meeting Date	ate: 07/12/2022 Country: USA Meeting Type: Annual		Ticker: OFLX	
			Primary ISIN: US6820951043	Primary SEDOL: B0FPH75
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director J. Nicholas Fill	ler Mgmt	For	Withhold
	appropriate balance of indep years lack balance. The nom of long standing directors to independent to serve on key tenures should not serve on this director's membership co independent and this directo not sufficiently independent and raises questions about a	pendence and objectivity. Also, inating committee should take reduce the risk of entrenchme board committees and should committees that require absol ould hamper the committee's i r's membership could hamper to serve as the independent le pudit committee effectiveness i	uld include at least 50% independent non-exe boards where more than a third of directors action to ensure an appropriately fresh boar ent. In addition, executives from acquired con d be considered affiliated directors. Moreover, lute independence. The audit committee shou impartiality and effectiveness. The compensat the committee's impartiality and effectiveness ead director. Lastly, the lack of a robust anti-p in carrying out its risk oversight function. We pledging of company shares by executives.	have served for more than 12 d and reduce the proportion npanies are not sufficiently directors with long board did be fully independent and tion committee should be s. Furthermore, this director is ledging policy is concerning
1.2	Elect Director Derek W. Glan	nvill Mgmt	For	Withhold

Open Text Corporation

Meeting Date: 09/15/2022 Country: Canada Meeting Type: Ar			Ticker: OTEX	
			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
Voter Rationale: For widely held companies, the board should in appropriate balance of independence and objectivity. Also, boar years lack balance. The nominating committee should take action of long standing directors to reduce the risk of entrenchment.		boards where more than a third of directors l action to ensure an appropriately fresh board	have served for more than 12	

Open Text Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Randy Fowlie	Mgmt	For	Against
	appropriate balance of independence and years lack balance. The nominating con of long standing directors to reduce the	nd objectivity. Also, I nmittee should take risk of entrenchmel endence. The audit	boards where more than a th action to ensure an appropria nt. In addition, directors with committee should be fully ind	pendent non-executive directors to ensure ird of directors have served for more than 12 ately fresh board and reduce the proportion long board tenures should not serve on lependent and this director's membership
1.5	Elect Director Gail E. Hamilton	Mgmt	For	Against
	appropriate balance of independence al	nd objectivity. Also, l nmittee should take	boards where more than a th action to ensure an appropria	nendent non-executive directors to ensure ird of directors have served for more than 12 ately fresh board and reduce the proportion
1.8	Elect Director Stephen J. Sadler	Mgmt	For	Against
	appropriate balance of independence al	nd objectivity. Also, I nmittee should take	boards where more than a thi action to ensure an appropria	endent non-executive directors to ensure ird of directors have served for more than 12 ately fresh board and reduce the proportion
1.9	Elect Director Michael Slaunwhite	Mgmt	For	Against
	appropriate balance of independence al	nd objectivity. Also, I nmittee should take	boards where more than a thi action to ensure an appropria	pendent non-executive directors to ensure ird of directors have served for more than 12 ately fresh board and reduce the proportion
1.10	Elect Director Katharine B. Stevenson	Mgmt	For	Against
	appropriate balance of independence and years lack balance. The nominating con of long standing directors to reduce the	nd objectivity. Also, I nmittee should take risk of entrenchmei endence. The audit of	boards where more than a th action to ensure an appropria nt. In addition, directors with committee should be fully ind	nendent non-executive directors to ensure ird of directors have served for more than 12 stely fresh board and reduce the proportion long board tenures should not serve on lependent and this director's membership
3	Advisory Vote on Executive Compensat Approach	on Mgmt	For	Against
	rewarded for below-average performanc compensation packages that build share incentive awards for below median perf	rgets; performance utcomes against its ce. These and other cholder value over to ormance as this is co	triggers for equity awards; appropriate peer group; and s approaches will ensure that t me. Also, the remuneration co onsidered to be rewarding un	sing different metrics for the short and setting awards so that executives are not the compensation committee designs

OPKO Health, Inc.

Meeting Date		y: USA Ticker: C g Type: Annual	Ticker: OPK		
		Primary	ISIN: US68375N1037 Primary SEDOL: 2115902		
Proposal Number	Proposal Text	Mgmt Proponent Rec	Vote Instruction		

OPKO Health, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
				lirectorships to ensure they have sufficient time / situations requiring substantial amounts of time.
1.11	Elect Director John A. Paganelli	Mgmt	For	Withhold
	appropriate balance of independence than 12 years lack balance. The nom proportion of long standing directors serve on committees that require abs under review, support is warranted a	and objectivity. Furthe inating committee shou to reduce the risk of evolute independence. G t this time and the mat dent to serve on key bo	ermore, boards where mo uld take action to ensure ntrenchment. Moreover, o ïven that there has been tter will be kept under rev pard committees. The au	lependent non-executive directors to ensure ore than a third of directors have served for more an appropriately fresh board and reduce the directors with long board tenures should not meaningful board refreshment during the year view. However, former employees or company dit committee should be fully independent and ess.
2	Advisory Vote to Ratify Named Execu Officers' Compensation	itive Mgmt	For	Against
	practice. Also, on early termination, a event of a change of control. In addit performance targets to reward strong company should put clawback provisi indicators or other bad faith actions v	Il share-based awards tion, incentive awards t performance and driv ons in place to enable which were detrimental on hedging of compar	should be time pro-rated to executives should be c te shareholder value over it to re-coup funds shoul to the long-term interes ny stock by executives. H	ance conditions. At least 50% is a minimum good l and tested for performance, including in the learly disclosed and include robust and stretching a sufficiently long period of time. Moreover, the d it identify any facts of manipulation of reported ts of its shareholders. Furthermore, companies redging activity by executives should be
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	incentive strategy and is not aligned overly broad range of corporate restr rolled forward into any successor con met or if an executive loses his job. I stretching performance targets to rev Furthermore, on early termination, al event of a change of control. Moreow	with the interests of sh ucturing scenarios and npany, or vest in a time n addition, incentive av vard strong performand I share-based awards s er, the company should	areholders. Also, the pla such provisions fail to re e-apportioned fashion on wards to executives shou ce and drive shareholder should be time pro-rated f put clawback provisions	price has fallen undermines any employee in improperly allows for accelerated vesting for an ward performance. Rather, equity should be by to the extent that performance conditions are ld be clearly disclosed and include robust and value over a sufficiently long period of time. and tested for performance, including in the in place to enable it to re-coup funds should it hich were detrimental to the long-term interests

Orion Energy Systems, Inc.

Meeting Date: 08/04/2022 Country: USA Meeting Type: An		al	Ticker: OESX	
			Primary ISIN: US686275	Primary SEDOL: B29W5V6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: A larger percentage of th practice. In addition, significant salary inc responsibilities of executive directors. Mon packages should be subject to a separate	reases should be li reover, severance p	inked to material changes in the b payments should not exceed two t	pusiness or in the role and
4	Other Business	Mgmt	For	Against
	Voter Rationale: Any Other Business shou	ld not be a voting	item.	

Pacific Textiles Holdings Limited

Meeting Date: 08/11/2022		Country: Cayman Is Meeting Type: Ann		Ticker: 1382	
				Primary ISIN: KYG6861	21032 Primary SEDOL: B1WMLF2
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
3b	Elect Chan Yue Director	Kwong, Michael as	Mgmt	For	Against
	independence au hamper the com director's memb majority indepen expected to holo	nd objectivity. Additional mittee's impartiality and ership could hamper the adent and this director's I only a small number of	ly, the audit comi effectiveness. Mo committee's impa membership could directorships and	reover, the remuneration committe artiality and effectiveness. Likewise,	and this director's membership could see should be independent and this the nomination committee should be lity and effectiveness. Also, directors are and energy to discharge their role
3c	Elect Ng Ching	Wah as Director	Mgmt	For	Against
	independence a hamper the com director's memb majority indeper	nd objectivity. Additional mittee's impartiality and ership could hamper the ndent and this director's	ly, the audit comi effectiveness. Mo committee's impa membership could	reover, the remuneration committe artiality and effectiveness. Likewise, d hamper the committee's impartia	and this director's membership could
5	Approve Issuan Equity-Linked S Preemptive Righ	ecurities without	Mgmt	For	Against
	Voter Rationale: to cast an inform		ide sufficient infor	mation at least 21 days in advance	of the meeting to enable shareholders
7	Authorize Reissi Shares	ance of Repurchased	Mgmt	For	Against
	Voter Rationale: stock.	Treasury stock, when re	e-issued without p	re-emption rights, should be subjec	ct to the same limitations as newly issued

Pan Pacific International Holdings Corp.

Meeting Date: 09/28/2022	Country: Japan Meeting Type: Annual	Ticker: 7532	
		Primary ISIN: JP3639650005	Primary SEDOL: 6269861

	Proponent	Rec	Instruction
Elect Director Matsumoto, Kazuhiro	Mgmt	For	Against
Voter Rationale: The board should est objectivity.	ablish one-third boar	rd independence to ensure appro	ppriate balance of independence and
Elect Director Sekiguchi, Kenji	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	Voter Rationale: The board should establish one-third boar objectivity.	Voter Rationale: The board should establish one-third board independence to ensure appro objectivity.

Pan Pacific International Holdings Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.4	Elect Director Moriya, Hideki	Mgmt	For	Against
	Voter Rationale: The board should ex objectivity.	stablish one-third board	l independence to ensur	e appropriate balance of independence and
3.5	Elect Director Ishii, Yuji	Mgmt	For	Against
	Voter Rationale: The board should ex objectivity.	stablish one-third board	l independence to ensur	e appropriate balance of independence and
3.6	Elect Director Shimizu, Keita	Mgmt	For	Against
	Voter Rationale: The board should ex objectivity.	stablish one-third board	l independence to ensur	e appropriate balance of independence and
3.7	Elect Director Ninomiya, Hitomi	Mgmt	For	Against
	Voter Rationale: The board should ex objectivity.	stablish one-third board	l independence to ensur	e appropriate balance of independence and
3.8	Elect Director Kubo, Isao	Mgmt	For	Against
	Voter Rationale: The board should ex objectivity.	stablish one-third board	l independence to ensur	e appropriate balance of independence and
3.9	Elect Director Yasuda, Takao	Mgmt	For	Against
	Voter Rationale: The board should es objectivity.	stablish one-third board	l independence to ensur	e appropriate balance of independence and

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
	appropriate balance of independence that require absolute independence. the committee's impartiality and effe	e and objectivity. Furt The audit committee octiveness. The compe- tiality and effectivene the committee's imp	hermore, directors with long b should be fully independent an ensation committee should be ir ess. The nomination committee	endent non-executive directors to ensure bard tenures should not serve on committees ad this director's membership could hamper independent and this director's membership should be majority independent and this pover, this director is not sufficiently
1b	Elect Director Emily J. Groehl	Mgmt	For	Against
	appropriate balance of independence independent to serve on key board o	e and objectivity. More committees. The audit	eover, former employees or con t committee should be fully inde	endent non-executive directors to ensure npany founders are not sufficiently ependent and this director's membership ea should be independent and this director's

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.

Park Aerospace Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1e	Elect Director Carl W. Smith	Mgmt	For	Against
	appropriate balance of independence of independent to serve on key board co could hamper the committee's imparti membership could hamper the commi and this director's membership could l	and objectivity. Moreo mmittees. The audit c ality and effectiveness ttee's impartiality and namper the committee dards, the audit comm	wer, former employees committee should be fu s. The compensation co effectiveness. The noi e's impartiality and effe	6 independent non-executive directors to ensure or company founders are not sufficiently ully independent and this director's membership committee should be independent and this director's mination committee should be majority independent ectiveness. Also, in the context of increasingly embers who have a good and recent understanding
1g	Elect Director Steven T. Warshaw	Mgmt	For	Against
	appropriate balance of independence of that require absolute independence. T the committee's impartiality and effect	and objectivity. Furthe The audit committee si The compen. Ality and effectiveness	ermore, directors with hould be fully independ sation committee shou s. The nomination com	6 independent non-executive directors to ensure long board tenures should not serve on committees dent and this director's membership could hamper Id be independent and this director's membership mittee should be majority independent and this S.
2	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against
	practice. In addition, the company sh manipulation of reported indicators or	ould put clawback pro other bad faith action and disclose a policy	ovisions in place to ena ns which were detrimen on hedging of compan	mance conditions. At least 50% is a minimum good bble it to re-coup funds should it identify any facts of ntal to the long-term interests of its shareholders. y stock by executives. Hedging activity by ith shareholder interest.

Pasona Group, Inc.

Meeting Date: 08/19/2022	Country: Japan Meeting Type: Annual	Ticker: 2168	
		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

Voter Rationale: In-person shareholder meetings enable essential scruitiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.

PATTERSON COMPANIES, INC.

Meeting Date	•	ISA y pe: Annual	Ticker: PDCO	
		-	Primary ISIN: US7033951036	Primary SEDOL: 2672689
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1f	Elect Director Ellen A. Rudnick	Mgmt	For	Against

PATTERSON COMPANIES, INC.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
			ve on committees that require absolute indep r's membership could hamper the committee's			
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 Meeting Type: Special	Ticker: PCSB	
		Primary ISIN: US69324R1041	Primary SEDOL: BF20LN2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	Voter Rationale: On early termination, all	l share-based a	awards should be time pro-rated	and tested for performance, including in the

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.

Perfect Medical Health Management Limited

Meeting Date: 08/12/2022	Country: Cayman Islands Meeting Type: Annual	Ticker: 1830	
		Primary ISIN: KYG7013H1056	Primary SEDOL: B7F0L00

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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.			
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.			
8	Adopt Amended and Restated Memorandum and Articles of Association	Mgmt	For	Against

Voter Rationale: Changes in company's articles or by-laws should not erode shareholder rights.

Perfect Medical Health Management Limited

Meeting Date	Ieeting Date: 08/26/2022 Country: Cayman Isl Meeting Type: Extra		Ticker: 1830	
			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 Transaction	Mgmt ns	For	Against
	ability to hold management accountable directors as this may compromise their share-based awards should be time pro	e. Variable remuneration a independence and ability -rated and tested for perf disclosed and include robu	cutive directors as this may compromise and equity incentives should not be grant to hold management accountable. On ea formance, including in the event of a cha ust and stretching performance targets to e.	ted to non-executive arly termination, all nge of control. Incentive

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
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		eptional awards should	ould be time pro-rated and tested for perform be clearly linked to performance and demons normal part of their jobs.	
4	Approve Restricted Stock Plan	Mgmt	For	Against
	disclosed and stretching performance targ metrics for the short and long-term plans; that executives are not rewarded for below committee designs compensation package be clearly disclosed and include robust and	ets; performance less measuring company of w-average performance that build sharehold d stretching performan o, on early termination	esults are not sufficiently strong. Good practice than p/greater than Triggers for equity awards outcomes against its appropriate peer group; a e. These and other approaches will ensure tha er value over time. In addition, incentive award the targets to reward strong performance and , all share-based awards should be time pro-ra	s; using different and setting awards so t the compensation ds to executives should drive shareholder value

PFSweb, Inc.

Meeting Date: 08/23/2022	Country: USA Meeting Type: Annual	Ticker: PFSW	
		Primary ISIN: US7170982067	Primary SEDOL: 2524296

PFSweb, Inc.

	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director David I. Beatson	Mgmt	For	Against
	committee should be fully independer	nt and this director's r	not serve on committees that require absolute nembership could hamper the committee's imp his director's membership could hamper the c	partiality and effectiveness.
2	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against
	event of a change of control. In addit value creation in addition to and abov executives should be clearly disclosed shareholder value over a sufficiently l performance targets that reward strow least three years. Also, the company of manipulation of reported indicators	ion, all exceptional av re that expected of di l and include robust a ong period of time Fu ng performance and c should put clawback p or other bad faith ac d disclose a policy on	rds should be time pro-rated and tested for per- vards should be clearly linked to performance of rectors as a normal part of their jobs. Moreover, and stretching performance targets to reward s rthermore, incentive awards to executives sho drive shareholder value over a sufficiently long provisions in place to enable it to re-coup fund tions which were detrimental to the long-term hedging of company stock by executives. Hea lignment with shareholder interest.	and demonstrate shareholder er, incentive awards to trong performance and drive uld include robust period of time defined as at s should it identify any facts in interests of its shareholders
		on Mgmt	For	Against
3	Amend Shareholder Rights Plan (Pois Pill)	on Fight		
	Pill) Voter Rationale: Where poison pills an oversight, and be of a limited duration	e adopted, they shou	ld be approved by shareholders prior to deplo	yment, include independent
Plantro	Pill) Voter Rationale: Where poison pills an oversight, and be of a limited duration nics, Inc.	e adopted, they shou	ld be approved by shareholders prior to deplo	yment, include independent
Plantro	Pill) Voter Rationale: Where poison pills an oversight, and be of a limited duration nics, Inc.	e adopted, they shou n.		yment, include independent
	Pill) Voter Rationale: Where poison pills an oversight, and be of a limited duration nics, Inc. : 08/22/2022 Country: USA	e adopted, they shou n.	ld be approved by shareholders prior to deplo	yment, include independent Primary SEDOL: 269203

Proposal Text Instruction Number Proponent Rec 1.2 Elect Director Brian Dexheimer Mgmt For Against 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. 1.3 Elect Director Robert Hagerty Mgmt For Against 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. 1.4 Elect Director Gregg Hammann Mgmt For Against 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.

Plantronics, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.7	Elect Director Marshall Mohr	Mgmt	For	Against
	appropriate balance of independence years lack balance. The nominating of long standing directors to reduce	e and objectivity. Also committee should tak the risk of entrenchn dependence. The aud	n, boards where more than a t ^h ir re action to ensure an appropriat nent. Moreover, directors with lon it committee should be fully inde	endent non-executive directors to ensure d of directors have served for more than 12 ely fresh board and reduce the proportion ng board tenures should not serve on pendent and this director's membership
1.10	Elect Director Marv Tseu	Mgmt	For	Against
2	appropriate balance of independence	e and objectivity. Also committee should tak the risk of entrenchm	, boards where more than a thin e action to ensure an appropriat	endent non-executive directors to ensure d of directors have served for more than 12 rely fresh board and reduce the proportion Against
	Auditors			
		ols. Companies that ha	ve had the same auditor for a lo	There is value for investors in gaining new ng period of time should consider a plan or
3	Advisory Vote to Ratify Named Exec Officers' Compensation	cutive Mgmt	For	Against
	considered to be rewarding under p	erformance of peers. tion in addition to and	Also, all exceptional awards shou I above that expected of director	s for below median performance as this is Ild be clearly linked to performance and rs as a normal part of their jobs. Moreover, ong performance and drive shareholder

PlayAGS, Inc.

Meeting Date	:: 07/01/2022 Country: USA Meeting Type	: Annual	Ticker: AGS	
			Primary ISIN: US72814N1046	Primary SEDOL: BFNJ8L
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Director Adam Chibib	Mgmt	For	Withhold
	to shareholder approval. Specifically, the requirement to enact certain changes to shareholder rights. Also, directors are e		ncorporation should not erode shareholders' n emove, or subject to a sunset requirement, th uments and the classified board, each of whic her than annually, but shareholders should ha The board should take immediate steps to de	he supermajority vote h adversely impacts ve the opportunity to
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	such provisions fail to reward perfo time-apportioned fashion only to th could lead to excessive dilution. Mo stretching performance targets to re the company should put clawback p	rmance. Rather, equity s. e extent that performan reover, incentive awards eward strong performan provisions in place to ena	vesting for an overly broad range of corporat hould be rolled forward into any successor co ce conditions are met or if an executive loses to executives should be clearly disclosed and ce and drive shareholder value over a sufficie, able it to re-coup funds should it identify any etrimental to the long-term interests of its sha	mpany, or vest in a his job. In addition, this plan l include robust and ntly long period of time. Also, facts of manipulation of

	08/02/2022 Country: US Meeting Typ		Ticker: PBH	
			Primary ISIN: US74112D1019	Primary SEDOL: B0650P3
roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director John E. Byom	Mgmt	For	Withhold
	committee should be fully indepe The compensation committee sho	ndent and this director's mo build be independent and th	t serve on committees that require absolute embership could hamper the committee's imp is director's membership could hamper the co Int to serve as the independent lead director.	partiality and effectiveness.
2	Ratify PricewaterhouseCoopers L Auditors	LP as Mgmt	For	Against
		trols. Companies that have	firm for more than 20 years. There is value fo had the same auditor for a long period of tin yery 10 years.	
Proto La	bs, Inc.			
Meeting Date: (08/29/2022 Country: US Meeting Typ		Ticker: PRLB	
			Primary ISIN: US7437131094	Primary SEDOL: B6T6J81
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	•		For	Against
1	Approve Omnibus Stock Plan	Mgmt		
	Voter Rationale: Incentive awards reward strong performance and o share-based awards should be tir	s to executives should be cl drive shareholder value over	early disclosed and include robust and stretch r a sufficiently long period of time. In addition performance, including in the event of a cha	hing performance targets to a, on early termination, all
	Voter Rationale: Incentive awards reward strong performance and c share-based awards should be tin DESS Parks, Inc. 07/15/2022 Country: US	s to executives should be cl drive shareholder value over me pro-rated and tested for A	early disclosed and include robust and stretcr r a sufficiently long period of time. In addition	hing performance targets to h, on early termination, all
PS Busin	Voter Rationale: Incentive awards reward strong performance and c share-based awards should be tir	s to executives should be cl drive shareholder value over me pro-rated and tested for A	early disclosed and include robust and stretc r a sufficiently long period of time. In addition performance, including in the event of a cha	hing performance targets to h, on early termination, all
PS Busin	Voter Rationale: Incentive awards reward strong performance and c share-based awards should be tin DESS Parks, Inc. 07/15/2022 Country: US	s to executives should be cl drive shareholder value over me pro-rated and tested for A	early disclosed and include robust and stretco r a sufficiently long period of time. In addition performance, including in the event of a cha Ticker: PSB	hing performance targets to a, on early termination, all nge of control.
PS Busin Meeting Date: (Proposal	Voter Rationale: Incentive awards reward strong performance and c share-based awards should be tin DESS Parks, Inc. 07/15/2022 Country: US	s to executives should be cl drive shareholder value over me pro-rated and tested for A	early disclosed and include robust and stretco r a sufficiently long period of time. In addition performance, including in the event of a cha Ticker: PSB	hing performance targets to a, on early termination, all nge of control.
PS Busin	Voter Rationale: Incentive awards reward strong performance and c share-based awards should be tir DESS Parks, Inc. D7/15/2022 Country: US Meeting Typ	A pe: Special Proponent	early disclosed and include robust and stretco r a sufficiently long period of time. In addition performance, including in the event of a cha Ticker: PSB Primary ISIN: US69360J1079 Mgmt	hing performance targets to a, on early termination, all nge of control. Primary SEDOL: 2707956 Vote

Psychemedics Corporation

Meeting Date:	•••	2/2022 Country: USA Meeting Type: Annual		
			Primary ISIN: US7443752057	Primary SEDOL: 2974761
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Peter H. Kamin	Mgmt	For	Withhold
			l number of directorships and ensure they hav ted company situations requiring substantial a	
2	Advisory Vote to Ratify Named Exect Officers' Compensation	utive Mgmt	For	Against
	bad faith actions which were detrime			
Qorvo,] Meeting Date:	disclose a policy on hedging of comp severs management alignment with s	any stock by executive	Ticker: QRVO	
	disclose a policy on hedging of comp severs management alignment with s	pany stock by executive shareholder interest.	es. Hedging activity by executives should be pr Ticker: QRVO	ohibited as it potentially
	disclose a policy on hedging of comp severs management alignment with s Inc. : 08/09/2022 Country: USA	pany stock by executive shareholder interest.	es. Hedging activity by executives should be pr	
	disclose a policy on hedging of comp severs management alignment with s Inc. : 08/09/2022 Country: USA	pany stock by executive shareholder interest.	es. Hedging activity by executives should be pr Ticker: QRVO	ohibited as it potentially
Meeting Date: Proposal	disclose a policy on hedging of comp severs management alignment with s Inc. : 08/09/2022 Country: USA Meeting Type:	pany stock by executive shareholder interest. Annual	es. Hedging activity by executives should be pr Ticker: QRVO Primary ISIN: US74736K1016 Mgmt	Vote
Meeting Date: Proposal Number	disclose a policy on hedging of comp severs management alignment with a Inc. : 08/09/2022 Country: USA Meeting Type: Proposal Text Elect Director Ralph G. Quinsey Voter Rationale: Former employees c audit committee should be fully indeg effectiveness. Also, we expect compa	Annual Proponent Mgmt procompany founders ar pendent and this direct anies to have policies in	es. Hedging activity by executives should be pr Ticker: QRVO Primary ISIN: US74736K1016 Mgmt Rec	Primary SEDOL: BR9YYP4 Vote Instruction Against Voor Committees. The e's impartiality and on the board. Our minimum
Meeting Date: Proposal Number	disclose a policy on hedging of comp severs management alignment with a Inc. : 08/09/2022 Country: USA Meeting Type: Proposal Text Elect Director Ralph G. Quinsey Voter Rationale: Former employees of audit committee should be fully indeg effectiveness. Also, we expect compa expectation is that female directors of	Annual Proponent Mgmt procompany founders ar pendent and this direct anies to have policies in	 Hedging activity by executives should be presented by the present of the present of	Primary SEDOL: BR9YYP4 Vote Instruction Against Voord committees. The e's impartiality and on the board. Our minimum

RBC Bearings Incorporated

Meeting Date: 09/08/2022	Country: USA	Ticker: ROLL	
	Meeting Type: Annual		
		Primary ISIN: US75524B1044	Primary SEDOL: B0GLYB5

RBC Bearings Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
				ciently strong. Good practices include: well ords; 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 Meeting Type: Annual	Ticker: RICK	
		Primary ISIN: US74934Q1085	Primary SEDOL: BQ0QT80

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Luke Lirot	Mgmt	For	Withhold
	Voter Rationale: Directors with long bo compensation committee should be inc effectiveness.			, ,
1.4	Elect Director Yura Barabash	Mgmt	For	Withhold
	Voter Rationale: The audit committee i other serious problems are indicative c		2,	and accounts. Substantial restatements or mmittee.
.5	Elect Director Elaine J. Martin	Mgmt	For	Withhold
	Voter Rationale: The audit committee i other serious problems are indicative c			and accounts. Substantial restatements or mmittee.
L.6	Elect Director Arthur Allan Priaulx	Mgmt	For	Withhold
	Voter Rationale: The audit committee i other serious problems are indicative o		2,	

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.

RCI Hospitality Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	executive directors In addition, the compa any facts of manipulation of reported indic shareholders All exceptional awards shoul to and above that expected of directors as	ny should put clawback cators or other bad faith d be clearly linked to pe s a normal part of their	paterial changes in the business or in the role provisions in place to enable it to re-coup fur actions which were detrimental to the long-to rformance and demonstrate shareholder value iobs. Also, companies should establish and dis cutives should be prohibited as it potentially s	nds should it identify erm interests of its e creation in addition sclose a policy on
5	Other Business	Mgmt	For	Against
	Voter Rationale: Any Other Business should	ld not be a voting item.		

Reliance Industries Ltd.

Meeting Date: 08/29/2022	Country: India Meeting Type: Annual	Ticker: 500325	
		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
	Voter Rationale: We applaud the timescal	e and amhition of the	company's scope 1&2 targets however requi	re companies in this

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.

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
5	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	For	Against
	Voter Rationale: Shareholders should be gi	iven relevant and	sufficient information to	make an informed decision.
12	Approve Compensation of Marc Heriard Dubreuil, Chairman of the Board	Mgmt	For	Against
	Voter Rationale: All cash or share-based au	wards and navme	nts that fall outside the o	company's remuneration policy should require

Voter Rationale: All cash or share-based awards and payments that fall outside the company's remuneration policy should require ex-ante shareholder approval.

Remy Cointreau SA

roposal umber	Proposal Text F	Proponent	Mgmt Rec	Vote Instruction
13	Approve Compensation of Eric Vallat, CEO N	1gmt	For	Against
	Voter Rationale: Incentive awards to execute reward strong performance and drive share introducing deferral element and clawback p Moreover, substantial pay-outs under incent targets may warrant vesting of only a small	nolder value ove provisions to the ive schemes sho	r a sufficiently long period of t short- and long-term incentive puld only be available for super	ime. Also, companies should consider e schemes in line with market best practice.
14	Approve Remuneration Policy of Chairman N of the Board	1gmt	For	Against
	Voter Rationale: Incentive awards to executi reward strong performance and drive share			
15	Approve Remuneration Policy of CEO	1gmt	For	Against
	Voter Rationale: Incentive awards to executi reward strong performance and drive sharel introducing deferral element and clawback p Additionally, all exceptional awards should b and above that expected of directors as a ne	holder value ove provisions to the e clearly linked	er a sufficiently long period of the short- and long-term incentive to performance and demonstration to the short of the s	time. Also, companies should consider e schemes in line with market best practice.
21	Authorize Issuance of Equity or R Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 15 Million	1gmt	For	Against
	Voter Rationale: Any increase in capital of gi circumstances only and fully justified by the		b without pre-emption rights si	hould be undertaken in exceptional
22	Approve Issuance of Equity or P Equity-Linked Securities for up to 20 Percent of Issued Capital Per Year for Private Placements	1gmt	For	Against
	Voter Rationale: Any increase in capital of ga circumstances only and fully justified by the		b without pre-emption rights si	hould be undertaken in exceptional
23	Authorize Board to Increase Capital in the N Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	1gmt	For	Against
	Voter Rationale: Any increase in capital of gu circumstances only and fully justified by the	reater than 10% company.	b without pre-emption rights si	hould be undertaken in exceptional
24	Authorize Board to Set Issue Price for 10 N Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	1gmt	For	Against
	Voter Rationale: Any increase in capital of gu circumstances only and fully justified by the		b without pre-emption rights si	hould be undertaken in exceptional
25	Authorize Capital Increase of Up to EUR 1 15 Million for Future Exchange Offers	1gmt	For	Against
	Voter Rationale: Any increase in capital of guing circumstances only and fully justified by the	reater than 10%	without pre-emption rights si	hould be undertaken in exceptional

RF Industries, Ltd.

Meeting Date: 09/08/2022	Country: USA	Ticker: RFIL	
	Meeting Type: Annual		
		Primary ISIN: US7495521053	Primary SEDOL: 2727813

RF Industries, Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, on early termination, the event of a change of control. Moreove strong performance and drive shareholder the company should put clawback provisio reported indicators or other bad faith actic	all share-based a r, incentive awards value over a suffi ns in place to ena ons which were de vedging of compan	ould be tied to performance conditions. At le wards should be time pro-rated and tested fo to executives should include robust perform ciently long period of time defined as at least ble it to re-coup funds should it identify any f trimental to the long-term interests of its sha y stock by executives. Hedging activity by ex th shareholder interest.	or performance, including in nance targets that reward t three years. Furthermore, facts of manipulation of neholders. Also, companies
3	Ratify CohnReznick LLP as Auditors	Mgmt	For	Against
Dita Air	perspectives on finances and controls. Con tender process for bringing in a new audit.	npanies that have	firm for more than 20 years. There is value fo had the same auditor for a long period of tin ery 10 years.	
	Corporation Country: USA		Ticker: RAD	
	Meeting Type: Annua	al		
			Primary ISIN: US7677548726	Primary SEDOL: BJNQGL0
	Proposal Text	Proponent	Primary ISIN: US7677548726 Mgmt Rec	Primary SEDOL: BJNQGL0 Vote Instruction
	Proposal Text Ratify Deloitte & Touche LLP as Auditors	Proponent Mgmt	Mgmt	Vote
Number	Ratify Deloitte & Touche LLP as Auditors <i>Voter Rationale: The company has engage</i>	Mgmt nd the same audit in the	Mgmt Rec For firm for more than 20 years. There is value fo had the same auditor for a long period of tin	Vote Instruction Against <i>for investors in gaining new</i>
Number	Ratify Deloitte & Touche LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Con	Mgmt d the same audit npanies that have ing firm, ideally ev	Mgmt Rec For firm for more than 20 years. There is value fo had the same auditor for a long period of tin	Vote Instruction Against
2	Ratify Deloitte & Touche LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Con tender process for bringing in a new audit Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: Significant salary increase	Mgmt d the same audit i npanies that have ing firm, ideally ev Mgmt es should be linked should be clearly	Mgmt Rec For firm for more than 20 years. There is value for had the same auditor for a long period of tin ery 10 years. For to material changes in the business or in the linked to performance and demonstrate shar	Vote Instruction Against for investors in gaining new me should consider a plan or Against e role and responsibilities of
2	Ratify Deloitte & Touche LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Con tender process for bringing in a new audit Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: Significant salary increase executive directors. All exceptional awards	Mgmt d the same audit i npanies that have ing firm, ideally ev Mgmt es should be linked should be clearly	Mgmt Rec For firm for more than 20 years. There is value for had the same auditor for a long period of tin ery 10 years. For to material changes in the business or in the linked to performance and demonstrate shar	Vote Instruction Against for investors in gaining new me should consider a plan or Against e role and responsibilities of
3	Ratify Deloitte & Touche LLP as Auditors <i>Voter Rationale: The company has engage</i> <i>perspectives on finances and controls. Con</i> <i>tender process for bringing in a new audit</i> Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voter Rationale: Significant salary increase</i> <i>executive directors. All exceptional awards</i> <i>addition to and above that expected of dir</i> Amend Omnibus Stock Plan <i>Voter Rationale: This plan could lead to expro-rated and tested for performance, incl accelerated vesting for an overly broad rai</i>	Mgmt Mgmt Mgmt Mgmt s should be linked s should be linked s should be linked s should be clearly ectors as a norma Mgmt cessive dilution. A uding in the event age of corporate ro o any successor co	Mgmt Rec For firm for more than 20 years. There is value for had the same auditor for a long period of time rery 10 years. For to material changes in the business or in the linked to performance and demonstrate share l part of their jobs. For Iso, on early termination, all share-based away of a change of control. In addition, the plan estructuring scenarios and such provisions far pompany, or vest in a time-apportioned fashion	Vote Instruction Against for investors in gaining new me should consider a plan or Against e role and responsibilities of reholder value creation in Against ards should be time improperly allows for il to reward performance.
2 3	Ratify Deloitte & Touche LLP as Auditors <i>Voter Rationale: The company has engage</i> <i>perspectives on finances and controls. Con</i> <i>tender process for bringing in a new audit</i> Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voter Rationale: Significant salary increase</i> <i>executive directors. All exceptional awards</i> <i>addition to and above that expected of dir</i> Amend Omnibus Stock Plan <i>Voter Rationale: This plan could lead to expro-rated and tested for performance, incl accelerated vesting for an overly broad rai Rather, equity should be rolled forward interview.</i>	Mgmt Mgmt Mgmt Mgmt s should be linked s should be linked s should be linked s should be clearly ectors as a norma Mgmt cessive dilution. A uding in the event age of corporate ro o any successor co	Mgmt Rec For firm for more than 20 years. There is value for had the same auditor for a long period of time rery 10 years. For to material changes in the business or in the linked to performance and demonstrate share l part of their jobs. For Iso, on early termination, all share-based away of a change of control. In addition, the plan estructuring scenarios and such provisions far pompany, or vest in a time-apportioned fashion	Vote Instruction Against for investors in gaining new me should consider a plan or Against e role and responsibilities of reholder value creation in Against ards should be time improperly allows for il to reward performance.

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

Riverview Bancorp, Inc.

Meeting Date:	08/24/2022	Country: USA Meeting Type: Annu	al	Ticker: RVSB	
				Primary ISIN: US7693971001	Primary SEDOL: 2117920
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Pat	ricia W. Eby	Mgmt	For	Withhold
		Ve voted against this dire prove the auditors annua		of the audit committee because shareholder	s should be given the
2	Advisory Vote to I Officers' Compens	Ratify Named Executive sation	Mgmt	For	Against
RS Grou	should establish a prohibited as it po		edging of compari	<i>to the long-term interests of its shareholders y stock by executives. Hedging activity by ex</i> <i>ith shareholder interest.</i>	
	-	Country: United King	dom	Ticker: RS1	
	-	Country: United King Meeting Type: Annu		Ticker: RS1 Primary ISIN: GB0003096442	Primary SEDOL: 0309644
Meeting Date: Proposal Number	-				Primary SEDOL: 0309644 Vote Instruction
Meeting Date: Proposal	07/14/2022	Meeting Type: Annu	al	Primary ISIN: GB0003096442 Mgmt	Vote
Meeting Date: Proposal Number	Proposal Text Approve Remuner Voter Rationale: A	Meeting Type: Annu	Proponent Mgmt ould be clearly link	Primary ISIN: GB0003096442 Mgmt Rec For red to performance and demonstrate sharehoo	Vote Instruction Against
Meeting Date: Proposal Number 2	Proposal Text Approve Remuner Voter Rationale: A	Meeting Type: Annu ration Policy Il exceptional awards sho	Proponent Mgmt ould be clearly link ectors as a norma	Primary ISIN: GB0003096442 Mgmt Rec For red to performance and demonstrate sharehoo	Vote Instruction Against
Meeting Date: Proposal Number 2	Proposal Text Approve Remuner Voter Rationale: A addition to and ab	Meeting Type: Annu ration Policy Il exceptional awards sho	Proponent Mgmt ould be clearly link ectors as a norma mited ands	Primary ISIN: GB0003096442 Mgmt Rec For red to performance and demonstrate sharehoo	Vote Instruction Against
Meeting Date: Proposal Number 2 Sa Sa Ir	Proposal Text Approve Remuner Voter Rationale: A addition to and ab	Meeting Type: Annu ration Policy Il exceptional awards sho rove that expected of dir Holdings Lir Country: Cayman Isla	Proponent Mgmt ould be clearly link ectors as a norma mited ands	Primary ISIN: GB0003096442 Mgmt Rec For red to performance and demonstrate sharehood I part of their jobs.	Vote Instruction Against
Meeting Date: Proposal Number 2 Sa Sa Ir	Proposal Text Approve Remuner Voter Rationale: A addition to and ab	Meeting Type: Annu ration Policy Il exceptional awards sho rove that expected of dir Holdings Lir Country: Cayman Isla	Proponent Mgmt ould be clearly link ectors as a norma mited ands	Primary ISIN: GB0003096442 Mgmt Rec For red to performance and demonstrate sharehood part of their jobs. Ticker: 178	Vote Instruction Against Ider value creation in
Meeting Date: Proposal Number 2 Sa Sa Ir	Proposal Text Approve Remuner Voter Rationale: A addition to and ab	Meeting Type: Annu ration Policy Il exceptional awards sho rove that expected of dir Holdings Lir Country: Cayman Isla	Proponent Mgmt ould be clearly link ectors as a norma mited ands	Primary ISIN: GB0003096442 Mgmt Rec For red to performance and demonstrate sharehood part of their jobs. Ticker: 178	Vote Instruction Against Ider value creation in

Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.

Sa Sa International Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital c circumstances only and fully justified by		hout pre-emption rights should be undertaken	in exceptional
4.3	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	Voter Rationale: Treasury stock, when restock.	-issued without pre-em	ption rights, should be subject to the same lin	itations as newly issued
5	Adopt New Share Option Scheme	Mgmt	For	Against
	reward strong performance and drive sh for executives and employees should be should have clearly disclosed and stretch	areholder value over a s submitted to sharehold ing performance target:	v disclosed and include robust and stretching p ufficiently long period of time. Moreover, shar er approval as separate voting items. Incentive s to reward strong performance and long-term -rated and tested for performance, including in	e-based incentive plans e awards to executives n value creation. Also,

Sansan, Inc.

Meeting Date: 08/30/2022	Country: Japan Meeting Type: Annual	Ticker: 4443	
		Primary ISIN: JP3332540008	Primary SEDOL: BJYJG18

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Stock Option Plan	Mgmt	For	Against
	Vatar Patianala, This plan dass not	offectively link executiv	a now to norformance. The h	and chauld introduce stratching norfermance

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 Meeting Type: Speci	al	Ticker: 002648	
	recard ryper spec		Primary ISIN: CNE100001B07	Primary SEDOL: B6585B6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	Against
	Voter Rationale: Companies should provident to cast an informed vote.	e sufficient inform	ation at least 21 days in advance of the me	eting to enable shareholders
2.3	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	Against
2.3	Meetings of Board of Directors		ation at least 21 days in advance of the me	

to cast an informed vote.

Satellite Chemical Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.4	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	Mgmt	For	Against
	Voter Rationale: Companies should provid	le sufficient information	at least 21 days in advance of the meeting to	o enable shareholders

Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.

Shenzhen Inovance Technology Co., Ltd.

Meeting Date: 08/12/2022 Country: China Meeting Type: S		cial	Ticker: 300124	
	riceting Type. Spe		Primary ISIN: CNE100000V46	Primary SEDOL: B3QDJB7
Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Draft and Summary of Stock Option and Performance Share Incentive Plan	Mgmt 9	For	Against
		areholder value over	early disclosed and include robust and stretc: a sufficiently long period of time. Moreover, older approval as separate voting items.	
2	Approve Implementation of Methods to Assess the Performance of Plan Participants	Mgmt	For	Against
		areholder value over	early disclosed and include robust and stretc a sufficiently long period of time. Moreover, older approval as separate voting items.	
3	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	Against
		areholder value over	early disclosed and include robust and stretc a sufficiently long period of time. Moreover, older approval as separate voting items.	
4	Approve Change the Unlocking Period, Unlocking Ratio and Duration of Long-term Incentive Plan	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe reward strong performance and drive sh		early disclosed and include robust and stretc a sufficiently long period of time.	hing performance targets to
-	· · · ·			
-	· · · ·	ual	Ticker: 6340	
Shibuya Meeting Date: (09/28/2022 Country: Japan	ual	Ticker: 6340 Primary ISIN: JP3356000004	Primary SEDOL: 6804239
-	09/28/2022 Country: Japan	ual Proponent		Primary SEDOL: 6804239 Vote Instruction

Shibuya Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Voter Rationale: There should be disclose	ure of the total award of	retirement bonuses.	
6	Approve Takeover Defense Plan (Poison Pill)	Mgmt	For	Against
	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.			

Silvercorp Metals Inc.

-	•	0/2022 Country: Canada Meeting Type: Annual		Ticker: SVM	
			Primary ISIN: CA82835P1036	Primary SEDOL: 278426	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
			_		
2.2			For s have served for more than 12 years lack ba sh hoard and reduce the pronortion of long s		
	Voter Rationale: Boards where mor committee should take action to en the risk of entrenchment. In additic independence. The audit committee impartiality and effectiveness. The committee's impartiality and effecti	te than a third of director isure an appropriately fre- on, directors with long bc e should be fully indeper- compensation committee iveness. Also, this directo	is have served for more than 12 years lack ba esh board and reduce the proportion of long s bard tenures should not serve on committees ident and this director's membership could ha e should be independent and this director's m r is not sufficiently independent to serve as th	lance. The nominating standing directors to reduce that require absolute imper the committee's embership could hamper the he independent lead director.	
2.2 2.4	Voter Rationale: Boards where more committee should take action to en the risk of entrenchment. In additic independence. The audit committee impartiality and effectiveness. The committee's impartiality and effective Elect Director Yikang Liu Voter Rationale: Boards where more committee should take action to en the risk of entrenchment. Also, dire	e than a third of director isure an appropriately fre on, directors with long be e should be fully indepen- compensation committee iveness. Also, this director Mgmt e than a third of director isure an appropriately fre ectors with long board tek committee should be maj	s have served for more than 12 years lack ba ash board and reduce the proportion of long s bard tenures should not serve on committees ident and this director's membership could ha a should be independent and this director's me	lance. The nominating tranding directors to reduce that require absolute imper the committee's embership could hamper the he independent lead director. Withhold lance. The nominating tranding directors to reduce equire absolute	

Skyline Champion Corporation

Meeting Date		r y: USA ng Type: Annual	Ticker: SKY	
		J . // J	Primary ISIN: US8308301055	Primary SEDOL: 2814005
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

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.

Skyline Champion Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: The remuneration comm	ittee should not allow ve	esting of incentive awards for below median p	erformance as this is

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.

Snowflake Inc.

Meeting Date		ry: USA ng Type: Annual	Ticker: SNOW	
			Primary ISIN: US8334451098	Primary SEDOL: BN134B7
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Michael L. S	peiser Mgmt	For	Withhold
	compensation committee s effectiveness. Moreover, th in company bylaws or artic Specifically, the board faile changes to the governing o elected in classes rather th	hould be independent and this direc is director is not sufficiently indeper cles of incorporation should not eroo d to remove, or subject to a sunset documents and the classified board, an annually, but shareholders shoul	not sufficiently independent to serve of ctor's membership could hamper the c ident to serve as the independent lead le shareholders' rights and should be s requirement, the supermajority vote r each of which adversely impacts shar Id have the opportunity to communicat ssify itself, thereby enhancing account	ommittee's impartiality and d director. Furthermore, changes subject to shareholder approval. requirement to enact certain reholder rights. Also, directors are te with directors regularly on their

SoFi Technologies, Inc.

Meeting Date: 07/12/2022	Country: USA Meeting Type: Annual	Ticker: SOFI	
		Primary ISIN: US83406F1021	Primary SEDOL: BM8J4C2

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Michael Bingle	Mgmt	For	Withhold
	best practices in pay that help establ	ish compensation pack	kages that reward strong perform	n committee should do more to respond to mance and build shareholder value over ck price goals, the size of his equity awards
	is excessive.			

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.

SoFi Technologies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1f	Elect Director Tom Hutton	Mgmt	For	Withhold	
	to shareholder approval. Specifically,	the company adopted	a supermajority vote require	te shareholders' rights and should be subject ment to enact certain changes to the d failed to remove or subject it to a sunset	
1g	Elect Director Clara Liang	Mgmt	For	Withhold	
	best practices in pay that help establ	ish compensation pack	ages that reward strong perf	tion committee should do more to respond to formance and build shareholder value over tock price goals, the size of his equity awards	
1j	Elect Director Magdalena Yesil	Mgmt	For	Withhold	
	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.				
4	Amend Omnibus Stock Plan	Mgmt	For	Against	
	and include robust and stretching per long period of time. Moreover, plan ro accelerated vesting for an overly brow Rather, equity should be rolled forwa	rformance targets to re enewal should be subjo ad range of corporate of rd into any successor c an executive loses his	eward strong performance an ect to shareholder approval. A restructuring scenarios and si company, or vest in a time-ap job. In addition, on early ten	uch provisions fail to reward performance. portioned fashion only to the extent that mination, all share-based awards should be	

Spirit Airlines, Inc.

Meeting Date:	7/27/2022 Country: USA Meeting Type: Proxy Contest		Ticker: SAVE	Ticker: SAVE	
	Heeling Type.		Primary ISIN: US8485771021	Primary SEDOL: B3ZG8F4	
roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Merger Agreement	Mgmt	For	Against	
		oids that support this inc	clude: (1) that the offers' estimated value per Frontier's \$22.03 per share offer and represe	share are materially	
2	proposal with Frontier. Two key facto dissimilar as JetBlue's \$33.50 per sh premium to Spirit's July 6 closing pri	bids that support this inc are is 52% greater than ice of \$24.36; and (2) th egulatory risks that may	clude: (1) that the offers' estimated value per	share are materially ents a more than 37.5%	
2	proposal with Frontier. Two key factor dissimilar as JetBlue's \$33.50 per shi premium to Spirit's July 6 closing pro provision, thus mitigating potential r Advisory Vote on Golden Parachutes Voter Rationale: Cash severance is of decisions by the compensation comm were previously expected to be pro- grants made in 2022. Further, the co cash severance value. Also, on early including in the event of a change o	bids that support this ind are is 52% greater than ice of \$24.36; and (2) th egulatory risks that may s Mgmt fouble trigger and reason nittee have increased th rated, they will now be promittee approved sizal termination, all share-b f control. In addition, all	clude: (1) that the offers' estimated value per Frontier's \$22.03 per share offer and represe revised JetBlue offer, unlike the Frontier off arise from such an inter-sector transaction.	share are materially ents a more than 37.5% fer, now includes a ticking fee Against owever, certain recent NEOS. While equity awards value, including recent roximate 75 percent of their ested for performance, to performance and	

Spok Holdings, Inc.

Meeting Date:	• •	26/2022 Country: USA Meeting Type: Annual		Ticker: SPOK		
			Primary ISIN: US84863T1060	Primary SEDOL: BNZB473		
Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1f	Elect Director Todd Stein	Mgmt	For	Against		
	interests may not be well aligned wit director's membership could hamper		areholders The audit committee should be iality and effectiveness.	fully independent and this		
	director's membership could hamper	<i>the committee's impart</i>		fully independent and this		
SSE PIC Meeting Date:	director's membership could hamper	<i>the committee's impart</i>	iality and effectiveness.	fully independent and this Primary SEDOL: 0790873		
Meeting Date:	director's membership could hamper : 07/21/2022 Country: United Meeting Type:	r <i>the committee's impart</i> d Kingdom Annual	iality and effectiveness. Ticker: SSE Primary ISIN: GB0007908733 Mgmt	Primary SEDOL: 0790873 Vote		
Meeting Date:	director's membership could hamper	<i>the committee's impart</i>	iality and effectiveness. Ticker: SSE Primary ISIN: GB0007908733	Primary SEDOL: 0790873		

Steelcase Inc.

Meeting Date:	: 07/13/2022 Country: USA Meeting Type: An	nual	Ticker: SCS	
			Primary ISIN: US8581552036	Primary SEDOL: 2150420
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1e	Elect Director Jennifer C. Niemann	Mgmt	For	Against
Voter Rationale: For widely held companies, the board appropriate balance of independence and objectivity.			ld include at least 50% independent non-exec	cutive directors to ensure
1f	Elect Director Robert C. Pew, III	Mgmt	For	Against

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

Steelcase Inc.

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Cathy D. Ross	Mgmt	For	Against
	appropriate balance of independence than 12 years lack balance. The nom proportion of long standing directors serve on committees that require ab	e and objectivity. Furthe inating committee shou to reduce the risk of en solute independence. The nittee's impartiality and	rmore, boards where more tha Ild take action to ensure an ap, htrenchment. Moreover, directo he audit committee should be i effectiveness. The compensati	ndent non-executive directors to ensure in a third of directors have served for more propriately fresh board and reduce the ors with long board tenures should not fully independent and this director's on committee should be independent and
1i	Elect Director Peter M. Wege, II	Mgmt	For	Against
	appropriate balance of independence than 12 years lack balance. The nom proportion of long standing directors serve on committees that require abs	e and objectivity. Furthe inating committee shou to reduce the risk of eu solute independence. A ommittees. The audit c	rmore, boards where more tha Ild take action to ensure an ap, htrenchment. Moreover, directo lso, former employees or comp ommittee should be fully indep	ndent non-executive directors to ensure on a third of directors have served for more propriately fresh board and reduce the ors with long board tenures should not nany founders are not sufficiently nendent and this director's membership
1k	Elect Director Kate Pew Wolters	Mgmt	For	Against
	appropriate balance of independence than 12 years lack balance. The nom proportion of long standing directors serve on committees that require abs independent to serve on key commit	e and objectivity. Furthe inating committee shou to reduce the risk of en solute independence. A tees as their interests n	rmore, boards where more tha Id take action to ensure an ap, htrenchment. Moreover, directo lso, directors who represent ma nay not be well aligned with the	
2	Advisory Vote to Ratify Named Exect Officers' Compensation	utive Mgmt	For	Against
	long-term plans; measuring company rewarded for below-average perform compensation packages that build sh to performance conditions. At least 5 annual pay. Larger severance packag should include robust performance ta of time defined as at least three year shareholder value creation in addition	e targets; performance v outcomes against its a ance. These and other vareholder value over ti tow is a minimum goor ves should be subject to argets that reward stron rs. Moreover, all except n to and above that exp dging of company stock	triggers for equity awards; usin appropriate peer group; and se approaches will ensure that the me. Furthermore, a larger perce l practice. In addition, severand a separate shareholder appro og performance and drive share onal awards should be clearly i pected of directors as a normal by executives. Hedging activit	ng different metrics for the short and tting awards so that executives are not

STERIS plc

•	nnual	Ticker: STE		
		Primary ISIN: IE00BFY8C754	Primary SEDOL: BFY8C75	
Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	• •	Meeting Type: Annual	Meeting Type: Annual Primary ISIN: IE00BFY8C754 Mgmt	

STERIS plc

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	than 12 years lack balance. The nomina	nd objectivity. In a sting committee sh reduce the risk of endence. The aud lity and effectivene	ddition, boards where more than a pould take action to ensure an appr entrenchment. Also, directors with it committee should be fully indepe ess. The nomination committee sho	third of directors have served for more ropriately fresh board and reduce the n long board tenures should not serve on endent and this director's membership
1c	Elect Director Cynthia L. Feldmann	Mgmt	For	Against
	Voter Rationale: For widely held compa appropriate balance of independence as than 12 years lack balance. The nomina proportion of long standing directors to serve on committees that require absol membership could hamper the committ and this director's membership could ha policies in place to increase racial and g least 25% of board members for a com	nd objectivity. In a nating committee sh reduce the risk of ute independence. ree's impartiality an amper the commitu render diversity on	ddition, boards where more than a pould take action to ensure an appr entrenchment. Moreover, directors The audit committee should be fu ad effectiveness. The nomination co tee's impartiality and effectiveness. the board. Our minimum expectat	third of directors have served for more opriately fresh board and reduce the swith long board tenures should not lly independent and this director's ommittee should be majority independen Also, we expect companies to have tion is that female directors comprise at
1e	Elect Director Jacqueline B. Kosecoff	Mgmt	For	Against
	than 12 years lack balance. The nomina proportion of long standing directors to	nd objectivity. In a ating committee sh reduce the risk of	ddition, boards where more than a wuld take action to ensure an appr entrenchment. Also, directors with	third of directors have served for more opriately fresh board and reduce the
	committees that require absolute indep could hamper the committee's impartia director's membership could hamper th	lity and effectivene	ess. The nomination committee sho	
1h	could hamper the committee's impartial	lity and effectivene	ess. The nomination committee sho	
1h	could hamper the committee's impartia director's membership could hamper th Elect Director Mohsen M. Sohi Voter Rationale: For widely held compa- appropriate balance of independence a	ity and effectivene e committee's imp Mgmt nies, the board shu nd objectivity. Also nmittee should tak	ess. The nomination committee sho artiality and effectiveness. For puld include at least 50% independ boards where more than a third of e action to ensure an appropriately	Against fent non-executive directors to ensure of directors have served for more than 1
1h 1i	could hamper the committee's impartia director's membership could hamper th Elect Director Mohsen M. Sohi Voter Rationale: For widely held compa appropriate balance of independence a years lack balance. The nominating com	ity and effectivene e committee's imp Mgmt nies, the board shu nd objectivity. Also nmittee should tak	ess. The nomination committee sho artiality and effectiveness. For puld include at least 50% independ boards where more than a third of e action to ensure an appropriately	Against fent non-executive directors to ensure of directors have served for more than 1
	could hamper the committee's impartial director's membership could hamper the Elect Director Mohsen M. Sohi Voter Rationale: For widely held compa- appropriate balance of independence all years lack balance. The nominating con of long standing directors to reduce the	lity and effectivene e committee's imp Mgmt nies, the board sh nd objectivity. Also mittee should tak risk of entrenchm Mgmt nies, the board sh nd objectivity. Also puld be considered	ess. The nomination committee sho artiality and effectiveness. For puld include at least 50% independ boards where more than a third of e action to ensure an appropriately tent. For puld include at least 50% independ by executives from acquired compar affiliated directors. The audit com	Against Against dent non-executive directors to ensure of directors have served for more than 1 of fresh board and reduce the proportion Against dent non-executive directors to ensure nies are not sufficiently independent to
	could hamper the committee's impartial director's membership could hamper the Elect Director Mohsen M. Sohi Voter Rationale: For widely held compa- appropriate balance of independence al years lack balance. The nominating com of long standing directors to reduce the Elect Director Richard M. Steeves Voter Rationale: For widely held compa- appropriate balance of independence al serve on key board committees and sho	lity and effectivene e committee's imp Mgmt nies, the board sh nd objectivity. Also mittee should tak risk of entrenchm Mgmt nies, the board sh nd objectivity. Also puld be considered	ess. The nomination committee sho artiality and effectiveness. For puld include at least 50% independ boards where more than a third of e action to ensure an appropriately tent. For puld include at least 50% independ by executives from acquired compar affiliated directors. The audit com	Against Against dent non-executive directors to ensure of directors have served for more than 1 of fresh board and reduce the proportion Against dent non-executive directors to ensure nies are not sufficiently independent to
1i	could hamper the committee's impartial director's membership could hamper the Elect Director Mohsen M. Sohi Voter Rationale: For widely held compa appropriate balance of independence al years lack balance. The nominating com of long standing directors to reduce the Elect Director Richard M. Steeves Voter Rationale: For widely held compa appropriate balance of independence al serve on key board committees and sho this director's membership could hampe Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has enge	lity and effectivene e committee's imp Mgmt nies, the board shund objectivity. Also mittee should tak orisk of entrenchm Mgmt nies, the board shund objectivity. Also build be considered ser the committee's Mgmt aged the same auc Companies that ha	ess. The nomination committee sho artiality and effectiveness. For puld include at least 50% independ boards where more than a third of e action to ensure an appropriately ent. For puld include at least 50% independ of executives from acquired compar affiliated directors. The audit com impartiality and effectiveness. For lit firm for more than 20 years. The ve had the same auditor for a long	Against Against dent non-executive directors to ensure of directors have served for more than 1 of fresh board and reduce the proportion Against dent non-executive directors to ensure nies are not sufficiently independent to mittee should be fully independent and Against ere is value for investors in gaining new
1i	could hamper the committee's impartial director's membership could hamper the Elect Director Mohsen M. Sohi Voter Rationale: For widely held compa- appropriate balance of independence al years lack balance. The nominating com of long standing directors to reduce the Elect Director Richard M. Steeves Voter Rationale: For widely held compa- appropriate balance of independence al serve on key board committees and sho this director's membership could hampe Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has enga- perspectives on finances and controls.	lity and effectivene e committee's imp Mgmt nies, the board shund objectivity. Also mittee should tak orisk of entrenchm Mgmt nies, the board shund objectivity. Also build be considered ser the committee's Mgmt aged the same auc Companies that ha	ess. The nomination committee sho artiality and effectiveness. For puld include at least 50% independ boards where more than a third of e action to ensure an appropriately ent. For puld include at least 50% independ of executives from acquired compar affiliated directors. The audit com impartiality and effectiveness. For lit firm for more than 20 years. The ve had the same auditor for a long	Against Against dent non-executive directors to ensure of directors have served for more than 1. Against Against dent non-executive directors to ensure nies are not sufficiently independent to mittee should be fully independent and Against ere is value for investors in gaining new
1i 2	could hamper the committee's impartial director's membership could hamper the Elect Director Mohsen M. Sohi Voter Rationale: For widely held compa- appropriate balance of independence al years lack balance. The nominating com of long standing directors to reduce the Elect Director Richard M. Steeves Voter Rationale: For widely held compa- appropriate balance of independence al serve on key board committees and sho this director's membership could hampe Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has engu- perspectives on finances and controls of tender process for bringing in a new au Appoint Ernst & Young Chartered Accountants as Irish Statutory Auditor	lity and effectivene e committee's imp Mgmt nies, the board shu no objectivity. Also nmittee should tak risk of entrenchm Mgmt nies, the board shu nd objectivity. Also ould be considered er the committee's Mgmt aged the same auc Companies that ha diting firm, ideally Mgmt aged the same auc Companies that ha	ss. The nomination committee sho artiality and effectiveness. For puld include at least 50% independ boards where more than a third of e action to ensure an appropriately ent. For puld include at least 50% independ c, executives from acquired compar affiliated directors. The audit com impartiality and effectiveness. For for fit firm for more than 20 years. The ve had the same auditor for a long every 10 years. For	Against fent non-executive directors to ensure of directors have served for more than 1. v fresh board and reduce the proportion Against fent non-executive directors to ensure nies are not sufficiently independent to mittee should be fully independent and Against ere is value for investors in gaining new period of time should consider a plan o

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.

Suncorp Group Limited

	leeting Date: 09/23/2022 Country: Australia Meeting Type: Annual		Ticker: SUN	
	······································		Primary ISIN: AU000000SUN6	Primary SEDOL: 6585084
oposal Imber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive s articulate how executives performed a	shareholder value ove gainst historic perforn	learly disclosed and include robust and stretch r a sufficiently long period of time. Also, the ro nance targets. The board should articulate ho targets that underpin long-term incentive pla	emuneration report does not w bonus payments reflect
Switch,	Inc.			
Meeting Date:	: 08/04/2022 Country: USA Meeting Type: S	pecial	Ticker: SWCH	
	needing Type. 5	Jecial	Primary ISIN: US87105L1044	Primary SEDOL: BF2YWK8
roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	tax gross-ups are payable. However, ex granted performance equity based on awards should be time pro-rated and t ome Co., Ltd.	quity awards are entir actual performance th	For Cash severance is double trigger and reasona ely subject to single-trigger vesting, including prough the time of the merger. Also, on early t e, including in the event of a change of contro Ticker: 1419	full vesting of recently rermination, all share-based
Гата H	Voter Rationale: A vote AGAINST this p tax gross-ups are payable. However, e granted performance equity based on awards should be time pro-rated and t ome Co., Ltd.	proposal is warranted. quity awards are entir actual performance th ested for performance	Cash severance is double trigger and reasona rely subject to single-trigger vesting, including arough the time of the merger. Also, on early t e, including in the event of a change of contro	ably based, and no excise full vesting of recently ermination, all share-based
	Voter Rationale: A vote AGAINST this p tax gross-ups are payable. However, e granted performance equity based on awards should be time pro-rated and t ome Co., Ltd. : 08/25/2022 Country: Japan	proposal is warranted. quity awards are entir actual performance th ested for performance	Cash severance is double trigger and reasona rely subject to single-trigger vesting, including arough the time of the merger. Also, on early t e, including in the event of a change of contro Ticker: 1419	ably based, and no excise full vesting of recently ermination, all share-based l.
Fama H leeting Date: roposal	Voter Rationale: A vote AGAINST this p tax gross-ups are payable. However, et granted performance equity based on awards should be time pro-rated and t ome Co., Ltd. : 08/25/2022 Country: Japan Meeting Type: A	proposal is warranted. quity awards are entir actual performance th ested for performance	Cash severance is double trigger and reasona rely subject to single-trigger vesting, including brough the time of the merger. Also, on early t e, including in the event of a change of contro Ticker: 1419 Primary ISIN: JP3470900006	ably based, and no excise full vesting of recently rermination, all share-based l. Primary SEDOL: B7TV4G6 Vote
ama H eeting Date: roposal umber	Voter Rationale: A vote AGAINST this p tax gross-ups are payable. However, et granted performance equity based on awards should be time pro-rated and t ome Co., Ltd. : 08/25/2022 Country: Japan Meeting Type: A Proposal Text	proposal is warranted. quity awards are entir actual performance the ested for performance nnual Proponent Mgmt	Cash severance is double trigger and reasonately subject to single-trigger vesting, including brough the time of the merger. Also, on early te, including in the event of a change of control Ticker: 1419 Primary ISIN: JP3470900006 Mgmt Rec For	ably based, and no excise full vesting of recently rermination, all share-based l. Primary SEDOL: B7TV4G6 Vote Instruction
oposal umber 3.1	Voter Rationale: A vote AGAINST this p tax gross-ups are payable. However, et granted performance equity based on awards should be time pro-rated and t ome Co., Ltd. : 08/25/2022 Country: Japan Meeting Type: A Proposal Text Elect Director Tamaki, Shinya	proposal is warranted. quity awards are entir actual performance the ested for performance nnual Proponent Mgmt	Cash severance is double trigger and reasonately subject to single-trigger vesting, including brough the time of the merger. Also, on early te, including in the event of a change of control Ticker: 1419 Primary ISIN: JP3470900006 Mgmt Rec For	ably based, and no excise full vesting of recently rermination, all share-based l. Primary SEDOL: B7TV4G6 Vote Instruction
Fama H leeting Date: roposal umber	Voter Rationale: A vote AGAINST this is tax gross-ups are payable. However, et granted performance equity based on awards should be time pro-rated and t ome Co., Ltd. : 08/25/2022 Country: Japan Meeting Type: A Proposal Text Elect Director Tamaki, Shinya Voter Rationale: The board lacks suffice	Proposal is warranted. quity awards are entir actual performance the ested for performance nnual Proponent Mgmt ient diversity to meet Mgmt	Cash severance is double trigger and reasona rely subject to single-trigger vesting, including brough the time of the merger. Also, on early t e, including in the event of a change of control Ticker: 1419 Primary ISIN: JP3470900006 Mgmt Rec For our expectations. For	ably based, and no excise full vesting of recently rermination, all share-based d. Primary SEDOL: B7TV4G6 Vote Instruction Against
Tama H Meeting Date: Proposal Number 3.1	Voter Rationale: A vote AGAINST this p tax gross-ups are payable. However, et granted performance equity based on awards should be time pro-rated and t ome Co., Ltd. : 08/25/2022 Country: Japan Meeting Type: An Proposal Text Elect Director Tamaki, Shinya Voter Rationale: The board lacks suffic Elect Director Tamaki, Yasuhiro	Proposal is warranted. quity awards are entir actual performance the ested for performance nnual Proponent Mgmt ient diversity to meet Mgmt	Cash severance is double trigger and reasona rely subject to single-trigger vesting, including brough the time of the merger. Also, on early t e, including in the event of a change of control Ticker: 1419 Primary ISIN: JP3470900006 Mgmt Rec For our expectations. For	ably based, and no excise full vesting of recently rermination, all share-based d. Primary SEDOL: B7TV4G6 Vote Instruction Against

Tama Home Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.4	Elect Director Naoi, Koji	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	l independence to ensure app	propriate balance of independence and		
3.5	Elect Director Kagayama, Kenji	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	l independence to ensure app	propriate balance of independence and		
3.6	Elect Director Kogure, Yuichiro	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	l independence to ensure app	propriate balance of independence and		
3.7	Elect Director Takeshita, Shunichi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.10	Elect Director Kojima, Toshiya	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	l independence to ensure app	propriate balance of independence and		
3.11	Elect Director Shibata, Hidetoshi	Mamt	For	Against		

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
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Deferral of STI award	should apply to the	whole award and not only t	to a percentage of the award.
7	Re-elect John Cheung as Director	Mgmt	For	Against
		,		ectorships to ensure they have sufficient time situations requiring substantial amounts of time.

Tesla, Inc.

 Meeting Date: 08/04/2022
 Country: USA
 Ticker: TSLA

 Meeting Type: Annual
 Primary ISIN: US88160R1014
 Primary SEDOL: B616C79

Tesla, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Ira Ehrenpreis	Mgmt	For	Against		
	carrying out its risk oversight function.&r the pledging of company shares by exect	pendent and this di anti-pledging policy absp; We encourag utives. In addition, cate with directors	rector's membership could ham is concerning and raises questi e the committee to adopt a poli directors are elected in classes	per the committee's impartiality and ons about audit committee effectiveness in cy ideally prohibiting or severely restricting		
1.2	Elect Director Kathleen Wilson-Thompson	n Mgmt	For	Against		
	Voter Rationale: The lack of a robust ant carrying out its risk oversight function.&r the pledging of company shares by exect	bsp; We encourag		s about audit committee effectiveness in cy ideally prohibiting or severely restricting		
6	Adopt Proxy Access Right	SH	Against	For		
	Voter Rationale: Shareholders should hav board. Such a practice encourages greate proxy access in other developed markets	er accountability of	directors to the shareholders w	hose interests they represent. Similar		
7	Report on Efforts to Prevent Harassment and Discrimination in the Workplace	: SH	Against	For		
	Voter Rationale: Shareholders would ben harassment and discrimination matters in assessing the company's risk managemen	volving protected				
8	Report on Racial and Gender Board Diversity	SH	Against	For		
	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.					
9	Report on the Impacts of Using Mandatory Arbitration	SH	Against	For		
	Voter Rationale: The proponent has ident Current disclosure does not provide share addressing the concern. Enhanced disclo	eholders the requis	ite information to determine wh			
10	Report on Corporate Climate Lobbying ir line with Paris Agreement	n SH	Against	Abstain		
		ine whether manag	ement and the board are effect	lieve the company's current disclosure ively addressing proponent's concerns. We hat the company is not currently a laggard		
11	Adopt a Policy on Respecting Rights to Freedom of Association and Collective Bargaining	SH	Against	For		
	Voter Rationale: Relative to peers and int statements and/or codified policies respe					

statements and/or collified 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.

Tesla, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
12	Report on Eradicating Child Labor in Battery Supply Chain	SH	Against	Abstain
	provides requisite information to deter	rmine whether manag	ement and the board are effecti	lieve the company's current disclosure ively addressing proponent's concerns. We hat the company is not currently a laggard
13	Report on Water Risk Exposure	SH	Against	For
	Voter Rationale: Relative to peers, the company faces risks related to water to reasonable.			

TESSCO Technologies Incorporated

Meeting Date: 07/28/2022	Country: USA Meeting Type: Annual	Ticker: TESS	
		Primary ISIN: US8723861071	Primary SEDOL: 2884291

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
				and tested for performance, including in the formance and demonstrate shareholder value

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.

The Container Store Group, Inc.

Meeting Date: 08/31/2022	Country: USA Meeting Type: Annual	Ticker: TCS	
	Meeting Type. Annual	Primary ISIN: US2107511030	Primary SEDOL: BFWGXQ7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	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.

The Foschini Group Ltd.

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

The Foschini Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Re-elect Michael Lewis as Director	Mgmt	For	Against
	appropriate balance of independence and	d objectivity. Morec directors, including	over, we encourage the co n executive directors, on a	regular basis. Also, the nomination committee
4	Re-elect Alexander Murray as Director	Mgmt	For	Against
	Voter Rationale: For widely held compan appropriate balance of independence and	,	ıld include at least 50% in	ndependent non-executive directors to ensure
10	Re-elect Nomahlubi Simamane as Member of the Audit Committee	Mgmt	For	Against
	Voter Rationale: The audit committee sh impartiality and effectiveness.	ould be fully indepe	endent and this director's	membership could hamper the committee's
12	Approve Remuneration Policy	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe reward strong performance and drive sh			de robust and stretching performance targets to d of time.
13	Approve Remuneration Implementation Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe reward strong performance and drive sh			de robust and stretching performance targets to d of time.

The J. M. Smucker Company

Meeting Date: 08/17/2022	Country: USA Meeting Type: Annual	Ticker: SJM	
		Primary ISIN: US8326964058	Primary SEDOL: 2951452

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against	
		ompanies that have	e had the same auditor for	rs. There is value for investors in gaining new a long period of time should consider a plan or	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against	
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in a event of a change of control. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder v creation in addition to and above that expected of directors as a normal part of their jobs.				

Thermon Group Holdings, Inc.

Meeting Date: 08/01/2022	Country: USA Meeting Type: Annual	Ticker: THR	
		Primary ISIN: US88362T1034	Primary SEDOL: B3N6F00

Thermon Group Holdings, Inc.

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	Against
	considered to be rewarding under perfo severance packages should be subject t	rmance of peers. Als o a separate shareho	ow vesting of incentive awards for below me o, severance payments should not exceed tw older approval. In addition, incentive awards and drive shareholder value over a sufficient	o times annual pay. Larger to executives should include
Token C	orp.			
Meeting Date:	07/28/2022 Country: Japan Meeting Type: An	nual	Ticker: 1766	
			Primary ISIN: JP3590900001	Primary SEDOL: 6898447
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Director Sumino, Takanori	Mgmt	For	Against
	Japanese Corporate Governance Code r boards should strive to establish one-th	ecommends listed co ird independence to	ors as a key step to broaden and diversify bo ompanies have at least two independent direc ensure appropriate balance of independence cholders why it has not recruited an outside o	tors on the board. The and objectivity. If the
4	Approve Director Retirement Bonus	Mgmt	For	Against
Transcat	Voter Rationale: There should be disclos	sure of the total awa	rd of retirement bonuses.	
Meeting Date:	09/07/2022 Country: USA Meeting Type: An	nual	Ticker: TRNS	
			Drimon, TCTN, UC902E20107E	Primary SEDOL: 2901714
			Primary ISIN: US8935291075	Plinary SEDUL: 2901/14
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

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.

Transcat, Inc.

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

TransDigm Group Incorporated

Meeting Date: 07/12/2022	Country: USA Meeting Type: Annual	Ticker: TDG	
		Primary ISIN: US8936411003	Primary SEDOL: B11FJK3

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Mervin Dunn	Mgmt	For	Withhold
	committee should take action to en the risk of entrenchment Furthern independence The compensation impartiality and effectiveness Als adequately responded to last year's	sure an appropriately fi nore, directors with lon committee should be ir o, executive pay is not low say-on-pay vote re	resh board and reduce the g board tenures should not ndependent and this directo in line with company perfo esults. The compensation c	ore than 12 years lack balance. The nominating proportion of long standing directors to reduce t serve on committees that require absolute or's membership could hamper the committee's irmance because the company has not committee should do more to respond to best mance and build shareholder value over time.
1.4	Elect Director Michael Graff	Mgmt	For	Withhold
	fresh board and reduce the proport long board tenures should not serve independent and this director's mer in line with company performance L compensation committee should do strong performance and build share	ion of long standing dir e on committees that re mbership could hamper because the company h o more to respond to be cholder value over time.	rectors to reduce the risk of equire absolute independen the committee's impartiali as not adequately respond est practices in pay that help	e should take action to ensure an appropriately f entrenchment Furthermore, directors with nce The compensation committee should be ty and effectiveness Also, executive pay is not ed to last year's low say-on-pay vote results. The p establish compensation packages that reward
1.5	committee should take action to en the risk of entrenchment Furthern independence The audit committe impartiality and effectiveness Th the committee's impartiality and eff has not adequately responded to la	sure an appropriately fi nore, directors with lon ee should be fully indep e compensation commi fectiveness Also, exec st year's low say-on-pa	resh board and reduce the g board tenures should not endent and this director's r ittee should be independen cutive pay is not in line witi y vote results. The compen	Withhold ore than 12 years lack balance. The nominating proportion of long standing directors to reduce t serve on committees that require absolute membership could hamper the committee's t and this director's membership could hamper h company performance because the company isation committee should do more to respond to performance and build shareholder value over
1.6	Elect Director W. Nicholas Howley	Mgmt	For	Withhold
	committee should take action to en	sure an appropriately fi	resh board and reduce the	an 12 years lack balance. The nominating proportion of long standing directors to reduce e investors it represents and take action on

TransDigm Group Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.9	Elect Director Robert Small	Mgmt	For	Withhold
	, ,	he compensation comm	erformance because the company has not ad ittee should do more to respond to best pract e and build shareholder value over time.	, , ,
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	disclosed and stretching performance targ long-term plans; measuring company out rewarded for below-average performance compensation packages that build shareh it represents and take action where a sub Also, significant salary increases sho executive directors Furthermore, on ea performance, including in the event of a c and demonstrate shareholder value creati	gets; performance trigg comes against its appro older value over time- stantial proportion have vuld be linked to materia rly termination, all share change of controlMore ion in addition to and al	ce results are not sufficiently strong. Good pro- ers for equity awards; using different metrics priate peer group; and setting awards so that baches will ensure that the compensation com In addition, the board should act with accour e expressed concerns over compensation prac- al changes in the business or in the role and re e-based awards should be time pro-rated and over, all exceptional awards should be clearly bove that expected of directors as a normal pe e to enable it to re-coup funds should it identi	for the short and t executives are not mittee designs itability to the investors tices in previous years esponsibilities of tested for linked to performance art of their jobs

manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.

TSURUHA Holdings, Inc.

Meeting Date	: 08/10/2022 Country: Jap Meeting Typ		Ticker: 3391	
	Heeting Typ		Primary ISIN: JP3536150000	Primary SEDOL: B0MKZN5
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Stock Option Plan	Mgmt	For	Against
	Voter Rationale: This plan does no targets that reward strong perform		pay to performance. The board should intro er value over time.	oduce stretching performance

Tucows Inc.

Meeting Date:		t ry: USA ng Type: Annual	Ticker: TCX	
	Meet		Primary ISIN: US8986972060	Primary SEDOL: BHCQVP6
Proposal			Momt	Vote
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

Tucows Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require ab membership could hamper the comm	e and objectivity. Furt ninating committee sh to reduce the risk of solute independence. nittee's impartiality ar nper the committee's	hermore, boards where mon pould take action to ensure a fentrenchment. Moreover, a The audit committee shoul and effectiveness. The compe impartiality and effectivene	dependent non-executive directors to ensure re than a third of directors have served for more an appropriately fresh board and reduce the directors with long board tenures should not d be fully independent and this director's ensation committee should be independent and ensors. The nomination committee should be impartiality and effectiveness.
1.3	Elect Director Jeffrey Schwartz	Mgmt	For	Withhold
	appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require ab membership could hamper the comm	e and objectivity. Furt ninating committee sh to reduce the risk of solute independence. nittee's impartiality ar nper the committee's	hermore, boards where mon hould take action to ensure a fentrenchment. Moreover, a The audit committee shoul and effectiveness. The compe impartiality and effectivene	ndependent non-executive directors to ensure re than a third of directors have served for more an appropriately fresh board and reduce the lirectors with long board tenures should not ld be fully independent and this director's ensation committee should be independent and ess. The nomination committee should be impartiality and effectiveness.
1.4	Elect Director Erez Gissin	Mgmt	For	Withhold
	appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors	e and objectivity. Furt ninating committee sh to reduce the risk of solute independence.	hermore, boards where mon hould take action to ensure a fentrenchment. Moreover, a The audit committee shoul	dependent non-executive directors to ensure re than a third of directors have served for more an appropriately fresh board and reduce the directors with long board tenures should not d be fully independent and this director's
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against
		ls. Companies that ha	ve had the same auditor for	ars. There is value for investors in gaining new r a long period of time should consider a plan or

Ultralife Corporation

Meeting Date: 07/20/2022	Country: USA Meeting Type: Annual	Ticker: ULBI	
		Primary ISIN: US9038991025	Primary SEDOL: 2909064

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Ranjit C. Singh	Mgmt	For	Withhold

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.

Ultralife Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Bradford T. Whitmore	Mgmt	For	Withhold

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.

Urban Logistics REIT PLC

	: 07/20/2022 Country: United Meeting Type: /	-	Ticker: SHED Primary ISIN: GB00BYV8MN78 Primary SEDOL: E	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Re-elect Nigel Rich as Director	Mgmt	For	Against
	Voter Rationale: Females represent le	ss than 33 percent of L	oard members.	
	Meeting Type: /		Primary ISIN: US92243A2006	Primary SEDOL: BYWJD92
•	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
•	Proposal Text Elect Director Michael J. Finney	Proponent Mgmt		
Proposal Number 1.3	Elect Director Michael J. Finney Voter Rationale: Former employees on with long board tenures should not se	Mgmt company founders are erve on committees tha	Rec	Instruction Withhold board committees.Directors asation committee should be

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

Vaxart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice.In addition, incentive awards to e to reward strong performance and drive s should be clearly linked to performance a	executives should be o hareholder value over nd demonstrate share	clearly disclosed and include r a sufficiently long period c cholder value creation in ad	, ,

directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds shoula 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

VF Corporation

Meeting Date	07/26/2022 Country: USA Meeting Type: Annual		Ticker: VFC	
			Primary ISIN: US9182041080	Primary SEDOL: 292868
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Benno Dorer	Mgmt	For	Withhold
			more than one external directorships to ensu uring unexpected company situations requiring	
2	Advisory Vote to Ratify Named Exe Officers' Compensation	cutive Mgmt	For	Against
	disclosed and stretching performant long-term plans; measuring compar rewarded for below-average perforr compensation packages that build s performance conditions. At least 50 of incentive awards for below media severance payments should not exc shareholder approval. Furthermore,	ce targets; performance ny outcomes against its mance. These and othe shareholder value over % is a minimum good an performance as this reed two times annual µ all exceptional awards	nce results are not sufficiently strong. Good p e triggers for equity awards; using different me appropriate peer group; and setting awards s r approaches will ensure that the compensatio time. Also, a larger percentage of the equity a practice. In addition, the remuneration commi- is considered to be rewarding under performa pay. Larger severance packages should be sub should be clearly linked to performance and o rectors as a normal part of their jobs.	etrics for the short and to that executives are not n committee designs wards should be tied to ttee should not allow vesting nce of peers. Moreover, iect to a separate
3	Ratify PricewaterhouseCoopers LLP Auditors	as Mgmt	For	Against
			it firm for more than 20 years. There is value f re had the same auditor for a long period of til	

Viasat, Inc.

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

Viasat, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify PricewaterhouseCoopers LLP Auditors	as Mgmt	For	Against
		ls. Companies that hav	ve had the same auditor for a lo	There is value for investors in gaining new ong period of time should consider a plan or
3	Advisory Vote to Ratify Named Exec Officers' Compensation	utive Mgmt	For	Against
	practice. In addition, the remuneration	on committee should i performance of peers.	not allow vesting of incentive av Also, severance payments sho	conditions. At least 50% is a minimum good wards for below median performance as this ould not exceed two times annual pay. Larger
4	Amend Omnibus Stock Plan	Mgmt	For	Against
		and should be eliminat		tures that allow for loans to exercise options all share-based awards should be time

Meeting Date: 07/12/2022	Country: USA Meeting Type: Annual	Ticker: VMW	
		Primary ISIN: US9285634021	Primary SEDOL: B23SN61

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Paul Sagan	Mgmt	For	Against
	and energy to discharge their roles p In addition, directors are elected in c	properly, particularly classes rather than an	during unexpected company situa nually, but shareholders should	orships to ensure they have sufficient time ations requiring substantial amounts of time. have the opportunity to communicate with ssify itself, thereby enhancing accountability.
2	Advisory Vote to Ratify Named Exect Officers' Compensation	utive Mgmt	For	Against
	51	e targets; performanc	ce triggers for equity awards; usi	strong. Good practices include: well ing different metrics for the short and etting 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.

VOXX International Corporation

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

VOXX International Corporation

oposal ımber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter A. Lesser	Mgmt	For	Withhold
		e and objectivity. Also,	directors with long board tenur	ndent non-executive directors to ensure res should not serve on committees that director's membership could hamper the
		eness. The compensati		
.7	committee's impartiality and effectiv	eness. The compensati		
1.7	committee's impartiality and effectiv hamper the committee's impartiality Elect Director Ari M. Shalam	reness. The compensati and effectiveness. Mgmt npanies, the board shou	ion committee should be indepe For	endent and this director's membership could

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.

Wave Life Sciences Ltd.

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Christian Henry	Mgmt	For	Against
				rectorships to ensure they have sufficient time situations requiring substantial amounts of time.
1d	Elect Director Peter Kolchinsky	Mgmt	For	Against
				rectorships to ensure they have sufficient time situations requiring substantial amounts of time.
1f	Elect Director Ken Takanashi	Mgmt	For	Against
				rectorships to ensure they have sufficient time situations requiring substantial amounts of time.
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	disclosed and stretching performance long-term plans; measuring company rewarded for below-average perform compensation packages that build sl plan improperly allows for accelerate to reward performance. Rather, equi only to the extent that performance should be clearly disclosed and inclu shareholder value over a sufficiently	e targets; performand v outcomes against it ance. These and othe areholder value over d vesting for an over ty should be rolled fo conditions are met or de robust and stretch long period of time. A facts of manipulation	the triggers for equity awards, is appropriate peer group; and er approaches will ensure that time. Furthermore, this plan ly broad range of corporate of rward into any successor cou- rif an executive loses his job ing performance targets to i Also, the company should pu	ntly strong. Good practices include: well ; using different metrics for the short and nd setting awards so that executives are not at the compensation committee designs in could lead to excessive dilution. Moreover, the restructuring scenarios and such provisions fail mpany, or vest in a time-apportioned fashion b. In addition, incentive awards to executives reward strong performance and drive et clawback provisions in place to enable it to her bad faith actions which were detrimental to

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

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.

Weathernews, Inc.

Meeting Date	g Date: 08/11/2022 Country: Japan Meeting Type: Annual		Ticker: 4825	
			Primary ISIN: JP3154500007	Primary SEDOL: 6311762
	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Proposal Number 3.1	Proposal Text Elect Director Kusabiraki, Chihito	Proponent Mgmt		

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.

WisdomTree Investments, Inc.

Meeting Date: 07/15/2022 Country: USA Meeting Type: Annu		Ticker: WETF		
			Primary ISIN: US97717P1049	Primary SEDOL: 2476513
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
			ce results are not sufficiently strong. Good pl triggers for equity awards; using different me	

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.

WisdomTree Investments, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve 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. 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.

World Acceptance Corporation

Meeting Date: 08/17/2022	Country: USA Meeting Type: Annual	Ticker: WRLD	
		Primary ISIN: US9814191048	Primary SEDOL: 2981181

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Ken R. Bramlett, Jr.	Mgmt	For	Withhold		
	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.					
1.3	Elect Director Scott J. Vassalluzzo	Mgmt	For	Withhold		
	Voter Rationale: For controlled company appropriate balance of independence as independent to serve on key committee compensation committee should be ind effectiveness. The nomination committee committee's impartiality and effectivene	nd objectivity. Also, es as their interests lependent and this ee should be major.	directors who represent major may not be well aligned with the director's membership could har	shareholders are not sufficiently ne wider group of shareholders. The nper the committee's impartiality and		
1.4	Elect Director Charles D. Way	Mgmt	For	Withhold		
	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.					
1.5	Elect Director Darrell E. Whitaker	Mgmt	For	Withhold		
		nd objectivity. Also,	1	dent non-executive directors to ensure d of directors have served for more than 12		

World Acceptance Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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, 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.

YA-MAN Ltd.

Meeting Date	: 07/28/2022 Country: Japan Meeting Type: Annu	ual	Ticker: 6630	Ticker: 6630		
			Primary ISIN: JP3930050004	Primary SEDOL: B4KSB19		
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		
	Voter Rationale: In-person shareholder m physical meeting of the shareholders, and	5	, 5	ent. There should be an annual		
4.1	Appoint Statutory Auditor Iwasaki, Eiji	Mgmt	For	Against		
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of ov			closely with the independent		

Zendesk Inc.

Meeting Date: 08/17/2022	Country: USA	Ticker: ZEN	
	Meeting Type: Annual		
		Primary ISIN: US98936J1016	Primary SEDOL: BMH0MR7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Michael Frandsen	Mgmt	For	Against		
	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.					
1b	Elect Director Brandon Gayle	Mgmt	For	Against		
	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.					
3	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against		
	Voter Rationale: A larger percentage of practice.	of the equity awards	s should be tied to performant	ce conditions. At least 50% is a minimum good		

Zhejiang Supor Co., Ltd.

Meeting Date: 09/21/2022

Country: China Meeting Type: Special Ticker: 002032

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		
	Voter Rationale: A vote AGAINST is warranted because the proposed investment could expose the company to unnecessary risks.					
3	Approve Draft and Summary of Performance Shares Incentive Plan	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.					
4	Approve Measures for the Administration of the Assessment of Performance Shares Incentive Plans	5	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.					
5	Approve Authorization of the Board to Handle All Related Matters	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.



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