

SPMS STICHTING PENSIOENFONDS MEDISCH SPECIALISTEN VOTES AGAINST MANAGEMENT

01/10/2022 to 31/12/2022

SPMS Stichting Pensioenfonds Medisch Specialisten Votes Against Management Report

VOTES AGAINST MANAGEMENT REPORT

Date range covered: 10/01/2022 to 12/31/2022

1-800-FLOWERS.COM, Inc.

Meeting Date: 12/08/2022

Country: USA

Meeting Type: Annual

Ticker: FLWS

Primary ISIN: US68243Q1067

Primary SEDOL: 2444123

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director James A. Cannavino	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.

Accent Group Limited

Meeting Date: 11/11/2022

Country: Australia
Meeting Type: Annual

Ticker: AX1

Primary ISIN: AU000000AX19

Primary SEDOL: BD20RS5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Moreover, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.					
3a	Elect David Gordon as Director	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. Moreover, 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.					
4	Approve Variations to FY18-FY22 (Tranche 2) and FY20-FY22 (Tranche Performance Rights	Mgmt 3)	For	Against		
	Voter Rationale: Companies should no effectiveness of incentive schemes.	ot extend vesting per	riods or allow re-testing of p	performance targets because this weakens the		

Adtalem Global Education Inc.

Meeting Date: 11/09/2022

Country: USA

Meeting Type: Annual

Ticker: ATGE

Primary ISIN: US00737L1035

Primary SEDOL: BZ12TX5

Adtalem Global Education Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1 i	Elect Director Sharon L. O'Keefe	Mgmt	For	Against
			nout prior shareholder approval. The corporate to courts, and reverse the measure or, at the	
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
		mpanies that have had t	or more than 20 years. There is value for inve the same auditor for a long period of time sho 0 years.	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		ıld be clearly linked to p	be tied to performance conditions. At least 50 erformance and demonstrate shareholder valu iobs.	

Aerie Pharmaceuticals, Inc.

Meeting Date: 11/17/2022 Country: USA

Meeting Type: Special

Ticker: AERI

Primary ISIN: US00771V1089 **Primary SEDOL:** BFRTDG1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	Votor Pationalo: On early termination	II chara hacad au	ards should be time pre-rated	d and toctod 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, a vote AGAINST this proposal is warranted. Although other NEOs' cash severance is double-trigger and reasonably based, and no excise tax gross-ups are payable, the change-in-control severance provision for the CFO appears to provide for modified single trigger payments, permitting him to voluntarily resign and receive severance payments. In addition, all unvested equity will accelerate on a single trigger basis.

Affirm Holdings, Inc.

Meeting Date: 12/05/2022 Country: USA Ticker: AFRM

Meeting Type: Annual

Primary ISIN: US00827B1061 **Primary SEDOL: BMF9NM8**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jenny J. Ming	Mgmt	For	Withhold

Affirm Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	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.					
1.2	Elect Director Christa S. Quarles	Mgmt	For	Withhold		
	best practices in pay that help establish co time. Specifically, for failing to include a sa	ompensation packages t ay-on-pay proposal on t	mance. The compensation committee should of that reward strong performance and build shat he ballot without disclosing any reason for the shareholders at last year's annual meeting.	reholder value over		

Alkane Resources Ltd.

Meeting Date: 11/28/2022 Country: Australia Ticker: ALK

Meeting Type: Annual

Primary ISIN: AU000000ALK9 Primary SEDOL: 6014027

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Moreover, the long levels on multiple performance criteria criterion, and should stagger vesting t	g-term incentive plan n that reflect both abs o reward progressive toric performance tan	is linked to a single performan colute and relative financial med ly better performance. Also, the gets. The board should articula	e remuneration report does not articulate ate how bonus payments reflect prior year
2	Elect Ian Jeffrey Gandel as Director	Mgmt	For	Against
	appropriate balance of independence membership could hamper the commi independent and this director's memb committee should be majority independent and disclose an appropriate develop and disclose an appropriate dest, the board should appoint a Lead Chairman, ensure orderly succession	and objectivity. Addit ittee's impartiality and ership could hamper ndent and this directo by has not published of liversity strategy, in ka Independent Directo process for the Chain	ionally, the audit committee shot of effectiveness. Moreover, the re the committee's impartiality an or's membership could hamper of the diversity policy and has no we deeping with recent revisions to or to establish appropriate check or to establish appropriate check or and act as a point of control	d effectiveness. Likewise, the nomination the committee's impartiality and omen on its board. The company should the ASX Corporate Governance Principles. ks and balances on the Board; support the
9	Approve the Amendments to the Company's Constitution	Mgmt	For	Against

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

Allkem Ltd.

Meeting Date: 11/15/2022 Country: Australia Ticker: AKE

Meeting Type: Annual

Primary ISIN: AU0000193666 Primary SEDOL: BLSNC78

Allkem Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in				

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, 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.

Alpha and Omega Semiconductor Limited

Meeting Date: 11/29/2022 Country: Bermuda Ticker: AOSL

Meeting Type: Annual

Primary ISIN: BMG6331P1041 Primary SEDOL: B5Q3KZ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	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. In addition, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Moreover, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job.

Altium Limited

Meeting Date: 11/17/2022 Country: Australia Ticker: ALU

Meeting Type: Annual

Primary ISIN: AU000000ALU8 Primary SEDOL: 6167697

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	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, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors.

A-Mark Precious Metals, Inc.

Meeting Date: 10/27/2022 Country: USA Ticker: AMRK

Meeting Type: Annual

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Primary ISIN: US00181T1079 Primary SEDOL: BK6MJ46

A-Mark Precious Metals, Inc.

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. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Furthermore, 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.					
3	Amend Omnibus Stock Plan	Mgmt	For	Against		
	reward strong performance and drive share	eholder value over a sui	disclosed and include robust and stretching particiently long period of time. Furthermore, the rds should be time pro-rated and tested for p	is plan could lead to		

Amcor plc

Meeting Date: 11/09/2022

Country: Jersey

Ticker: AMCR

deeting Date: 11/09/2022

Meeting Type: Annual

Primary ISIN: JE00BJ1F3079

Primary SEDOL: BJ1F307

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 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.

AngioDynamics, Inc.

Meeting Date: 11/03/2022

Country: USA

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Ticker: ANGO

Meeting Type: Annual

Primary ISIN: US03475V1017 Primary ISIN: US03475V1017

Primary SEDOL: B00CR04

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Dennis S. Meteny	Mgmt	For	Withhold

AngioDynamics, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	committee should take action to en the risk of entrenchment. Also, dire independence. The audit committee	sure an appropriately fre ectors with long board te e should be fully indeper compensation committee	sh board and reduce the pro nures should not serve on co dent and this director's mem	12 years lack balance. The nominating opportion of long standing directors to reduce immittees that require absolute obership could hamper the committee's this director's membership could hamper the
3	Advisory Vote to Ratify Named Exe Officers' Compensation	cutive Mgmt	For	Against
		ds should be clearly linke	d to performance and demor	e conditions. At least 50% is a minimum good nstrate shareholder value creation in addition
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	event of a change of control. In add performance targets to reward stro	dition, incentive awards ng performance and driv	to executives should be clear Te shareholder value over a si	and tested for performance, including in the ly disclosed and include robust and stretching ufficiently long period of time. Moreover, the structuring scenarios and such provisions fail

Ansell Limited

Meeting Date: 11/10/2022 Country: Australia Ticker: ANN

Meeting Type: Annual

only to the extent that performance conditions are met or if an executive loses his job.

Primary ISIN: AU000000ANN9 Primary SEDOL: 6286611

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Remuneration Report	Mgmt	For	Against

to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, 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.

APA Group

Meeting Date: 10/19/2022 Ticker: APA Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000APA1 Primary SEDOL: 6247306

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Climate Transition Plan	Mamt	For	Against

Voter Rationale: We are concerned about the lack of Scope 3 targets in its current climate transition plan. The company should ensure its plan is aligned with 1.5 degrees trajectory and verified by SBTi. We expect the plan to include more details on the CapEx alignment and gas phase-out plans, including its hydrogen transition. Shareholders should have an annual vote on climate to ensure plans are fit for purpose and progress is adequately disclosed. Going forward, we strongly encourage better transparency and a more robust climate transition plan to allow investors to address potential climate risks to the business in the medium- to long-term.

APA Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect James Fazzino as Director	Mgmt	For	Against
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Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.

Apartment Income REIT Corp.

Meeting Date: 12/07/2022 Country: USA Ticker: AIRC

Meeting Type: Annual

Primary ISIN: US03750L1098 Primary SEDOL: BN6QGL5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.4	Elect Director Thomas L. Keltner	Mgmt	For	Against		
	committee should be fully independen	t and this director's m	embership could hamper the c	equire absolute independence. The audit committee's impartiality and effectiveness. If hamper the committee's impartiality and		
1.5	Elect Director Devin I. Murphy	Mgmt	For	Against		
				orships to ensure they have sufficient time ations requiring substantial amounts of time		
1.8	Elect Director Ann Sperling	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.					
3	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against		
	considered to be rewarding under per	formance of peers. In subject to a separate v executives. Hedging	addition, severance payments shareholder approval Also, cor	s for below median performance as this is should not exceed two times annual pay. mpanies should establish and disclose a be prohibited as it potentially severs		
4	Amend Omnibus Stock Plan	Mgmt	For	Against		
	Voter Rationale: Incentive plans that a Also, the plan improperly allows for ac provisions fail to reward performance. time-apportioned fashion only to the e	celerated vesting for a Rather, equity should	an overly broad range of corpo be rolled forward into any suc	cessor company, or vest in a		

Apartment Investment and Management Company

Meeting Date: 12/16/2022 Country: USA Ticker: AIV

Meeting Type: Proxy Contest

Primary ISIN: US03748R7474 Primary SEDOL: BN2W9T6

Apartment Investment and Management Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Dissident Nominee Director Michelle Applebaum	SH	For	Withhold
	deteriorating shareholder rights and engage	gement, we are support	tht and the history of deviating from governar ive of change that the dissident seeks. As we nagement nominee Mr. Stone, and managem	can only vote for 3
1E	Elect Management Nominee Director R. Dary Stone	Mgmt	Withhold	For

Apollo Global Management, Inc.

Meeting Date: 10/07/2022 Country: USA Ticker: APO

Meeting Type: Annual

Primary ISIN: US03769M1062

Primary SEDOL: BN44JF6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.6	Elect Director Richard Emerson	Mgmt	For	Withhold		
	best practices in pay that help establish time. Specifically, certain NEOs received future entitlements to these distribution	compensation pact lexcessive cash cass s were bought out ey are intended to d	kages that reward strong perfo rry distributions without a mear by granting majority time-vesti	on committee should do more to respond to rmance and build shareholder value over ningful cap disclosed in the proxy. Further, ing equity awards of an excessive value ever ed disclosure with respect to cash incentives,		
1.10	Elect Director Scott Kleinman	Mgmt	For	Withhold		
	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.					
1.14	Elect Director David Simon	Mgmt	For	Withhold		
		•		orships to ensure they have sufficient time ations requiring substantial amounts of time		
2	Ratify Deloitte & Touche LLP as Auditor	s Mgmt	For	Against		
	should be clearly disclosed, justified and	d not exceed audit	fees. Large non-audit fees coul	only. Any non-audit fees paid to the auditor Id compromise objectivity of the audit. Also, a plan or tender process for bringing in a		

ARB Corporation Limited

new auditing firm.

Meeting Date: 10/28/2022 Country: Australia Ticker: ARB

Meeting Type: Annual

Primary ISIN: AU000000ARB5 Primary SEDOL: BWV03W5

ARB Corporation Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Significant salary inc executive directors.	reases should be link	red to material changes in th	ne business or in the role and responsibilities of	
2	Elect Robert Fraser as Director	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 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.				

Aspen Pharmacare Holdings Ltd.

Meeting Date: 12/08/2022 Country: South Africa Ticker: APN

Meeting Type: Annual

Primary ISIN: ZAE000066692 Primary SEDOL: B09C0Z1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Policy	Mgmt	For	Against
	Voter Rationale: Incentive awards to exer reward strong performance and drive sha			robust and stretching performance targets to
2	Approve Remuneration Implementation Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to exer reward strong performance and drive sha		,	robust and stretching performance targets to
3	Authorise Repurchase of Issued Share Capital	Mgmt	For	Against
	Voter Rationale: Any share repurchase re justified by the company.	quest in excess of	10% should be undertaken i	in exceptional circumstances only and be fully

Aspen Technology, Inc.

Meeting Date: 12/15/2022 Country: USA Ticker: AZPN

Meeting Type: Annual

Primary ISIN: US29109X1063 Primary SEDOL: BP2V812

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director Jill D. Smith	Mgmt	For	Against

Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future.

Aspen Technology, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Matau Batianala, Tha mlanda atmintuma and		was the and wat a fficiently atmosp Coad and	tiana in alcodac coall

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

AUB Group Limited

Meeting Date: 11/03/2022 Country: Australia Ticker: AUB

Meeting Type: Annual

Primary ISIN: AU000000AUB9 Primary SEDOL: B0MBNC3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.

Aussie Broadband Limited

Meeting Date: 10/21/2022 Country: Australia Ticker: ABB

Meeting Type: Annual

Primary ISIN: AU0000106643 Primary SEDOL: BM8HZC3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	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 suffciently 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. Moreover, the remuneration report is unnecessarily vague. The remuneration committee should provide clear disclosure on long-term performance targets and performance and historic annual objectives.					
2	Approve the Amendments to the Company's Constitution	Mgmt	For	Against		
	Voter Rationale: In-person shareholde physical meeting of the shareholders,		,	management. There should be an annual		

Australia and New Zealand Banking Group Limited

Meeting Date: 12/15/2022

Country: Australia
Meeting Type: Annual

Ticker: ANZ

Meeting Type: Annual

Primary ISIN: AU000000ANZ3

Primary SEDOL: 6065586

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Restricted Rights and Performance Rights to Shavne Elliott	Mgmt	For	Against

Australian Ethical Investment Limited

Meeting Date: 11/23/2022

Country: Australia

Meeting Type: Annual

Ticker: AEF

Primary ISIN: AU000000AEF4

Primary SEDOL: 6568212

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Further, 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.

Australian Strategic Materials Ltd.

Approve the Amendments to the

Meeting Date: 11/28/2022

Country: Australia
Meeting Type: Annual

Ticker: ASM

Primary ISIN: AU0000094153

Primary SEDOL: BMTTJZ9

Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive undermine employee incentive strateg clearly disclose and not misleading to business or in the role and responsibiliperformance and demonstrate sharehed jobs. Further, the remuneration communities be more effective in retaining executive remuneration report does not articulate	shareholder value ov y and are not aligned shareholders. Also, s ities of executive dire older value creation i ittee should consider tes and ensuring that te how executives pe	er a suffciently long period d with the interests of shal ignificant salary increases ectors. Additionally, all exce in addition to and above the deferring a proportion of the annual and long-term formed against historic pe	de robust and stretching performance targets to dof time Moreover, discounted equity awards reholders. The value of equity awards should be should be linked to material changes in the eptional awards should be clearly linked to lat expected of directors as a normal part of their the annual cash bonus into shares which would be performance objectives are aligned. Last, the exformance targets. The board should articulate king targets that underpin long-term incentive

Company's Constitution

Voter Rationale: In-person shareholder meetings enable essential scrutiny of boards and management. There should be an annual

Mgmt

For

Automatic Data Processing, Inc.

Meeting Date: 11/09/2022

Country: USA

Meeting Type: Annual

Ticker: ADP

Primary ISIN: US0530151036

Primary SEDOL: 2065308

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1i	Elect Director William J. Ready	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.					
3	Ratify Deloitte & Touche LLP as Audito	ors Mgmt	For	Against		
		Companies that have	ve had the same auditor for a l	There is value for investors in gaining new long period of time should consider a plan or		

AutoZone, Inc.

Meeting Date: 12/14/2022

Country: USA

Meeting Type: Annual

Ticker: AZO

Primary ISIN: US0533321024

Primary SEDOL: 2065955

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.3	Elect Director Earl G. Graves, Jr.	Mgmt	For	Against	
	Voter Rationale: This director is not suffi	ciently independe	ent to serve as the independ	lent lead director.	
1.8	Elect Director George R. Mrkonic, Jr.	Mgmt	For	Against	
	committee should be fully independent a The compensation committee should be effectiveness.	and this director's independent and	s membership could hamper d this director's membership	nat require absolute independence. The audit the committee's impartiality and effectiveness. could hamper the committee's impartiality and	
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.				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against	
		ould be clearly lin	nked to performance and den	nce conditions. At least 50% is a minimum good nonstrate shareholder value creation in addition	

Avalara, Inc.

Meeting Date: 10/14/2022

Country: USA

Meeting Type: Proxy Contest

Ticker: AVLR

Primary ISIN: US05338G1067

Primary SEDOL: BZ1NVP4

Avalara, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	options will accelerate on a single trigger	basis and PSUs will be thout a compelling ratio	easonably based, and no excise tax gross-ups converted into cash awards at above-target le nale disclosed. Also, on early termination, all in the event of a change of control.	evels, with payouts

AVI Ltd.

Meeting Date: 11/09/2022

Country: South Africa

Meeting Type: Annual

Ticker: AVI

Primary ISIN: ZAE000049433

Primary SEDOL: 6040958

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Re-elect Gavin Tipper as Director	Mgmt	For	Against		
	Voter Rationale: For widely held companie appropriate balance of independence and		uld include at least 50% indepen	dent non-executive directors to ensure		
5	Re-elect James Hersov as Director	Mgmt	For	Against		
10	Voter Rationale: For widely held companie appropriate balance of independence and		uld include at least 50% indepen	dent non-executive directors to ensure		
10	Approve Fees Payable to the Current Non-executive Directors, Excluding the Chairman of the Board	Mgmt	For	Against		
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		: - The Company is proposing sig	nificant increases on these fee levels and		
11	Approve Fees Payable to the Chairman of the Board	Mgmt	For	Against		
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		: - The Company is proposing sig	nificant increases on these fee levels and		
12	Approve Fees Payable to the Members of the Remuneration, Nomination and Appointments Committee	Mgmt	For	Against		
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		: - The Company is proposing sig	nificant increases on these fee levels and		
13	Approve Fees Payable to the Members of the Audit and Risk Committee	Mgmt	For	Against		
	Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing significant increases on these fee levels and has not provided a specific explanation for the increases.					
14	Approve Fees Payable to the Non-executive Members of the Social and Ethics Committee	Mgmt	For	Against		

has not provided a specific explanation for the increases.

AVI Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
16	Approve Fees Payable to the Chairman of the Audit and Risk Committee	Mgmt	For	Against
	Voter Rationale: A vote AGAINST these it has not provided a specific explanation for		e Company is proposing significant increases of	on these fee levels and

Bank of Queensland Ltd.

Meeting Date: 12/06/2022

Country: Australia

Meeting Type: Annual

Ticker: BOQ

Primary ISIN: AU000000BOQ8

Primary SEDOL: 6076243

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2c	Elect Warwick Negus as Director	Mgmt	For	Against
	Voter Rationale: Directors are expect to discharge their role properly, partic			ensure they have sufficient time and energy ng substantial amounts of time.
3	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, the remune The board should articulate how bond	ration report does not us payments reflect pl ast, the long-term inc	t articulate how executives perfo rior year performance, as well a rentive plan is linked to a single	usiness or in the role and responsibilities of formed against historic performance targets is outlining forward-looking targets that performance target. Companies should financial metrics rather than a single

Bapcor Limited

Meeting Date: 10/19/2022

Country: Australia

Meeting Type: Annual

Ticker: BAP

Primary ISIN: AU000000BAP9

Primary SEDOL: BLD2CY7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Approve Potential Termination Benefits to Darryl Abotomey	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.

BARK, Inc.

Meeting Date: 11/15/2022

Country: USA

Meeting Type: Annual

Ticker: BARK

Primary ISIN: US68622E1047

Primary SEDOL: BNVVLD2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Betsy McLaughlin	Mgmt	For	Withhold
	to shareholder approval. Specifically, the L supermajority vote requirement to enact of rights. In addition, executive pay is not in to best practices in pay that help establish time. Specifically, the company accelerates be involuntary. Also, directors are elected	poard's failure to remove certain changes to the g line with company perfo n compensation package d the vesting of a signifi in classes rather than a	pration should not erode shareholders' rights are, or subject to a sunset requirement, the classoverning documents, each of which adversely formance. The compensation committee should as that reward strong performance and build strong number of options upon a resignation the noually, but shareholders should have the opposerd should take immediate steps to declassing	ssified board and the vimpacts shareholder Id do more to respond shareholder value over nat does not appear to portunity to
1b	Elect Director Henrik Werdelin	Mgmt	For	Withhold
	to shareholder approval. Specifically, the b	board's failure to remove	pration should not erode shareholders' rights of a sunset requirement, the class overning documents, each of which adversely	ssified board and the

Bellway Plc

Meeting Date: 12/16/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: BWY

Primary ISIN: GB0000904986 Primary

Primary SEDOL: 0090498

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	1/ 5 / / / //			

Voter Rationale: Annual bonus schemes should include an element of deferral when forming a significant element of the package.

Bendigo and Adelaide Bank Limited

Meeting Date: 11/08/2022

Country: Australia **Meeting Type:** Annual

Ticker: BEN

Primary ISIN: AU000000BEN6

Primary SEDOL: 6091280

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect David Matthews as Director	Mgmt	For	Against
	Voter Rationale: The audit committee impartiality and effectiveness.	should be fully indepe	endent and this director's mem	bership could hamper the committee's
6	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to	executives should be c	learly disclosed and include ro	bust and stretching performance targets to

reward strong performance and drive shareholder value over a sufficiently long period of time.

Betmakers Technology Group Ltd

Meeting Date: 11/22/2022

Country: Australia
Meeting Type: Annual

Ticker: BET

Primary ISIN: AU0000050585

Primary SEDOL: BJDXBQ1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, incentive aw targets to reward strong performance report does not articulate how executi payments reflect prior year performan	ards to executives sl and drive sharehold ves performed again ce, as well as outlini should consider defo	hould be clearly disclosed and i ler value over a suffciently long ast historic performance targets ing forward-looking targets tha ferring a proportion of the annu	business or in the role and responsibilities of include robust and stretching performance period of time. Further, the remuneration s. The board should articulate how bonus t underpin long-term incentive plans. In the load that include the would be mance objectives are aligned.
5	Approve the Amendments to the Company's Constitution	Mgmt	For	Against
	Voter Rationale: In-person shareholde physical meeting of the shareholders,	-	,	management. There should be an annual

BGC Partners, Inc.

Meeting Date: 12/30/2022

Country: USA

Meeting Type: Annual

Ticker: BGCP

Primary ISIN: US05541T1016

Primary SEDOL: 2528168

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

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

Bill.com Holdings, Inc.

Meeting Date: 12/08/2022

Country: USA

Meeting Type: Annual

Ticker: BILL

Primary ISIN: US0900431000

Primary SEDOL: BKDS4H5

Bill.com Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director David Hornik	Mgmt	For	Withhold
	to shareholder approval. Specifically, the	board failed to remo	ove, or subject to a su	ot erode shareholders' rights and should be subject unset requirement, the supermajority vote ied board, each of which adversely impacts
1.3	Elect Director Brian Jacobs	Mgmt	For	Withhold
				es that require absolute independence. The could hamper the committee's impartiality and
1.4	Elect Director Allie Kline	Mgmt	For	Withhold
	to shareholder approval. Specifically, the requirement to enact certain changes to shareholder rights. In addition, directors	board failed to remo the governing docur are elected in classe	ove, or subject to a su ments and the classifi es rather than annual	ot erode shareholders' rights and should be subject unset requirement, the supermajority vote fied board, each of which adversely impacts ly, but shareholders should have the opportunity to e immediate steps to declassify itself, thereby
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against
	disclosed and stretching performance tal long-term plans; measuring company ou rewarded for below-average performance compensation packages that build share to performance conditions. At least 50% material changes in the business or in th be clearly linked to performance and der normal part of their jobs. Also, severance subject to a separate shareholder approve tested for performance, including in the	gets; performance ti tcomes against its ap e. These and other a holder value over tin is a minimum good per role and responsib monstrate shareholde e payments should n val. Additionally, on e event of a change of	riggers for equity awa opropriate peer group pproaches will ensure ne. In addition, a larg practice. Moreover, si ilities of executive dii er value creation in ac ot exceed two times parly termination, all s control. Lastly, incer	ficiently strong. Good practices include: well ands; using different metrics for the short and by, and setting awards so that executives are not be that the compensation committee designs are percentage of the equity awards should be tied ignificant salary increases should be linked to rectors Furthermore, all exceptional awards should didition to and above that expected of directors as a annual pay. Larger severance packages should be share-based awards should be time pro-rated and antive awards to executives should include robust over a sufficiently long period of time defined as at

Bio-Techne Corporation

Meeting Date: 10/27/2022 Country: USA Ticker: TECH

Meeting Type: Annual

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Primary ISIN: US09073M1045 Primary SEDOL: BSHZ3Q0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Director Robert V. Baumgartner	Mamt	For	Against

Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. In addition, we expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future.

Bio-Techne Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
2c	Elect Director John L. Higgins	Mgmt	For	Against			
	committee should take action to ensure an the risk of entrenchment. Also, directors w independence. The audit committee should	n appropriately fresh boo vith long board tenures of d be fully independent a tion committee should l	e served for more than 12 years lack balance. ard and reduce the proportion of long standing should not serve on committees that require a and this director's membership could hamper to be majority independent and this director's ma	g directors to reduce obsolute The committee's			
2h	Elect Director Randolph Steer	Mgmt	For	Against			
	Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.						
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against			
	have expressed concerns over compensation	on practices in previous	nvestors it represents and take action where a years. Also, incentive awards to executives si areholder value over a sufficiently long period	hould include robust			

Blackmores Limited

Meeting Date: 10/20/2022

Country: Australia

Ticker: BKL

Meeting Type: Annual

Primary ISIN: AU000000BKL7 Primary SEDOL: 6102267

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, 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.

Bluescope Steel Limited

Meeting Date: 11/22/2022 Country: Australia

Meeting Type: Annual

Ticker: BSL

Primary ISIN: AU000000BSL0 Primary SEDOL: 6533232

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	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 suffciently long period of time.

Bluescope Steel Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
5	Approve Grant of Alignment Rights to Mark Vassella	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.					

Boral Limited

Meeting Date: 11/03/2022

Country: Australia

Meeting Type: Annual

Ticker: BLD

Primary ISIN: AU000000BLD2

Primary SEDOL: 6218670

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Adopt New Constitution	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.			

BPER Banca SpA

Meeting Date: 11/05/2022

Country: Italy

Meeting Type: Extraordinary Shareholders

Ticker: BPE

Primary ISIN: IT0000066123 Primary SEDOL: 4116099

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Amend Remuneration Policy	Mgmt	For	Against		
	Voter Rationale: All exceptional awards addition to and above that expected of	,	•	nonstrate shareholder value creation in		
3	Amend Long-Term Incentive Plan 2022-2024	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.					

Breville Group Limited

Meeting Date: 11/10/2022

Country: Australia

Ticker: BRG

Meeting Type: Annual

Primary ISIN: AU000000BRG2

Primary SEDOL: 6158709

Breville Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Furthermore, incentive performance targets to reward strong performance targets to reward strong performance and performance and historic annutarget. Companies should base vesting levalure than a single performance criterion, remuneration report does not articulate he how bonus payments reflect prior year perplans. Likewise, the remuneration committed.	e awards to executives s formance and drive shar e. The remuneration coi ial objectives. Moreover, rels on multiple performa and should stagger ves ow executives performed formance, as well as out tee should consider defe	aterial changes in the business or in the role of thould be clearly disclosed and include robust wholder value over a sufficiently long period of mittee should provide clear disclosure on lot the long-term incentive plan is linked to a simple ance criteria that reflect both absolute and relating to reward progressively better performation against historic performance targets. The both thining forward-looking targets that underping a proportion of the annual cash bonus in the annual and long-term performance objective.	and stretching If time. Also, the Ing-term performance Ingle performance Indicative financial metrics Indicative financially, the Indicative financially the Indicative financially the Indicative Indicative Into shares which
4	Approve Grant of Performance Rights and Deferred Share Rights to Jim Clayton	Mgmt	For	Against
	relative performance. Also, the long-term levels on multiple performance criteria tha	incentive plan is linked t t reflect both absolute a ward progressively bette	stretching performance targets that reflect be to a single performance target. Companies sh and relative financial metrics rather than a sing ter performance. Moreover, on early termination adding in the event of a change of control.	ould base vesting gle performance

Brickworks Limited

Meeting Date: 11/22/2022 Country: Australia Ticker: BKW

Meeting Type: Annual

Primary ISIN: AU000000BKW4 Primary SEDOL: 6315593

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: On early termination event of a change of control. Also, the performance targets. The board show forward-looking targets that underpin	e remuneration repo Ild articulate how bo	ort does not articulate how exe onus payments reflect prior yea	
3	Approve Grant of Performance Rights Lindsay Partridge	to Mgmt	For	Against
	Voter Rationale: On early termination event of a change of control.	. all share-based aw	vards should be time pro-rated	and tested for performance, including in the

Brigham Minerals, Inc.

Meeting Date: 12/28/2022 Country: USA Ticker: MNRL

Meeting Type: Special

Primary ISIN: US10918L1035 Primary SEDOL: BJHQ638

Brigham Minerals, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against		
	Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, 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.					

Brinker International, Inc.

Meeting Date: 11/17/2022 Country: USA Ticker: EAT

Meeting Type: Annual

Primary ISIN: US1096411004 Primary SEDOL: 2193544

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph M. DePinto	Mgmt	For	Against
				rships to ensure they have sufficient time tions requiring substantial amounts of time
1.4	Elect Director Harriet Edelman	Mgmt	For	Against
	committee should be fully independen	t and this director's m	embership could hamper the co	quire absolute independence. The audit ommittee's impartiality and effectiveness. hamper the committee's impartiality and
1.8	Elect Director James C. Katzman	Mgmt	For	Against
				rships to ensure they have sufficient time tions requiring substantial amounts of time
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against
		Companies that have	had the same auditor for a lon	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
	Voter Rationale: A larger percentage of practice. Also, severance payments she separate shareholder approval. In addition	ould not exceed two t lition, all exceptional a	imes annual pay. Larger severa wards should be clearly linked i	to performance and demonstrate
4	Amend Non-Employee Director Omnib Stock Plan	ous Mgmt	For	Against
	Voter Rationale: On early termination, event of a change of control. Also, sha independence and ability to hold mana	are options should not		d tested for performance, including in the irectors as this may compromise their

Broadridge Financial Solutions, Inc.

Meeting Date: 11/10/2022

Country: USA

Meeting Type: Annual

Ticker: BR

Primary ISIN: US11133T1034

Primary SEDOL: B1VP7R6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Leslie A. Brun	Mgmt	For	Against
	Voter Rationale: This director is not suffici	iently independent to se	rve as the independent lead director.	
1d	Elect Director Robert N. Duelks	Mgmt	For	Against
			ve on committees that require absolute indep rship could hamper the committee's impartial	
1k	Elect Director Thomas J. Perna	Mgmt	For	Against
			ve on committees that require absolute indep rship could hamper the committee's impartial	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, incentive awards to drive shareholder value over a sufficiently	executives should include long period of time def	be tied to performance conditions. At least 50 le robust performance targets that reward str lined as at least three years. Moreover, all exc lue creation in addition to and above that exp	ong performance and eptional awards should

Brookfield Asset Management Inc.

Meeting Date: 11/09/2022

Country: Canada

Meeting Type: Special

Ticker: BAM.A

Primary ISIN: CA1125851040 Primary SEDOL: 2092599

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve MSOP Resolution	Mgmt	For	Against
		shareholder value o	ver a sufficiently long period of	obust and stretching performance targets to time. Futhermore, on early termination, all e event of a change of control.
3	Approve NQMSOP Resolution	Mgmt	For	Against
		shareholder value o	ver a sufficiently long period of	obust and stretching performance targets t time. Futhermore, on early termination, al e event of a change of control.
4	Approve Manager Escrowed Stock Pl Resolution	an Mgmt	For	Against
				obust and stretching performance targets to

share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.

Bushiroad, Inc.

Meeting Date: 12/23/2022

Country: Japan

Meeting Type: Special

Ticker: 7803

Primary ISIN: JP3829930001

Primary SEDOL: BKF05T8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Stock Option Plan	Mgmt	For	Against
	Voter Rationale: Share ontions show	uld not be aranted to no	n-evecutive directors as this	may compromise their independence and

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

C3.ai, Inc.

Meeting Date: 10/05/2022

Country: USA

Meeting Type: Annual

Ticker: AI

Primary ISIN: US12468P1049

Primary SEDOL: BMGNBJ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Bruce Sewell	Mgmt	For	Withhold
	to shareholder approval. Specifically problematic capital structure, and ti which adversely impacts shareholde	y, the board's failure to I the supermajority vote re er rights. Also, directors th directors regularly on	emove, or subject to a sunse equirement to enact certain c are elected in classes rather	de shareholders' rights and should be subject et requirement, the classified board, the changes to the governing documents, each of than annually, but shareholders should have d should take immediate steps to declassify
2	Advisory Vote to Ratify Named Exec Officers' Compensation	cutive Mgmt	For	Against
	disclosed and stretching performand long-term plans; measuring compar rewarded for below-average perform compensation packages that build se and include robust and stretching period of time Moreover, all exa creation in addition to and above the	ce targets; performance ny outcomes against its mance. These and other shareholder value over t erformance targets to re ceptional awards should nat expected of directors	triggers for equity awards; u appropriate peer group; and approaches will ensure that ime. In addition, incentive aw eward strong performance and be clearly linked to performa as a normal part of their job	y strong. Good practices include: well using different metrics for the short and setting awards so that executives are not the compensation committee designs wards to executives should be clearly disclosed and drive shareholder value over a sufficiently ance and demonstrate shareholder value os. Also, the company should put clawback tion of reported indicators or other bad faith

CACI International Inc

Meeting Date: 10/20/2022

Country: USA

Ticker: CACI

Meeting Type: Annual

actions which were detrimental to the long-term interests of its shareholders.

Primary ISIN: US1271903049

Primary SEDOL: 2159267

CACI International Inc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1e	Elect Director Gregory G. Johnson	Mgmt	For	Against	
				at require absolute independence. The d hamper the committee's impartiality and	
1 i	Elect Director James L. Pavitt	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.				
1k	Elect Director William S. Wallace	Mgmt	For	Against	
				at require absolute independence. The audit the committee's impartiality and effectiveness.	

Calix Limited

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: CXL

Primary ISIN: AU0000017840

Primary SEDOL: BD3DLF8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, incentive awa targets to reward strong performance a should put in place a procedure which	rds to executives sh and drive shareholde would enable it, sho recutive directors an	nould be clearly disclosed a er value over a sufficiently ould it identify any facts of nd other key managers who	the business or in the role and responsibilities of and include robust and stretching performance long period of time. Moreover, the company manipulation of reported indicators or other bad ich were detrimental to the long-term interests of paid to it.
2	Elect Peter Turnbull as Director	Mgmt	For	Against
	appropriate balance of independence a membership could hamper the commit Director to establish appropriate checks	nd objectivity. Also, ree's impartiality and and balances on th for shareholders, n	the audit committee shoud d effectiveness. Moreover, he Board, support the Chal non-executive directors and	ndependent non-executive directors to ensure and be fully independent and this director's the board should appoint a Lead Independent irman, ensure orderly succession process for the disensor executives where normal channels of
3	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	Against
	Voter Rationale: The quantum of the in fee cap to accommodate any temporary			y, there is sufficient headroom within the existing ition.

Campbell Soup Company

Meeting Date: 11/30/2022

Country: USA

Meeting Type: Annual

Ticker: CPB

Primary ISIN: US1344291091

Primary SEDOL: 2162845

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.10	Elect Director Mary Alice Dorrance Malone	Mgmt	For	Against
	Voter Rationale: Directors with long boar compensation committee should be independent effectiveness.			at require absolute independence. The I hamper the committee's impartiality and
1.13	Elect Director Archbold D. van Beuren	Mgmt	For	Against
2	Voter Rationale: Former employees or co Directors with long board tenures should be fully independent and this director's n Ratify PricewaterhouseCoopers LLP as Auditors	not serve on comn	nittees that require absolut	te independence. The audit committee should
		ompanies that have	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
	considered to be rewarding under perform Larger severance packages should be suit	mance of peers. In bject to a separate	addition, severance payme shareholder approval. Also	vards for below median performance as this is ents should not exceed two times annual pay, o, all exceptional awards should be clearly linked that expected of directors as a normal part of

Capricorn Metals Ltd

Meeting Date: 11/29/2022

Country: Australia

Meeting Type: Annual

Ticker: CMM

Primary ISIN: AU000000CMM9

Primary SEDOL: BDD98W2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mamt	For	Δαainst

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. Moreover, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Additionally, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Likewise, 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. Lastly, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

Capricorn Metals Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Elect Myles Ertzen as Director	Mgmt	For	Against	
	Voter Rationale: The Company should put at least one female director on the board.		rease gender diversity on the board. Our expe	ctation is that there be	
4	Approve Issuance of Performance Rights to Mark Clark	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, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.				

Cardiovascular Systems, Inc.

Meeting Date: 11/08/2022 Country: USA Ticker: CSII

Meeting Type: Annual

Primary ISIN: US1416191062 Primary SEDOL: B17HG57

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 committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. 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 company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Furthermore, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.

Carsales.Com Limited

Meeting Date: 10/28/2022 Country: Australia Ticker: CAR

Meeting Type: Annual

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Primary ISIN: AU000000CAR3 Primary SEDOL: BW0BGZ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive	shareholder value d against historic perfo	over a sufficiently long period of formance targets. The board sho	obust and stretching performance targets to time. Also, the remuneration report does not could articulate how bonus payments reflect erm incentive plans.
4b	Approve Grant of Performance Rights Cameron McIntyre	to Mgmt	For	Against
	Voter Rationale: Incentive awards to	executives should be	e clearly disclosed and include ro	obust and stretching performance targets to

reward strong performance and drive shareholder value over a sufficiently long period of time.

Catalent, Inc.

Meeting Date: 10/27/2022

Country: USA

Meeting Type: Annual

Ticker: CTLT

Primary ISIN: US1488061029

Primary SEDOL: BP96PQ4

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. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers.

Centrais Eletricas Brasileiras SA

Meeting Date: 11/04/2022

Country: Brazil

Ticker: ELET6

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRELETACNPB7

Primary SEDOL: 2308445

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles	Mgmt	For	Against

Voter Rationale: Changes in company's articles or by-laws should not erode shareholder rights. It is inappropriate for several voting items to be bundled into one resolution. Shareholders should be able to vote each item separately.

Centrais Eletricas Brasileiras SA

Meeting Date: 12/22/2022

Country: Brazil

Ticker: ELET6

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRELETACNPB7 Primary SEDOL: 2308445

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Stock Option Plan	Mamt	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. Additionally, 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. Further, 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.

Centrais Eletricas Brasileiras SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Restricted Stock 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. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Centuria Capital Group

Meeting Date: 11/25/2022 Country: Australia Ticker: CNI

Meeting Type: Annual

Primary ISIN: AU000000CNI5 Primary SEDOL: 6518745

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect John Slater as Director	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. Moreover, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Furthermore, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.

Chalice Mining Limited

Meeting Date: 11/23/2022 Country: Australia Ticker: CHN

Meeting Type: Annual

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Primary ISIN: AU000000CHN7 Primary SEDOL: B0ZGW28

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Elect Morgan Ball as Director	Mgmt	For	Against		
				orships to ensure they have sufficient time ations requiring substantial amounts of time.		
6	Approve Chalice Mining Limited Employee Securities Incentive Plan	Mgmt	For	Against		
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.					

Challenger Limited

Meeting Date: 10/27/2022 Country: Australia Ticker: CGF

Meeting Type: Annual

Primary ISIN: AU000000CGF5 Primary SEDOL: 6726300

Challenger Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
3	Approve Remuneration Report	Mgmt	For	Against			
	effectiveness of incentive schemes. Also, to base vesting levels on multiple performance performance criterion, and should stagger not articulate how executives performed a	he long-term incentive per te criteria that reflect be vesting to reward progr gainst historic performa	allow re-testing of performance targets becau olan is linked to a single performance target. oth absolute and relative financial metrics rath essively better performance. Further, the rem nce targets. The board should articulate how of targets that underpin long-term incentive pl	Companies should er than a single nuneration report does bonus payments			
4	Approve Grant of Hurdled Performance Share Rights to Nicolas Hamilton	Mgmt	For	Against			
	Voter Rationale: Companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.						

Charter Hall Group

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: CHC

Primary ISIN: AU000000CHC0

Primary SEDOL: B15F6S6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, discounted equity awards undermine employee incentive strategy and are not aligned with the interests of shareholders. The value of equity awards should be clearly disclose and not misleading to shareholders. In addition, 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.

Cimpress plc

Meeting Date: 11/16/2022

Country: Ireland

Meeting Type: Annual

Ticker: CMPR

Primary ISIN: IE00BKYC3F77

Primary SEDOL: BKYC3F7

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

Cimpress plc

Proposal Mgmt Vote
Number Proposal Text Proponent Rec Instruction

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, 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

4 Amend Omnibus Stock Plan Mgmt For Against

Voter Rationale: This plan could lead to excessive dilution. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, the 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. 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

Cintas Corporation

Meeting Date: 10/25/2022 Country: USA Ticker: CTAS

committee's impartiality and effectiveness.

Meeting Type: Annual

Primary ISIN: US1729081059 Primary SEDOL: 2197137

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Gerald S. Adolph	Mgmt	For	Against		
	appropriate balance of independence	and objectivity. Also, compensation committee	lirectors with long board tenure	ndent non-executive directors to ensure es should not serve on committees that this director's membership could hamper		
1d	Elect Director Karen L. Carnahan	Mgmt	For	Against		
	appropriate balance of independence	and objectivity. In add ommittees. The audit o	ition, former employees or con committee should be fully indep	ndent non-executive directors to ensure npany founders are not sufficiently pendent and this director's membership		
1e	Elect Director Robert E. Coletti	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.					
1g	Elect Director Joseph Scaminace	Mgmt	For	Against		
				ler diversity on the board. Our minimum ny of this size, with an aspiration to achiev		
1i	Elect Director Ronald W. Tysoe	Mgmt	For	Against		
	appropriate balance of independence	and objectivity. Also, o	irectors with long board tenure	ndent non-executive directors to ensure es should not serve on committees that director's membership could hamper the		

Cintas Corporation

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 include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.					
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.					
7	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For		
	Voter Rationale: Holders of significant share capital should be entitled to call a special meeting. A total holding requirement of 5% is a suitable threshold to prevent abuse.					
8	Report on Political Contributions	SH	Against	For		
	Voter Rationale: The company provides around its public policy priorities, as well					

Cisco Systems, Inc.

Meeting Date: 12/08/2022 Country

Country: USA

Meeting Type: Annual

Ticker: CSCO

Primary ISIN: US17275R1023

Primary SEDOL: 2198163

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director M. Michele Burns	Mgmt	For	Against
				quire absolute independence. The audit ommittee's impartiality and effectiveness.
1c	Elect Director Michael D. Capellas	Mgmt	For	Against
1c	Voter Rationale: Directors with long bo	ard tenures should na rity independent and	ot serve on committees that re this director's membership cou	quire absolute independence. The ld hamper the committee's impartiality and
1c 1g	Voter Rationale: Directors with long bo nomination committee should be major	ard tenures should na rity independent and	ot serve on committees that re this director's membership cou	quire absolute independence. The ld hamper the committee's impartiality and
	Voter Rationale: Directors with long bo nomination committee should be major effectiveness. Also, this director is not Elect Director Roderick C. McGeary Voter Rationale: Directors with long bo committee should be fully independent	ard tenures should n rity independent and sufficiently independe Mgmt ard tenures should n t and this director's m te independent and the	ot serve on committees that re- this director's membership cou- ent to serve as the independen For ot serve on committees that re- tembership could hamper the co- tis director's membership could	quire absolute independence. The Id hamper the committee's impartiality and tead director. Against quire absolute independence. The audit committee's impartiality and effectiveness. I hamper the committee's impartiality and

Cisco Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against		
	Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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.					
3	Ratify PricewaterhouseCoopers 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.					
4	Report on Tax Transparency Set Forth in the Global Reporting Initiative's Tax Standard	SH	Against	For		
	Voter Rationale: Shareholders would ben with the the internationally recognised Gi		sparency and disclosure regarding tax transpa	rency in accordance		

CITIC Telecom International Holdings Limited

Meeting Date: 12/30/2022 Country: Hong Kong Ticker: 1883

Meeting Type: Extraordinary Shareholders

Primary ISIN: HK1883037637 Primary SEDOL: B1VKZ88

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Deposit Services Under the CITIC Bank Financial Services Framework Agreement, China CITIC Bank International Supplemental Agreement, CITIC Finance Supplemental Agreement, CITIC Finance International Supplemental Agreement Agreement Agreement Transactions	Mgmt	For	Against

Voter Rationale: In the absence of compelling economic rationale such pooling of the group's cash through an unlisted financial vehicle may give the parent company control over the listed company's finances.

City Chic Collective Limited

Meeting Date: 11/25/2022 Country: Australia Ticker: CCX

Meeting Type: Annual

Primary ISIN: AU0000031767 Primary SEDOL: BGS21V7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

City Chic Collective Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	executive directors. Also, the remunerat	ion committee should d	material changes in the business or in the rol onsider deferring a proportion of the annual curing that the annual and long-term performan	ash bonus into shares
4	Approve Issuance of Performance Right to Phil Ryan	s Mgmt	For	Against
	Voter Rationale: Incentive awards to exercise reward strong performance and drive sh		ly disclosed and include robust and stretching sufficiently long period of time.	performance targets to

Clinuvel Pharmaceuticals Limited

Meeting Date: 10/26/2022 Country: Australia Ticker: CUV

Meeting Type: Annual

Primary ISIN: AU000000CUV3 Primary SEDOL: 6328405

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. All exceptional awa addition to and above that expected of executives performed against historic p performance, as well as outlining forwa	rds should be clearly directors as a norma erformance targets. ord-looking targets the proportion of the and	r linked to performance and de al part of their jobs. Also, the r The board should articulate h nat underpin long-term incenti nual cash bonus into shares w	ive plans. Further, the remuneration which would be more effective in retaining
3	Elect Brenda Shanahan as Director	Mgmt	For	Against
		the context of increas	singly complex international a	nbership could hamper the committee's ccounting standards, the audit committee es and of the audit process.

Cochlear Limited

Meeting Date: 10/18/2022 Country: Australia Ticker: COH

Meeting Type: Annual

Primary ISIN: AU000000COH5 Primary SEDOL: 6211798

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.1	Approve Grant of Options and Performance Rights to Dig Howitt	Mgmt	For	Against

Voter Rationale: Discounted equity awards undermine employee incentive strategy and are not aligned with the interests of shareholders. The value of equity awards should be clearly disclose and not misleading to shareholders.

Codan Limited

Meeting Date: 10/26/2022

Country: Australia **Meeting Type:** Annual Ticker: CDA

Primary ISIN: AU000000CDA3

Primary SEDOL: 6712611

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Incentive awards to to reward strong performance and drive not articulate how executives performe reflect prior year performance, as well a company should put in place a procedu other bad faith actions on the part of a interests of its shareholders, to ensure long-term incentive plan is linked to a s criteria that reflect both absolute and re	o executives should le e shareholder value of d against historic per as outlining forward- ire which would enal iny of its executive di that any funds wron single performance to elative financial metr ance. Lastly, the rem	ne clearly disclosed and in over a sufficiently long per formance targets. The b looking targets that unde ole it, should it identify an erectors and other key ma agfully obtained in such ma orget. Companies should ics rather than a single pu uneration committee should	the business or in the role and responsibilities of include robust and stretching performance targets eriod of time. Also, the remuneration report does board should articulate how bonus payments expin long-term incentive plans. Moreover, the my facts of manipulation of reported indicators or anagers which were detrimental to the long-term anner are repaid to it. Furthermore, the labase vesting levels on multiple performance enformance criterion, and should stagger vesting uld consider deferring a proportion of the annual assuring that the annual and long-term
3	Approve Grant of Pro-Rata Performano Rights to Alfonzo Ianniello	e Mgmt	For	Against
	reward strong performance and drive s not permits re-testing over additional p long-term incentive plan is linked to a s	hareholder value ove verformance periods single performance ta elative financial metr	er a sufficiently long perio which weakens the effect arget. Companies should	ide robust and stretching performance targets to be of time. Also, the remuneration policy should tiveness of incentive schemes. Furthermore, the I base vesting levels on multiple performance erformance criterion, and should stagger vesting
4	Approve Grant of Performance Rights t Alfonzo Ianniello	o Mgmt	For	Against
	reward strong performance and drive s not permits re-testing over additional p long-term incentive plan is linked to a s	hareholder value ove verformance periods single performance to elative financial metr	er a sufficiently long perion which weakens the effect arget. Companies should	de robust and stretching performance targets to od of time. Also, the remuneration policy should tiveness of incentive schemes. Furthermore, the base vesting levels on multiple performance erformance criterion, and should stagger vesting

Coherent Corp.

Meeting Date: 11/16/2022

Country: USA

Meeting Type: Annual

Ticker: COHR

Primary ISIN: US19247G1076

Primary SEDOL: BNG8Z81

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

Coherent Corp.

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Moreover, 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.

Coles Group Limited

Meeting Date: 11/09/2022 Country: Australia Ticker: COL

Meeting Type: Annual

Primary ISIN: AU0000030678 Primary SEDOL: BYWR0T5

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.			
5	Approve Grant of Performance Right	s to Mgmt	For	Against

Coloplast A/S

Meeting Date: 12/01/2022 Country: Denmark Ticker: COLO.B

Meeting Type: Annual

Primary ISIN: DK0060448595 Primary SEDOL: B8FMRX8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	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. 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.			
8.1	Reelect Lars Soren Rasmussen as Director	Mgmt	For	Abstain
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Moreover, retiring CEO should not assume the role of the Chairman as it may impact a proper balance of authority and responsibility between executive management and the board. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure			

orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior

executives where normal channels of communication through the board Chairman are considered inappropriate.

Coloplast A/S

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8.2	Reelect Niels Peter Louis-Hansen as Director	Mgmt	For	Abstain
	Voter Rationale: For widely held companie appropriate balance of independence and	,	lude at least 50% independent non-executive	directors to ensure
9	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	Abstain
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		long period of time should consider a plan or	tender process for

Commonwealth Bank of Australia

Meeting Date: 10/12/2022 Country: Australia Ticker: CBA

Meeting Type: Annual

Primary ISIN: AU000000CBA7 Primary SEDOL: 6215035

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive is linked to a single performance targe absolute and relative financial metrics better performance. Additionally, the n	shareholder value ov t. Companies shoul rather than a single emuneration report ow bonus payments	ver a suffciently long period o ld base vesting levels on mult performance criterion, and s does not articulate how exec	robust and stretching performance targets to of time. Moreover, the long-term incentive plan tiple performance criteria that reflect both should stagger vesting to reward progressively rutives performed against historic performance ce, as well as outlining forward-looking targets
4	Approve Grant of Restricted Share Unand Performance Rights to Matt Comy		For	Against
	reward strong performance and drive s linked to a single performance target.	shareholder value ov Companies should t	ver a sufficiently long period ob base vesting levels on multip	robust and stretching performance targets to of time. Also, the long-term incentive plan is le performance criteria that reflect both should stagger vesting to reward progressively

Copart, Inc.

Meeting Date: 12/02/2022 Country: USA Ticker: CPRT

Meeting Type: Annual

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Primary ISIN: US2172041061 Primary SEDOL: 2208073

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Willis J. Johnson	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. 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.

Copart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.3	Elect Director Matt Blunt	Mgmt	For	Against			
	appropriate balance of independence of than 12 years lack balance. The noming proportion of long standing directors to serve on committees that require abso	and objectivity. Furthen nating committee show oreduce the risk of e plute independence. T ttee's impartiality and	ermore, boards where more than uld take action to ensure an appi ntrenchment. Moreover, directors the audit committee should be fu effectiveness. The compensation	s with long board tenures should not			
1.4	Elect Director Steven D. Cohan	Mgmt	For	Against			
	appropriate balance of independence of than 12 years lack balance. The noming proportion of long standing directors to serve on committees that require abso- independent to serve on key board co-	and objectivity. Furthen ating committee show the risk of each of the risk	ermore, boards where more than uld take action to ensure an appi ntrenchment. Moreover, directors Iso, former employees or compa committee should be fully indepels. The compensation committee	s with long board tenures should not ny founders are not sufficiently			
1.5	Elect Director Daniel J. Englander	Mgmt	For	Against			
	appropriate balance of independence of than 12 years lack balance. The nomin proportion of long standing directors to serve on committees that require abso	and objectivity. Furthen the nating committee show to reduce the risk of e Polute independence. T	ermore, boards where more than uld take action to ensure an appi ntrenchment. Moreover, directors the compensation committee sho				
1.6	Elect Director James E. Meeks	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. 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.						
1.8	Elect Director Diane M. Morefield	Mgmt	For	Against			
				r diversity on the board. Our minimum of this size, with an aspiration to achieve			
1.9	Elect Director Stephen Fisher	Mgmt	For	Against			
				chips to ensure they have sufficient time ons requiring substantial amounts of time			
2	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against			
	jobs. Moreover, incentive awards to ex shareholder value over a sufficiently lo	targets; performance outcomes against its nce. These and other treholder value over to older value creation in trecutives should including period of time del	triggers for equity awards; using appropriate peer group; and sett approaches will ensure that the ime. Furthermore, all exceptional addition to and above that expedie robust performance targets the fined as at least three years. Also	n different metrics for the short and ring awards so that executives are not compensation committee designs I awards should be clearly linked to rected of directors as a normal part of their nat reward strong performance and drive			

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.

Corby Spirit and Wine Limited

Meeting Date: 11/09/2022

Country: Canada

Meeting Type: Annual/Special

Ticker: CSW.A

Primary ISIN: CA2183491083

Primary SEDOL: BGFM9N8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Claude Boulay	Mgmt	For	Against

Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review. However, we will still oppose this nominee because for controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.

Core Lithium Ltd

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: CXO

Primary ISIN: AU000000CXO2

Primary SEDOL: B4XFS83

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
			,	de robust and stretching performance targets to

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 suffciently 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. Furthermore, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Moreover, 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. In addition, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Likewise, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Last, 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.

2

Elect Heath Hellewell as Director

Mgmt

For

Against

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.

3

Ratify Past Issuance of Performance Rights to Employees

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, 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.

Coty Inc.

Meeting Date: 11/03/2022

Country: USA

Meeting Type: Annual

Ticker: COTY

Primary ISIN: US2220702037

Primary SEDOL: BBBSMJ2

lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Beatrice Ballini	Mgmt	For	Withhold
	Voter Rationale: Executive pay is not in best practices in pay that help establis time. Specifically, due to persistent con	h compensation pack	ages that reward strong perfor	on committee should do more to respond to rmance and build shareholder value over ewardship of the pay program.
1.3	Elect Director Olivier Goudet	Mgmt	For	Withhold
	Voter Rationale: Directors are expecte to discharge their role properly, particu			ensure they have sufficient time and energy ing substantial amounts of time.
1.5	Elect Director Johannes P. Huth	Mgmt	For	Withhold
				orships to ensure they have sufficient time ations requiring substantial amounts of time.
1.6	Elect Director Maria Ausuncion Aramburuzabala Larregui	Mgmt	For	Withhold
		h compensation pack	ages that reward strong perfor	on committee should do more to respond to rmance and build shareholder value over ewardship of the pay program.
1.7	Elect Director Anna Adeola Makanju	Mgmt	For	Withhold
1.7	Voter Rationale: Executive pay is not in	n line with company p th compensation pack	performance. The compensation ages that reward strong performance.	on committee should do more to respond to rmance and build shareholder value over
1.7	Voter Rationale: Executive pay is not in best practices in pay that help establis	n line with company p th compensation pack	performance. The compensation ages that reward strong performance.	on committee should do more to respond to rmance and build shareholder value over
	Voter Rationale: Executive pay is not it best practices in pay that help establis time. Specifically, due to persistent conficulty. Elect Director Erhard Schoewel Voter Rationale: Executive pay is not it.	n line with company p th compensation pack mpensation-related co Mgmt n line with company p th compensation pack	performance. The compensation ages that reward strong performancerns demonstrating poor st For performance. The compensation ages that reward strong performance	on committee should do more to respond to rmance and build shareholder value over ewardship of the pay program. Withhold on committee should do more to respond to rmance and build shareholder value over
	Voter Rationale: Executive pay is not in best practices in pay that help establis time. Specifically, due to persistent conficulty. Elect Director Erhard Schoewel Voter Rationale: Executive pay is not in best practices in pay that help establis	n line with company p th compensation pack mpensation-related co Mgmt n line with company p th compensation pack mpensation-related co	performance. The compensation ages that reward strong performancerns demonstrating poor st For performance. The compensation ages that reward strong performance	on committee should do more to respond to rmance and build shareholder value over ewardship of the pay program. Withhold In committee should do more to respond to rmance and build shareholder value over
1.10	Voter Rationale: Executive pay is not in best practices in pay that help establistime. Specifically, due to persistent consistent. Elect Director Erhard Schoewel Voter Rationale: Executive pay is not in best practices in pay that help establistime. Specifically, due to persistent consistent. Advisory Vote to Ratify Named Execut Officers' Compensation Voter Rationale: The plan's structure and disclosed and stretching performance long-term plans; measuring company rewarded for below-average performance compensation packages that build shaperformance conditions. At least 50%	In line with company per the compensation pack impensation-related compensation pack in line with company per the compensation pack in many for-performant targets; performance outcomes against its ince. These and other reholder value over the is a minimum good p	performance. The compensation ages that reward strong performances that reward strong performances. The compensation ages that reward strong performances that reward strong performances demonstrating poor strong performance results are not sufficiently stringgers for equity awards; usuappropriate peer group; and stranger performances will ensure that the superconduction and alternative approaches will ensure that the superconduction and alternative and superconduction and alternative and superconduction and superconducti	on committee should do more to respond to remance and build shareholder value over sewardship of the pay program. Withhold on committee should do more to respond to remance and build shareholder value over sewardship of the pay program. Against Strong. Good practices include: well ing different metrics for the short and etting awards so that executives are not the compensation committee designs intage of the equity awards should be tied to

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.

Cowen Inc.

Meeting Date: 11/15/2022

Country: USA

Meeting Type: Special

Ticker: COWN

Primary ISIN: US2236226062

Primary SEDOL: BZ1J497

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. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, there are significant concerns regarding the magnitude and structure of merger-related bonuses to NEOs, which represent recent enhancements. Most concerning is a sizable single trigger bonus, which is payable upon closing of the transaction, even though the executives are expected to continue employment with the combined company.

Credit Corp. Group Limited

Meeting Date: 10/25/2022

Country: Australia

Meeting Type: Annual

Ticker: CCP

Primary ISIN: AU000000CCP3

Primary SEDOL: 6287658

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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 suffciently long period of time. In addition, 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. Further, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Lastly, 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.

Credit Suisse Group AG

Meeting Date: 11/23/2022

Country: Switzerland

Ticker: CSGN

Meeting Type: Extraordinary Shareholders

Primary ISIN: CH0012138530

Primary SEDOL: 7171589

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Additional Voting Instructions - Shareholder Proposals (Voting)	Mgmt	For	Against

Credit Suisse Group AG

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	proxy in case new voting items or counter directors (Item 3.2); and * The content or shareholders' best interest to vote against	proposals are introduce f these new items or col these items on a preca	,	or the board of refore, it is in
3.2	Additional Voting Instructions - Board of Directors Proposals (Voting)	Mgmt	For	Against
	proxy in case new voting items or counter	proposals are introduce f these new items or co	items concern additional instructions from the d at the meeting by shareholders (Item 3.1) o unterproposals is not known at this time. Ther utionary basis.	or the board of

Cromwell Property Group

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: CMW

Primary ISIN: AU000000CMW8

Primary SEDOL: 6225476

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Gary Weiss as Director	Mgmt	For	Against
	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, executive officers are expected to hold no more than one external directorships to ensure they			

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.

CSL Limited

Meeting Date: 10/12/2022

Country: Australia **Meeting Type:** Annual

Ticker: CSL

Primary ISIN: AU000000CSL8

Primary SEDOL: 6185495

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Marie McDonald as Director	Mgmt	For	Against

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.

posal mber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
	report with the view they were impley continue to have significant quantum times peers (compared with ISS' peer 450 percent of his salary for FY23. Comperiod is 7 years, but four of those yeardded to this is that the ROIC hurdley reduced to 17.0 percent (FY22: 20.0 percent). The company's ROIC has be	menting changes that concerns for FY22. To group). Further, the compounding that, we har are retrospective, is themselves do not a concern and the maximum and the maximum threshold and moveen threshold and maximum the concern threshold and maximum the concern threshold and maximum threshold and threshold and maximum threshold and threshold and maximum threshold and maximu	would assuage our concerns on the CEO's compensation is still we company seeks to increase the re have concerns about the ROIC has which could contribute to increase appear to be sufficiently stretchin fimum vesting level has also been wer the past several years, the ne ax is very narrow. The company	n reduced to 18.2 percent (FY22: 21.4 naximum vesting level is essentially the also introduced an Investment Hurdle Rate
1	Approve Grant of Performance Share Units to Paul Perreault	Mgmt	For	Against
	report with the view they were impley continue to have significant quantum times peers (compared with ISS' peer 450 percent of his salary for FY23. Co period is 7 years, but four of those ye Added to this is that the ROIC hurdle.	menting changes that concerns for FY22. T group). Further, the ampounding that, we ears are retrospective, s themselves do not a	would assuage our concerns on the CEO's compensation is still w company seeks to increase the r have concerns about the ROIC h which could contribute to increa appear to be sufficiently stretchin	ted, with reservations, the remuneration quantum. However, we've found that we led above market medians, sitting at 2.49 maximum award under the LTI from 400 to urdle used for the LTI. The performance ased certainty of achievement and vesting. In the threshold level ROIC has been in reduced to 18.2 percent (FY22: 21.4

Meeting Date: 12/09/2022 Country: Japan Ticker: 4751

Meeting Type: Annual

Primary ISIN: JP3311400000

Primary SEDOL: 6220501

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Deep Discount 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.

De Grey Mining Ltd

Meeting Date: 11/24/2022 Country: Australia Ticker: DEG

Meeting Type: Annual

Primary ISIN: AU000000DEG6

Primary SEDOL: 6534837

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mamt	For	Against

De Grey Mining Ltd

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	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. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Likewise, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the 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. Last, 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.

Approve Issuance of Zero Exercise Price Mgmt Against Options to Glenn Jardine

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 be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the company should put 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.

Approve Issuance of Zero Exercise Price Mgmt For Against Options to Andrew Beckwith

> 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 be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the company should put 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.

DEMAE-CAN CO., LTD.

Meeting Date: 11/29/2022 Country: Japan Ticker: 2484

Meeting Type: Annual

Primary ISIN: JP3952870008 Primary SEDOL: B13V385

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Director Fujii, Hideo	Mgmt	For	Against

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

Domain Holdings Australia Ltd.

Meeting Date: 11/09/2022 Country: Australia Ticker: DHG

Meeting Type: Annual

Primary ISIN: AU000000DHG9 Primary SEDOL: BF17Y13

Domain Holdings Australia Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive a procedure which would enable it, s part of any of its executive directors ensure that any funds wrongfully obt	shareholder value ov hould it identify any fa and other key manage ained in such manner performance targets.	er a sufficiently long period of acts of manipulation of reporte ers which were detrimental to are repaid to it. Further, the r The board should articulate	robust and stretching performance targets to f time. Also, the company should put in place ed indicators or other bad faith actions on the the long-term interests of its shareholders, to remuneration report does not articulate how how bonus payments reflect prior year tive plans.
3	Elect Nick Falloon as Director	Mgmt	For	Against
	impartiality and effectiveness. Furthe balances on the Board; support the C	r, the board should ap Chairman, ensure orde	ppoint a Lead Independent Dir erly succession process for the	mbership could hamper the committee's rector to establish appropriate checks and e Chairman, and act as a point of contact for communication through the board Chairman
5	Approve Issuance of Performance Rito Jason Pellegrino	ghts Mgmt	For	Against
	reward strong performance and drive a procedure which would enable it, s	shareholder value ov hould it identify any fa and other key manage	er a sufficiently long period of acts of manipulation of reporte ers which were detrimental to	robust and stretching performance targets to f time. Also, the company should put in place ed indicators or other bad faith actions on the the long-term interests of its shareholders, to

Donaldson Company, Inc.

Meeting Date: 11/18/2022 Country: USA Ticker: DCI

Meeting Type: Annual

Primary ISIN: US2576511099 Primary SEDOL: 2276467

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. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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.

Dye & Durham Limited

Meeting Date: 12/19/2022 Country: Canada Ticker: DND

Meeting Type: Annual

Primary ISIN: CA2674881040 Primary SEDOL: BLCB9D3

Dye & Durham Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Mario Di Pietro	Mgmt	For	Withhold

Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future. Given that the number of female directors has increased since the last AGM, we will keep this matter under review. Furthermore, while directors are charged with making decisions regarding executive compensation, an advisory say on pay vote is the best method for all shareholders to provide their views on those decisions. The governance committee should put a say on pay on the AGM agenda as is now common practice in Canada. In addition, executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Specifically, the quantitative pay-for-performance screen has identified a high concern, driven by the company's multiple of peer group median (MOM). The company completed its IPO in June 2020 and therefore the long-term alignment of CEO pay with company performance cannot be evaluated at this time. The only compensation the CEO received during fiscal 2022 is the options granted in October 2021. While shareholders ratified this option grant at the company s AGM in December 2021, its grant date fair value of \$99 million was not disclosed last year. The quantum of the option grant appears excessive compared to the company's ISS peers and the company-selected peers. Furthermore, given the company also granted a one-time option award of \$15 million in fiscal 2021, the company's grant practice of awarding outsized equity awards is also problematic. 70 percent of the options vest upon achieving absolute share price targets, which are not considered rigorous performance metrics due to unpredictable share price volatility. Moreover, a meaningful portion of 30 percent will vest upon certain undisclosed corporate milestones.

1.4 Elect Director David MacDonald Mgmt For

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. Specifically, the quantitative pay-for-performance screen has identified a high concern, driven by the company's multiple of peer group median (MOM). The company completed its IPO in June 2020 and therefore the long-term alignment of CEO pay with company performance cannot be evaluated at this time. The only compensation the CEO received during fiscal 2022 is the options granted in October 2021. While shareholders ratified this option grant at the company's AGM in December 2021, its grant date fair value of \$99 million was not disclosed last year. The quantum of the option grant appears excessive compared to the company's ISS peers and the company-selected peers. Furthermore, given the company also granted a one-time option award of \$15 million in fiscal 2021, the company's grant practice of awarding outsized equity awards is also problematic. 70 percent of the options vest upon achieving absolute share price targets, which are not considered rigorous performance metrics due to unpredictable share price volatility. Moreover, a meaningful portion of 30 percent will vest upon certain undisclosed corporate milestones.

Withhold

Ebix, Inc.

Meeting Date: 11/16/2022 Country: USA Ticker: EBIX

Meeting Type: Annual

 Primary ISIN: US2787152063
 Primary SEDOL: 2008400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Flect Director Hans II Benz	Mamt	For	Withhold

Voter Rationale: Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Also, for widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Pavan Bhalla	Mgmt	For	Withhold
	appropriate balance of independenc than 12 years lack balance. The non proportion of long standing directors serve on committees that require ab	e and objectivity. Furthon minating committee sho is to reduce the risk of e asolute independence. I mittee's impartiality and	ermore, boards where more t uld take action to ensure an a ntrenchment. Moreover, direc The audit committee should be effectiveness. The nominatio	pendent non-executive directors to ensure than a third of directors have served for more appropriately fresh board and reduce the stors with long board tenures should not be fully independent and this director's on committee should be majority independent ess.
1.4	Elect Director Neil D. Eckert	Mgmt	For	Withhold
	year's low say-on-pay vote results. I establish compensation packages the companies, the board should include independence and objectivity. Further balance. The nominating committee standing directors to reduce the risk that require absolute independence.	The compensation commet reward strong performent at least 50% independent of the strong performent. More the compensation control and effectiveness. The	mittee should do more to responder and build shareholder dent non-executive directors to more than a third of directors and a third of directors and a third of directors and a spropriately fresh to be a should be independed nomination committee should be independed and a should be independed as a should be independed and a should be independed as a should be a should be independed as a should be independed as a should be a sho	apany has not adequately responded to last pond to best practices in pay that help a value over time. Also, for widely held to ensure appropriate balance of have served for more than 12 years lack board and reduce the proportion of long and tenures should not serve on committees and this director's membership could be majority independent and this director's
1.6	Elect Director Rolf Herter	Mgmt	For	Withhold
	appropriate balance of independenc than 12 years lack balance. The non proportion of long standing directors	e and objectivity. Furthominating committee shows to reduce the risk of easolute independence. T	ermore, boards where more t uld take action to ensure an a ntrenchment. Moreover, direc The nomination committee sho	pendent non-executive directors to ensure han a third of directors have served for more appropriately fresh board and reduce the stors with long board tenures should not ould be majority independent and this
1.8	Elect Director Hans Ueli Keller	Mgmt	For	Withhold
	year's low say-on-pay vote results. I establish compensation packages the companies, the board should include independence and objectivity. Further balance. The nominating committee standing directors to reduce the risk that require absolute independence, the committee's impartiality and effective standing and effective standing directors.	The compensation cominat reward strong performent for the strong performent for the should take action to expense of entrenchment. More the strong performent for the audit committee sectiveness. The compensation of the strong performance of the strong performent for the strong performance of the strong	mittee should do more to responder and build shareholder dent non-executive directors to nore than a third of directors and a spropriately fresh to ever, directors with long boat hould be fully independent and sation committee should be its server.	apany has not adequately responded to last pond to best practices in pay that help a value over time. Also, for widely held to ensure appropriate balance of have served for more than 12 years lack board and reduce the proportion of long and tenures should not serve on committees and this director's membership could hamper independent and this director's membership with accountability to the investors it
3	Advisory Vote to Ratify Named Exec Officers' Compensation	cutive Mgmt	For	Against
	have expressed concerns over comp times annual pay. Larger severance share-based awards should be time exceptional awards should be clearly	pensation practices in propersation propersation prockages should be sub pro-rated and tested for performance of the propersation processes in performance of the per	evious years. Furthermore, so bject to a separate shareholde r performance, including in th and demonstrate shareholde	nd take action where a substantial proportion everance payments should not exceed two er approval Also, on early termination, all the event of a change of control. Moreover, all or value creation in addition to and above that putives should be clearly disclosed and include

Voter Rationale: The board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years. Furthermore, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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 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. Likely, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders Lastly, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.

Elastic N.V.

Meeting Date: 10/06/2022

Country: Netherlands

Meeting Type: Annual

Ticker: ESTC

Primary ISIN: NL0013056914

Primary SEDOL: BFXCLC6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director Caryn Marooney	Mgmt	For	Against
		the board's failure to		ode shareholders' rights and should be subject set requirement, the classified board structure
1c	Elect Director Chetan Puttagunta	Mgmt	For	Against
	to shareholder approval. Specifically, which adversely impacts shareholder	the board's failure to rights. Also, directors directors regularly o	remove, or subject to a suns s are elected in classes rathe	nde shareholders' rights and should be subject set requirement, the classified board structure or than annually, but shareholders should have ard should take immediate steps to declassify
9	Advisory Vote to Ratify Named Execu Officers' Compensation	itive Mgmt	For	Against
	practice. Moreover, all exceptional aw addition to and above that expected of place to enable it to re-coup funds sh were detrimental to the long-term int	rards should be clearl of directors as a norm ould it identify any fa erests of its sharehol	ly linked to performance and mal part of their jobs. Also, th acts of manipulation of repon Iders In addition, companies	ce conditions. At least 50% is a minimum good demonstrate shareholder value creation in the company should put clawback provisions in ted indicators or other bad faith actions which should establish and disclose a policy on hibited as it potentially severs management

EML Payments Limited

Meeting Date: 11/25/2022

Country: Australia
Meeting Type: Annual

Ticker: EML

Primary ISIN: AU000000EML7

Primary SEDOL: B7ZGK34

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Sign-on Service Rights to Emma Shand	Mgmt	For	Against

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Additionally, 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.

Endeavour Group Ltd. (Australia)

Meeting Date: 10/18/2022

Country: Australia

Ticker: EDV

Meeting Type: Annual

Primary ISIN: AU0000154833 Primary SEDOL: BNVS144

Endeavour Group Ltd. (Australia)

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to exercise reward strong performance and drive sh			obust and stretching performance targets to time.
4	Approve Grant of Performance Share Rights to Steve Donohue	Mgmt	For	Against
	Voter Rationale: Incentive awards to exercise reward strong performance and drive sh		,	obust and stretching performance targets to time.

Event Hospitality & Entertainment Limited

Meeting Date: 10/21/2022 Country: Australia Ticker: EVT

Meeting Type: Annual

Primary ISIN: AU000000EVT1 Primary SEDOL: BDG0N49

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Further, 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. Likewise, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

Evertz Technologies Limited

Meeting Date: 10/05/2022 Country: Canada Ticker: ET

Meeting Type: Annual/Special

Primary ISIN: CA30041N1078 Primary SEDOL: B17XX09

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Christopher M. Colclough	Mamt	For	Withhold

Evertz Technologies Limited

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, we expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size.

1.4 Elect Director Thomas V. Pistor 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. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.

1.5 Elect Director Ian L. McWalter 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. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committees should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, in the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.

3 Approve Restricted Share Unit Plan Mgmt For Against

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the 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, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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

EVO Payments, Inc.

Meeting Date: 10/26/2022 Country: USA Ticker: EVOP

Meeting Type: Special
Primary ISIN: US26927E1047

Proposal Number Proposal Text Proponent Rec Vote Instruction

2 Advisory Vote on Golden Parachutes Mgmt For Against

Primary SEDOL: BG5NSM3

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

Evolution Mining Limited

Meeting Date: 11/24/2022

Country: Australia
Meeting Type: Annual

Ticker: EVN

Primary ISIN: AU000000EVN4

Primary SEDOL: B3X0F91

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
5	Approve Issuance of Performance Rights to Jacob (Jake) Klein	Mgmt	For	Against		
	company should put in place a procedure	which would enable of its executive dire	e it, should it identify a actors and other key n	ards for below median performance. Further, the any facts of manipulation of reported indicators or managers which were detrimental to the long-term manner are repaid to it.		
6	Approve Issuance of Performance Rights to Lawrence (Lawrie) Conway	Mgmt	For	Against		
	Voter Rationale: Remuneration committee should not allow vesting of incentive awards for below median performance. Further, 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.					

Extreme Networks, Inc.

Meeting Date: 11/17/2022

Country: USA

Meeting Type: Annual

Ticker: EXTR

Primary ISIN: US30226D1063

Primary SEDOL: 2407052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Charles P. Carinalli	Mgmt	For	Withhold
	Voter Rationale: Directors with long compensation committee should be effectiveness.			equire absolute independence. The impartiality and
1.7	Elect Director John C. Shoemaker	Mgmt	For	Withhold
	Voter Rationale: Directors with long compensation committee should be effectiveness.			equire absolute independence. The impartiality and
4	Amend Omnibus Stock Plan	Mgmt	For	Against

Fabrinet

Meeting Date: 12/08/2022

Country: Cayman Islands

Ticker: FN

Meeting Type: Annual

Primary ISIN: KYG3323L1005 Primary SEDOL: B4JSZL8

Fabrinet

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Rollance E. Olson	Mgmt	For	Withhold
	appropriate balance of independence and than 12 years lack balance. The nomination	objectivity. In addition, ng committee should ta	lude at least 50% independent non-executive boards where more than a third of directors h ke action to ensure an appropriately fresh boa chment. Also, this director is not sufficiently in	nave served for more rd and reduce the
2	Ratify PricewaterhouseCoopers ABAS Ltd. 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.	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	executive directors. Also, incentive awards and drive shareholder value over a sufficie	s to executives should in ently long period of time	naterial changes in the business or in the role and under robust performance targets that rewards defined as at least three years. In addition, and above to the creation in addition to and above to	l strong performance all exceptional awards

FactSet Research Systems Inc.

Meeting Date: 12/15/2022 Country: USA Ticker: FDS

Meeting Type: Annual

Primary ISIN: US3030751057 Primary SEDOL: 2329770

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 practice.	e equity awards sh	nould be tied to performance	conditions. At least 50% is a minimum good
6	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	Mgmt	For	Against

Voter Rationale: Measures that restrict investors' access to courts are not preferred practice and should be avoided.

FAST RETAILING CO., LTD.

Meeting Date: 11/24/2022 Country: Japan Ticker: 9983

Meeting Type: Annual

i ickci i 3303

Primary ISIN: JP3802300008 Primary SEDOL: 6332439

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2.5	Elect Director Kathy Mitsuko Koll	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	d independence to ensure ap	ppropriate balance of independence and		
2.6	Elect Director Kurumado, Joji	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	d independence to ensure ap	ppropriate balance of independence and		
2.7	Elect Director Kyoya, Yutaka	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.8	Elect Director Okazaki, Takeshi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.9	Elect Director Yanai, Kazumi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.10	Elect Director Yanai, Koji	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	d independence to ensure ap	opropriate balance of independence and		

Flight Centre Travel Group Limited

Meeting Date: 11/14/2022 Country: Australia Ticker: FLT

Meeting Type: Annual

Primary ISIN: AU000000FLT9 Primary SEDOL: 6352147

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Gary Smith as Director	Mgmt	For	Against
		for companies without a	an independent chairman, a se	nbership could hamper the committee's enior independent director should be ers.
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and driv committee should consider deferring executives and ensuring that the an not articulate how executives perfor reflect prior year performance, as w company should put in place a proce	e shareholder value ove a a proportion of the an nual and long-term per med against historic pe ell as outlining forward- edure which would enal of any of its executive di	er a suffciently long period of to nual cash bonus into shares we formance objectives are aligne offormance targets. The board looking targets that underpin ple it, should it identify any fac- irectors and other key manage	which would be more effective in retaining ed. Moreover, the remuneration report does of should articulate how bonus payments long-term incentive plans. Last, the cts of manipulation of reported indicators or the sers which were detrimental to the long-term

Fox Corporation

Meeting Date: 11/03/2022

Country: USA

Meeting Type: Annual

Ticker: FOXA

Primary ISIN: US35137L1052

Primary SEDOL: BJJMGL2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director Paul D. Ryan	Mgmt	For	Against
				nder diversity on the board. Our minimum any of this size, with an aspiration to achieve
3	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against
	shareholder value over a sufficiently lo	ng period of time defi e shareholder value ci	ined as at least three years. A reation in addition to and abo	ts that reward strong performance and drive Also, all exceptional awards should be clearly ove that expected of directors as a normal is in the business or in the role and
5	Report on Lobbying Payments and Pol	icy SH	Against	For
	Voter Rationale: The company provide around its public policy priorities, as w			dowever, it should enhance transparency hat engage on lobbying on its behalf.

Fuji Soft, Inc.

Meeting Date: 12/04/2022

Country: Japan

Meeting Type: Special

Ticker: 9749

Primary ISIN: JP3816600005

Primary SEDOL: 6357001

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Nishina, Hidetaka	Mgmt	For	Against
	Voter Rationale: The company has identicated by an unwarranted expanimaterial expertise and experience, we v	sion in size, and giv	ren that other nominees proposed	,
3.2	Elect Shareholder Director Nominee Tsutsui, Takashi	SH	Against	For

reevaluate the real estate ownership strategy and contribute to the debate on optimising Fuji Soft's corporate governance structure.

GDI Property Group Ltd.

Meeting Date: 11/10/2022

Country: Australia

Ticker: GDI

Meeting Type: Annual

Primary ISIN: AU000000GDI7

Primary SEDOL: BHB0NV9

GDI Property Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	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. Moreover, 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.					
3	Approve Issuance of Performance Rights to Steve Gillard	Mgmt	For	Against		
	Voter Rationale: On early termination, all sevent of a change of control.	share-based awards sho	uld be time pro-rated and tested for performa	ance, including in the		

Giken Ltd.

Meeting Date: 11/22/2022

Country: Japan

Meeting Type: Annual

Ticker: 6289

Primary ISIN: JP3264200001

Primary SEDOL: 6368616

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
3.3	Elect Director Ohira, Atsushi	Mgmt	For	Against			
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	d independence to ensure a	appropriate balance of independence and			
3.4	Elect Director Maeda, Mika	Mgmt	For	Against			
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	d independence to ensure a	appropriate balance of independence and			
3.5	Elect Director Fujisaki, Yoshihisa	Mgmt	For	Against			
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.						
3.6	Elect Director Fukumaru, Shigeki	Mgmt	For	Against			
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.						
3.7	Elect Director Matsuoka, Toru	Mgmt	For	Against			
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.						
3.8	Elect Director Morino, Yusei	Mgmt	For	Against			
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.						
3.9	Elect Director Yamamoto, Takuya	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 Iwakuro, Shoji	Mgmt	For	Against			
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	d independence to ensure a	appropriate balance of independence and			

GMO Financial Gate, Inc.

Meeting Date: 12/16/2022

Country: Japan

Meeting Type: Annual

Ticker: 4051

Primary ISIN: JP3386710002

Primary SEDOL: BKPTHH7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Elect Director Aoyama, Akio	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	ablish one-third boa	rd independence to ensure appro	opriate balance of independence and
2.3	Elect Director Fukuda, Tomonaga	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	ablish one-third boa	rd independence to ensure appro	opriate balance of independence and
2.4	Elect Director Koide, Tatsuya	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	ablish one-third boa	rd independence to ensure appro	opriate balance of independence and
2.7	Elect Director Tamai, Tomoki	Mgmt	For	Against

GMO Payment Gateway, Inc.

Meeting Date: 12/18/2022

Country: Japan

Meeting Type: Annual

Ticker: 3769

Primary ISIN: JP3385890003

Primary SEDOL: B06CMQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.3	Elect Director Muramatsu, Ryu	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	d independence to ensure app	ropriate balance of independence and		
3.4	Elect Director Isozaki, Satoru	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	d independence to ensure app	ropriate balance of independence and		
3.5	Elect Director Yasuda, Masashi	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	d independence to ensure app	ropriate balance of independence and		
3.6	Elect Director Yamashita, Hirofumi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.7	Elect Director Arai, Teruhiro	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.8	Elect Director Inagaki, Noriko	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	d independence to ensure app	ropriate balance of independence and		

GMO Payment Gateway, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.9	Elect Director Kawasaki, Yuki	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	d independence to ensure app	propriate balance of independence and
3.10	Elect Director Shimahara, Takashi	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensure app	propriate balance of independence and

Goodman Group

Meeting Date: 11/17/2022 Country: Australia Ticker: GMG

Meeting Type: Annual

Primary ISIN: AU000000GMG2 Primary SEDOL: B03FYZ4

lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Appoint KPMG as Auditor of Goodman Logistics (HK) Limited	Mgmt	For	Against
	Voter Rationale: Companies that have ha bringing in a new auditing firm, ideally ev		r for a long period of time shou	ld consider a plan or tender process for
2	Elect Chris Green as Director of Goodman Limited	Mgmt	For	Against
	Voter Rationale: The remuneration comming impartiality and effectiveness.	iittee should be ind	dependent and this director's m	embership could hamper the committee's
3	Elect Phillip Pryke as Director of Goodman Limited	Mgmt	For	Against
	Voter Rationale: The remuneration comming impartiality and effectiveness.	iittee should be ind	dependent and this director's m	embership could hamper the committee's
7	Approve Remuneration Report	Mgmt	For	Against
	FY22 being 4.5 times the median of simil Corporate governance concerns are noted CEO remuneration has been delivered in concluded to be less than rigorous. When acknowledged as the market standard, ra higher, the longer the additional vesting a	ar sized companies d regarding the po the form of LTI pen n calculating the LT other than using a nafter the performan award for other ex and the use of EPS	in the ASX 1-25 group and 7.6 or disclosure and valuation of the formance rights based on perfolgrant at face value (ie. using heavily discounted "fair value" once period), the excessive nature ecutives includes a number of 15 growth targets in both the ST.	the LTI grants. The largest component of formance measures which may be the actual share price), which is of the share price (with discounting even re of the LTI relative to local market peers non-financial performance measures with
	Approve Issuance of Performance Rights	Mamt	For	Against

Voter Rationale: The quantum of the rights to be granted is considered to be excessive and is well above the median for CEOs in the ASX 1-25 group. Other security-holder concerns include: * The EPS vesting range which has been set at 6 percent to 11 percent annual growth, is inadequate and insufficiently challenging being well below EPS growth rates reported by the company over the last five years. * Disclosure of a heavily discounted fair value (economic value) of the Group's security price to allocate a high number of rights to be granted is problematic and inconsistent with market practice. When valuing the equity grants at "face value" (market price), the FY23 grant to the CEO and executives is excessive relative to local market peers and confirming the excessive trajectory of equity grants by the Group over the last five years.

Goodman Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
9	Approve Issuance of Performance Rights to Danny Peeters	Mgmt	For	Against		
	Voter Rationale: The quantum of the rights to be granted is considered to be excessive and is well above the median for CEOs in the ASX 1-25 group. Other security-holder concerns include: * The EPS vesting range which has been set at 6 percent to 11 percent annual growth, is inadequate and insufficiently challenging being well below EPS growth rates reported by the company over the last five years. * Disclosure of a heavily discounted fair value (economic value) of the Group's security price to allocate a high number of rights to be granted is problematic and inconsistent with market practice. When valuing the equity grants at "face value" (market price), the FY23 grant to the CEO and executives is excessive relative to local market peers and confirming the excessive trajectory of equity grants by the Group over the last five years.					
10	Approve Issuance of Performance Rights to Anthony Rozic	Mgmt	For	Against		
	Voter Rationale: The quantum of the rights to be granted is considered to be excessive and is well above the median for CEOs in the ASX 1-25 group. Other security-holder concerns include: * The EPS vesting range which has been set at 6 percent to 11 percent annual growth, is inadequate and insufficiently challenging being well below EPS growth rates reported by the company over the last five years. * Disclosure of a heavily discounted fair value (economic value) of the Group's security price to allocate a high number of rights to be granted is problematic and inconsistent with market practice. When valuing the equity grants at "face value" (market price), the FY23 grant to the CEO and executives is excessive relative to local market peers and confirming the excessive trajectory of equity grants by the Group over the last five years.					
11	Approve the Increase in Non-Executive Directors' Fee Pool	Mgmt	For	Against		
	Voter Rationale: The increase is considered additional director during a period of trans		and well above the fees	required for the new sub-committee and an		

Grid Dynamics Holdings, Inc.

Meeting Date: 12/22/2022 Country: USA Ticker: GDYN

Meeting Type: Annual

Primary ISIN: US39813G1094 Primary SEDOL: BLCHF11

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Eric Benhamou	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 failed to remove, or subject to a sunset requirement, the classified board. Such provision adversely impacts shareholders rights and the board failed to remove or subject it to a sunset requirement. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. In addition, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.					
1.2	Elect Director Weihang Wang	Mgmt	For	Withhold		

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.

Growthpoint Properties Australia

Meeting Date: 11/17/2022 Country: Australia Ticker: GOZ

Meeting Type: Annual

Primary ISIN: AU000000GOZ8 Primary SEDOL: B1Y9BC8

Growthpoint Properties Australia

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, the remuneration report does not articulate how executives performed against historic performance targets.				

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.

Guidewire Software, Inc.

Meeting Date: 12/20/2022 Country: USA Ticker: GWRE

Meeting Type: Annual

Primary ISIN: US40171V1008 Primary SEDOL: B7JYSG3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	shareholder value over a sufficiently long	period of time defined	obust performance targets that reward strong as at least three years. Also, all exceptional avoing In addition to and above that expected of c	wards should be clearly
6	Amend Omnibus Stock Plan	Mgmt	For	Against
	shareholder value over a sufficiently long p should be clearly disclosed and include rol	period of time defined bust and stretching per period of time. Also, of	obust performance targets that reward strong as at least three years. In addition, incentive of formance targets to reward strong performan in early termination, all share-based awards sh of control.	, awards to executives ace and drive

GWA Group Limited

Meeting Date: 10/28/2022 Country: Australia Ticker: GWA

Meeting Type: Annual

Primary ISIN: AU000000GWA4 Primary SEDOL: 6392949

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Richard Thornton as Director	Mgmt	For	Against

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.

Hamamatsu Photonics KK

Meeting Date: 12/16/2022

Country: Japan

Meeting Type: Annual

Ticker: 6965

Primary ISIN: JP3771800004

Primary SEDOL: 6405870

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.2	Elect Director Suzuki, Kenji	Mgmt	For	Against		
	Voter Rationale: The board should es objectivity.	tablish one-third boar	d independence to ensure appro	opriate balance of independence and		
3.4	Elect Director Kato, Hisaki	Mgmt	For	Against		
	Voter Rationale: The board should es objectivity.	tablish one-third boar	d independence to ensure appro	ppriate balance of independence and		
3.5	Elect Director Suzuki, Takayuki	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.6	Elect Director Mori, Kazuhiko	Mgmt	For	Against		
	Voter Rationale: The board should es objectivity.	tablish one-third boar	d independence to ensure appro	ppriate balance of independence and		
3.8	Elect Director Koibuchi, Ken	Mgmt	For	Against		

Hansen Technologies Limited

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: HSN

Primary ISIN: AU000000HSN3

Primary SEDOL: 6243252

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Further, 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.

Harvey Norman Holdings Limited

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: HVN

Primary ISIN: AU000000HVN7

Primary SEDOL: 6173508

Harvey Norman Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Kenneth William Gunderson-Briggs as Director	Mgmt	For	Against
	appropriate balance of independence and membership could hamper the committee independent and this director's membersh	objectivity. Also, the ausing impartiality and effection of the could hamper the could hamp	ide at least 33% independent non-executive of the different and it committee should be fully independent and tweness. Additionally, the remuneration committee's impartiality and effectiveness. Like ambership could hamper the committee's impartiality and effectiveness.	nd this director's mittee should be wise, the nomination

HKBN Ltd.

Meeting Date: 12/16/2022

Country: Cayman Islands

Meeting Type: Annual

Ticker: 1310

Primary ISIN: KYG451581055

Primary SEDOL: BW0DD81

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a4	Elect Bradley Jay Horwitz as Director	Mgmt	For	Against
				orships to ensure they have sufficient time ations requiring substantial amounts of time
5	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		6 without pre-emption rights s	hould be undertaken in exceptional
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against

Home Consortium Limited

Meeting Date: 11/23/2022

Country: Australia

Meeting Type: Annual

Ticker: HMC

Primary ISIN: AU0000058943

Primary SEDOL: BJRBL61

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

Home Consortium Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	reward strong performance and drive should be linked to material changes a awards should be clearly linked to per directors as a normal part of their job performance targets. The board shou forward-looking targets that underpin	shareholder value ove in the business or in to formance and demon s. Also, the remuneral ald articulate how bon long-term incentive p into shares which wou	er a sufficiently long period the role and responsibilities strate shareholder value cr tion report does not articul us payments reflect prior y lans. Last, the remuneratic	e robust and stretching performance targets to of time. In addition, significant salary increases of executive directors. Likewise, all exceptional eation in addition to and above that expected of ate how executives performed against historic ear performance, as well as outlining on committee should consider deferring a anining executives and ensuring that the annual
2	Elect Gregory Hayes as Director	Mgmt	For	Against

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.

HUB24 Limited

Meeting Date: 11/16/2022 Country: Australia Ticker: HUB

Meeting Type: Annual

Primary ISIN: AU000000HUB4 Primary SEDOL: BD4T5X1

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Approve Remuneration Report	Mgmt	For	Against
addition to and above that expected of periods or allow re-testing of performs salary increases should be linked to m the remuneration report does not artic	of directors as a norma ance targets because aterial changes in the culate how executives	al part of their jobs. Furthermon this weakens the effectiveness o business or in the role and resp performed against historic perf	re, companies should not extend vesting of incentive schemes. Likewise, significant consibilities of executive directors. Lastly, formance targets. The board should
Approve HUB24 Performance Rights F	Plan Mgmt	For	Against
reward strong performance and drive equity incentives should not be grante management accountable. Also, all e. creation in addition to and above that	shareholder value ove ed to non-executive de exceptional awards sho expected of directors	er a sufficiently long period of til rectors as this may compromise ould be clearly linked to perform as a normal part of their jobs.	me. Moreover, variable remuneration and their independence and ability to hold ance and demonstrate shareholder value Additionally, the remuneration committee
Approve Issuance of Performance Rig	hts Mgmt	For	Against
	Approve Remuneration Report Voter Rationale: All exceptional award addition to and above that expected of periods or allow re-testing of performs salary increases should be linked to me the remuneration report does not articulate how bonus payments reflect incentive plans. Approve HUB24 Performance Rights For award strong performance and drive equity incentives should not be granted management accountable. Also, all excreation in addition to and above that should consider introducing a clawback restatement. Approve Issuance of Performance Rights	Approve Remuneration Report Mgmt Voter Rationale: All exceptional awards should be clearly lin addition to and above that expected of directors as a normal periods or allow re-testing of performance targets because salary increases should be linked to material changes in the the remuneration report does not articulate how executives articulate how bonus payments reflect prior year performancincentive plans. Approve HUB24 Performance Rights Plan Mgmt Voter Rationale: Incentive awards to executives should be creward strong performance and drive shareholder value over equity incentives should not be granted to non-executive dimanagement accountable. Also, all exceptional awards should consider introducing a clawback policy which would restatement. Approve Issuance of Performance Rights Mgmt	Approve Remuneration Report Mgmt For Voter Rationale: All exceptional awards should be clearly linked to performance and demonaddition to and above that expected of directors as a normal part of their jobs. Furthermone periods or allow re-testing of performance targets because this weakens the effectiveness of salary increases should be linked to material changes in the business or in the role and respect the remuneration report does not articulate how executives performed against historic performance how bonus payments reflect prior year performance, as well as outlining forward-incentive plans. Approve HUB24 Performance Rights Plan Mgmt For Voter Rationale: Incentive awards to executives should be clearly disclosed and include robs reward strong performance and drive shareholder value over a sufficiently long period of the equity incentives should not be granted to non-executive directors as this may compromise management accountable. Also, all exceptional awards should be clearly linked to performance creation in addition to and above that expected of directors as a normal part of their jobs. should consider introducing a clawback policy which would enable the board to recoup pay restatement. Approve Issuance of Performance Rights Mgmt For

Ideanomics, Inc.

Meeting Date: 11/25/2022 Country: USA Ticker: IDEX

Meeting Type: Annual

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Shane McMahon	Mgmt	For	Withhold
	Voter Rationale: For widely held compan appropriate balance of independence an The company should amend its structure	d objectivity.Also, w	re oppose dual class structures wi	th impaired or enhanced voting rights.
1.3	Elect Director James S. Cassano	Mgmt	For	Withhold
	Voter Rationale: For widely held compan appropriate balance of independence and require absolute independence. The audi- committee's impartiality and effectivenes hamper the committee's impartiality and	d objectivity.Also, da committee should cs.The compensation	irectors with long board tenures s be fully independent and this dire	should not serve on committees that ector's membership could hamper the
1.5	Elect Director Harry Edelson	Mgmt	For	Withhold
	Voter Rationale: We expect companies to is that there be at least one female direct			diversity on the board. Our expectation
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	rewarded for below-average performance			
	compensation packages that build share the stock price has fallen undermines an the plan improperly allows for accelerate	holder value over til v employee incentiv d vesting for an ove y should be rolled t ditions are met or if or loans to exercise	me.In addition, reducing the strike we strategy and is not aligned with erly broad range of corporate rest forward into any successor compa i an executive loses his job.Furthe options are inconsistent with goc	e price of options already granted after in the interests of shareholders. Moreover, tructuring scenarios and such provisions any, or vest in a time-apportioned fashion trmore, this plan could lead to excessive and practice and should be
5	compensation packages that build share, the stock price has fallen undermines an the plan improperly allows for accelerate fail to reward performance. Rather, equit only to the extent that performance condilution. Also, incentive plans that allow for eliminated. Lastly, on early termination, a	holder value over til v employee incentiv d vesting for an ove y should be rolled t ditions are met or it or loans to exercise Il share-based awal	me.In addition, reducing the strike we strategy and is not aligned with erly broad range of corporate rest forward into any successor compa i an executive loses his job.Furthe options are inconsistent with goc	e price of options already granted after in the interests of shareholders. Moreover, tructuring scenarios and such provisions my, or vest in a time-apportioned fashion trmore, this plan could lead to excessive and practice and should be
5	compensation packages that build share the stock price has fallen undermines and the plan improperly allows for accelerate fail to reward performance. Rather, equitionly to the extent that performance condilution. Also, incentive plans that allow feliminated. Lastly, on early termination, a event of a change of control. Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The plan's structure and disclosed and stretching performance tallong-term plans; measuring company our rewarded for below-average performance.	holder value over til v employee incentiv d vesting for an over y should be rolled if ditions are met or if or loans to exercise ill share-based await e Mgmt pay-for-performance tecomes against its a e. These and other that minimum good ping the popust and stretching in period of timeAlso in addition to and a	me.In addition, reducing the strike strategy and is not aligned with early broad range of corporate restorward into any successor compation and executive loses his job. Further options are inconsistent with good should be time pro-rated and for triggers for equity awards; using appropriate peer group; and setting approaches will ensure that the content of a change of control. Furting performance targets to reward sevent of a change of control. Furting performance targets to reward sevent of a change of control. Furting a performance targets to reward sevent of a change of control. Furting the sevent of a change of control sevent of co	e price of options already granted after in the interests of shareholders. Moreover, tructuring scenarios and such provisions my, or vest in a time-apportioned fashion trmore, this plan could lead to excessive and practice and should be tested for performance, including in the Against Agai
5	compensation packages that build share the stock price has fallen undermines and the plan improperly allows for accelerate fail to reward performance. Rather, equitionly to the extent that performance conditution. Also, incentive plans that allow it eliminated. Lastly, on early termination, a event of a change of control. Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The plan's structure and disclosed and stretching performance tal long-term plans; measuring company our ewarded for below-average performance compensation packages that build share performance conditions. At least 50% is time pro-rated and tested for performans should be clearly disclosed and includer shareholder value over a sufficiently long demonstrate shareholder value creation significant salary increases should be linit	holder value over til v employee incentiv d vesting for an over y should be rolled if ditions are met or if or loans to exercise ill share-based await e Mgmt pay-for-performance tecomes against its a e. These and other that minimum good ping the popust and stretching in period of timeAlso in addition to and a	me.In addition, reducing the strike strategy and is not aligned with early broad range of corporate restorward into any successor compation and executive loses his job. Further options are inconsistent with good should be time pro-rated and for triggers for equity awards; using appropriate peer group; and setting approaches will ensure that the content of a change of control. Furting performance targets to reward sevent of a change of control. Furting performance targets to reward sevent of a change of control. Furting a performance targets to reward sevent of a change of control. Furting the sevent of a change of control sevent of co	e price of options already granted after in the interests of shareholders. Moreover, tructuring scenarios and such provisions my, or vest in a time-apportioned fashion trmore, this plan could lead to excessive and practice and should be tested for performance, including in the Against Agai
	compensation packages that build share, the stock price has fallen undermines and the plan improperly allows for accelerate fail to reward performance. Rather, equitionly to the extent that performance condilution. Also, incentive plans that allow feeliminated. Lastly, on early termination, a event of a change of control. Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The plan's structure and disclosed and stretching performance tal long-term plans; measuring company our ewarded for below-average performance compensation packages that build share performance conditions. At least 50% is time pro-rated and tested for performance shareholder value over a sufficiently long demonstrate shareholder value creation significant salary increases should be linit directors	holder value over til y employee incentivonts of vesting for an over- y should be rolled if ditions are met or if or loans to exercise ill share-based await e Mgmt I pay-for-performance toomes against its ac- tholder value over til a minimum good picte, including in the poblust and stretching period of timeAlso in addition to and ac- ded to material chair	me.In addition, reducing the strike e strategy and is not aligned with erly broad range of corporate rest forward into any successor compa an executive loses his job.Further options are inconsistent with good should be time pro-rated and for the properties of the should be time pro-rated and appropriate peer group; and setting appropriate peer group; a	e price of options already granted after in the interests of shareholders. Moreover, tructuring scenarios and such provisions my, or vest in a time-apportioned fashion rmore, this plan could lead to excessive and practice and should be tested for performance, including in the Against Again
5	compensation packages that build share the stock price has fallen undermines and the plan improperly allows for accelerate fail to reward performance. Rather, equitionly to the extent that performance condilution. Also, incentive plans that allow feeliminated. Lastly, on early termination, a event of a change of control. Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The plan's structure and disclosed and stretching performance tal long-term plans; measuring company ou rewarded for below-average performance compensation packages that build share performance conditions. At least 50% is time pro-rated and tested for performance should be clearly disclosed and include a shareholder value over a sufficiently long demonstrate shareholder value creation significant salary increases should be limidirectors Advisory Vote on Say on Pay Frequency	holder value over til v employee incentivonts d vesting for an over- y should be rolled if difference over- g should be rolled if difference over- list share-based await e Mgmt d pay-for-performance terest and other holder value over til a minimum good pictor, in a difference over til a minimum good pictor, in a difference over til a minimum good pictor, in a difference over til a minimum good pictor, in addition to and a acced to material chait Mgmt	me.In addition, reducing the strike estrategy and is not aligned with early broad range of corporate rest forward into any successor compations are inconsistent with good and be time pro-rated and for executive loses his job. Further options are inconsistent with good as should be time pro-rated and for executive are not sufficiently strough the string personal and setting appropriate peer group; and setting appropriate peer group; and setting appropriate peer group; and setting performance targets to reward sevent of a change of control. Further all exceptional awards should be over that expected of directors as anges in the business or in the role of the string performance targets. Three Years For	e price of options already granted after in the interests of shareholders. Moreover, tructuring scenarios and such provisions my, or vest in a time-apportioned fashion transce, this plan could lead to excessive and practice and should be tested for performance, including in the Against

IDP Education Limited

Meeting Date: 10/18/2022

Country: Australia **Meeting Type:** Annual

Ticker: IEL

Primary ISIN: AU000000IEL5

Primary SEDOL: BDB6DD1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Peter Polson as Director	Mgmt	For	Against
	impartiality and effectiveness. Also, t balances on the Board, support the C	he board should appo Chairman, ensure orde	int a Lead Independent Directo orly succession process for the C	nbership could hamper the committee's or to establish appropriate checks and Chairman, and act as a point of contact for mmunication through the board Chairman
2b	Elect Greg West as Director	Mgmt	For	Against
	Voter Rationale: The audit committed impartiality and effectiveness.	e should be fully indep	pendent and this director's men	nbership could hamper the committee's
3	Approve Remuneration Report	Mgmt	For	Against
	addition to and above that expected	of directors as a norm that reflect both absol	nal part of their jobs. Also, perfoute and relative performance. F	onstrate shareholder value creation in formance shares should be linked to clear finally, significant salary increases should be directors.

IGO Ltd.

Meeting Date: 11/17/2022

Country: Australia **Meeting Type:** Annual Ticker: IGO

Primary ISIN: AU000000IGO4

Primary SEDOL: 6439567

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of Performance Rights and Options to Peter Bradford	Mgmt	For	Against
	reward strong performance and drive shall	reholder value over a	a sufficiently long per	lude robust and stretching performance targets to riod of time. However, shareholder expectations are allot at this year's AGM considering his passing.
7	Approve IGO Employee Incentive Plan	Mgmt	For	Against
	Voter Rationale: Variable remuneration an compromise their independence and abilit			d to non-executive directors as this may

Imugene Limited

Meeting Date: 11/17/2022

Country: Australia **Meeting Type:** Annual

Ticker: IMU

Primary ISIN: AU000000IMU9

Primary SEDOL: 6931115

Imugene Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Elect Jakob Dupont as Director	Mgmt	For	Against
	Votor Pationalo: Evocutivo officers an	a avaceted to hold a	more than one external direct	starchins to ansura thay have sufficient time

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.

Infosys Limited

Ticker: 500209 Meeting Date: 12/02/2022 Country: India

Meeting Type: Special

Primary ISIN: INE009A01021

Primary SEDOL: 6205122

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Buyback of Equity Shares	Mgmt	For	Against

Voter Rationale: Shares should not be repurchased at a premium/discount to the market price of more than 10%.

Infrastrutture Wireless Italiane SpA

Meeting Date: 10/04/2022 Ticker: INW Country: Italy

Meeting Type: Extraordinary Shareholders

Primary ISIN: IT0005090300 Primary SEDOL: BZ0P4R4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Amend Company Bylaws Re: Article 10	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.					
5	Amend Remuneration Policy	Mgmt	For	Against		
	reward strong performance and drive shall	reholder value over a su below median performa	disclosed and include robust and stretching pafficiently long period of time. Also, remunerance. Further, companies should consider introduces in line with market best practice.	tion committee should		

Ingenia Communities Group

Meeting Date: 11/17/2022 Ticker: INA Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000INA9 Primary SEDOL: B84GSC7

Ingenia Communities Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Significant salary inc	reases should be link	ed to material changes in a	the business or in the role and responsibilities of

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.

Inghams Group Limited

Meeting Date: 11/08/2022 Country: Australia Ticker: ING

Meeting Type: Annual

Primary ISIN: AU000000ING6 Primary SEDOL: BZCNHW2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve One-off Grant of Performance Rights to Andrew Reeves	Mgmt	For	Against

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

Insignia Financial Ltd.

Meeting Date: 11/10/2022 Country: Australia Ticker: IFL

Meeting Type: Annual

Primary ISIN: AU0000001FL2

Primary SEDOL: 6714394

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive vesting periods or allow re-testing of , remuneration report does not articula	shareholder value performance target te how executives p	over a sufficiently long period of t ts because this weakens the effect performed against historic perform	bust and stretching performance targets to ime. Also, companies should not extend tiveness of incentive schemes. Last, the nance targets. The board should articulate targets that underpin long-term incentive
4	Approve Grant of Performance Rights Renato Mota	to Mgmt	For	Against
	reward strong performance and drive linked to a single performance target.	shareholder value Companies should	over a sufficiently long period of t d base vesting levels on multiple p	bust and stretching performance targets to ime. Also, the long-term incentive plan is performance criteria that reflect both uld stagger vesting to reward progressively

Insurance Australia Group Ltd.

Meeting Date: 10/21/2022

Country: Australia **Meeting Type:** Annual

Ticker: IAG

Primary ISIN: AU000000IAG3

Primary SEDOL: 6271026

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Remuneration Report	Mgmt	For	Against
	Votor Pationalo: Cignificant calany inc	reaces should be link	ad to material changes in the	husiness or in the role and responsibilities of

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.

Intapp, Inc.

Meeting Date: 11/15/2022

Country: USA

Meeting Type: Annual

Ticker: INTA

Primary ISIN: US45827U1097

Primary SEDOL: BP7L594

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Derek Schoettle	Mgmt	For	Withhold
	to shareholder approval. Specifically supermajority vote requirement to rights. Also, directors are elected in	y, the board's failure to enact certain changes on In classes rather than an	remove, or subject to a sunset i to the governing documents, eac nually, but shareholders should i	shareholders' rights and should be subject requirement, the classified board and the ch of which adversely impacts shareholder have the opportunity to communicate with sify itself, thereby enhancing accountability.
1.4	Elect Director Marie Wieck	Mgmt	For	Withhold
	to shareholder approval. Specifically	y, the board's failure to	remove, or subject to a sunset i	shareholders' rights and should be subject requirement, the classified board and the th of which adversely impacts shareholder

ioneer Ltd.

Meeting Date: 11/04/2022

Country: Australia

Meeting Type: Annual

Ticker: INR

Primary ISIN: AU0000028946

Primary SEDOL: BGYBHZ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against

ioneer Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	addition to and above that ex disclosed and include robust a suffciently long period of time role and responsibilities of exc	pected of directors as a no and stretching performance In addition, significant sa ecutive directors. Last, the The board should articula	ormal part of their jobs. Also, the targets to reward strong per talary increases should be linke the remuneration report does no te how bonus payments refle	demonstrate shareholder value creation in incentive awards to executives should be clearly incentive awards to executives should be clearly reformance and drive shareholder value over a ed to material changes in the business or in the tracticulate how executives performed against ct prior year performance, as well as outlining		
5	Approve Grant of Performano Bernard Rowe	e Rights to 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.					
6	Approve Grant of Performanc James D. Calaway	e Rights to Mgmt	For	Against		
	Voter Rationale: Incentive award strong performance and			de robust and stretching performance targets to d of time.		

IPH Limited

Ticker: IPH **Meeting Date:** 11/17/2022 Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000IPH9 Primary SEDOL: BS7K5S1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve the Incentive Plan	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.

Jack Henry & Associates, Inc.

Ticker: JKHY **Meeting Date:** 11/15/2022 Country: USA

Meeting Type: Annual

Primary ISIN: US4262811015 Primary SEDOL: 2469193

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Matthew C. Flanigan	Mgmt	For	Withhold
	committee should be fully independent	and this director's	membership could hamper the	equire absolute independence. The audit committee's impartiality and effectiveness.
	The compensation committee should be effectiveness. Also, this director is not s			d hamper the committee's impartiality and nt lead director.

considered to be rewarding under performance of peers.

James Hardie Industries Plc

Meeting Date: 11/03/2022

Country: Ireland
Meeting Type: Annual

Ticker: JHX

Primary ISIN: AU000000JHX1

Primary SEDOL: B60QWJ2

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve the Remuneration Report	Mgmt	For	Against		
	disclosed and include robust and stretch suffciently long period of time. In addition	lirectors as a norma ing performance ta in, remuneration co in report does not a payments reflect pro the remuneration	al part of their jobs. Also, incen rgets to reward strong perform ommittee should not allow vesto orticulate how executives perfor ior year performance, as well a committee should consider del	tive awards to executives should be clearly ance and drive shareholder value over a ing of incentive awards for below median med against historic performance targets. s outlining forward-looking targets that ferring a proportion of the annual cash		
5	Approve Grant of Return on Capital Employed Restricted Stock Units to Aaron Erter	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, remuneration committee should not allow vesting of incentive awards for below median performance.					
6	Approve Grant of Relative Total Shareholder Return Restricted Stock Units to Aaron Erter	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, remuneration committee should not allow vesting of incentive awards for below median performance.					
	Approve Grant of Options to Aaron Erter	Mamt	For	Against		

JB Hi-Fi Limited

Meeting Date: 10/27/2022

Country: Australia

Ticker: JBH

Meeting Type: Annual

Primary ISIN: AU000000JBH7 Primary SEDOL: 6702623

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. 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.

JB Hi-Fi Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4a	Approve Grant of Restricted Shares to Terry Smart	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.					
4b	Approve Grant of Restricted Shares to Nick Wells	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.					

Jins Holdings, Inc.

Meeting Date: 11/29/2022 Country: Japan Ticker: 3046

Meeting Type: Annual

Primary ISIN: JP3386110005 Primary SEDOL: B18D6G5

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 scrutiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.

Johns Lyng Group Limited

Meeting Date: 11/17/2022 Country: Australia Ticker: JLG

Meeting Type: Annual

Primary ISIN: AU000000JLG8 Primary SEDOL: BYPHBX3

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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 suffciently long period of time. Furthermore, 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. 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.				
4a	Approve Issuance of Performance Righto Scott Didier	ts Mgmt	For	Against	
	reward strong performance and drive s is linked to a single performance target	hareholder value o t. Companies shou	over a sufficiently long period of to uld base vesting levels on multiple	bust and stretching performance targets to ime. Moreover, the long-term incentive plan e performance criteria that reflect both uld stagger vesting to reward progressively	

Johns Lyng Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
4b	Approve Issuance of Performance Rights to Lindsay Barber	Mgmt	For	Against			
	reward strong performance and drive shar is linked to a single performance target. C	reholder value over a sui Companies should base v	disclosed and include robust and stretching po fficiently long period of time. Moreover, the low vesting levels on multiple performance criteria nance criterion, and should stagger vesting to	ng-term incentive plan that reflect both			
4c	Approve Issuance of Performance Rights to Adrian Gleeson	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, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.						
4d	Approve Issuance of Performance Rights to Philippa Turnbull	Mgmt	For	Against			
	reward strong performance and drive shar is linked to a single performance target. C	reholder value over a sui Companies should base v	disclosed and include robust and stretching pe fficiently long period of time. Moreover, the lo vesting levels on multiple performance criteria nance criterion, and should stagger vesting to	ng-term incentive plan that reflect both			
4 e	Approve Issuance of Performance Rights to Nicholas Carnell	Mgmt	For	Against			
	reward strong performance and drive shar is linked to a single performance target. C	reholder value over a sui Companies should base v	disclosed and include robust and stretching pe fficiently long period of time. Moreover, the lowesting levels on multiple performance criterian nance criterion, and should stagger vesting to	ng-term incentive plan that reflect both			

Jumbo Interactive Limited

Meeting Date: 11/10/2022 Country: Australia Ticker: JIN

Meeting Type: Annual

Primary ISIN: AU000000JIN0

Primary SEDOL: 6524474

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	Votar Pationales Incentive awards to executives should be clearly disclosed and include rebust and stratching performance targets to			robust and stratching parformance targets to

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.

Karoon Energy Ltd.

Meeting Date: 11/24/2022 Country: Australia Ticker: KAR

Meeting Type: Annual

Primary ISIN: AU000000KAR6 Primary SEDOL: B00SV00

Karoon Energy Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of Securities Under the Performance Rights Plan 2022	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe	cutives should be clea	arly disclosed and inclu	ide robust and stretching performance targets to

reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the company should put 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.

Kelsian Group Limited

Meeting Date: 10/25/2022 Country: Australia Ticker: KLS

Meeting Type: Annual

Primary ISIN: AU0000186678 Primary SEDOL: BPBKR80

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Christopher Smerdon as Director	Mgmt	For	Against
	Voter Rationale: For widely held companial appropriate balance of independence and director's membership could hamper the	d objectivity. Also,	the nomination committee sho	endent non-executive directors to ensure ould be majority independent and this
5	Approve Kelsian Group Rights Plan	Mgmt	For	Against
	Voter Rationale: Incentive awards to exer reward strong performance and drive sha			obust and stretching performance targets to time.

Kennametal, Inc.

Meeting Date: 10/25/2022 Country: USA

Meeting Type: Annual

potentially severs management alignment with shareholder interest.

Ticker: KMT

Primary ISIN: US4891701009 Primary SEDOL: 2488121

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.9	Elect Director Steven H. Wunning	Mgmt	For	Withhold
	Voter Rationale: Directors with long board committee should be fully independent a			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		period of time d	efined as at least three years. In	that reward strong performance and drive addition, significant salary increases should e directors. Moreover, companies should

establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it

KLA Corporation

Meeting Date: 11/02/2022

Country: USA

Meeting Type: Annual

Ticker: KLAC

Primary ISIN: US4824801009

Primary SEDOL: 2480138

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robert Calderoni	Mgmt	For	Against
	effectiveness. Also, executive officers are	y independent and e expected to hold i	this director's membership could no more than one external direct	d hamper the committee's impartiality and
1.4	Elect Director Kevin Kennedy	Mgmt	For	Against
	and effectiveness. Also, executive officer	and this director's majority independent is are expected to h	nembership could hamper the co and this director's membership old no more than one external c	•
1.6	Elect Director Marie Myers	Mgmt	For	Against
	Voter Rationale: Executive officers are example and energy to discharge their roles prop			ships to ensure they have sufficient time ions requiring substantial amounts of time
1.7	Elect Director Kiran Patel	Mgmt	For	Against
	Voter Rationale: Directors with long boar committee should be fully independent a	and this director's n	nembership could hamper the co	
	and effectiveness.	genty maepenaene		
2		Mgmt	For	Against
2	and effectiveness. Ratify PricewaterhouseCoopers LLP as Auditors Voter Rationale: The company has engage	Mgmt ged the same audit companies that have	firm for more than 20 years. The had the same auditor for a long	
3	and effectiveness. Ratify PricewaterhouseCoopers LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Co	Mgmt ged the same audit ompanies that have liting firm, ideally e	firm for more than 20 years. The had the same auditor for a long	nere is value for investors in gaining new
	and effectiveness. Ratify PricewaterhouseCoopers LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Contender process for bringing in a new auditional and the controls of tender process for bringing in a new auditional and the controls of the controls of the controls of the company that the company	Mgmt ged the same audit companies that have liting firm, ideally e Mgmt mittee should not all mance of peers. All o a separate shareh	firm for more than 20 years. The had the same auditor for a long very 10 years. For Slow vesting of incentive awards so, severance payments should in older approval. In addition, all expenses the second of the	pere is value for investors in gaining new g period of time should consider a plan or Against for below median performance as this is not exceed two times annual pay. Larger exceptional awards should be clearly linked

Kogan.com Limited

Meeting Date: 11/24/2022 Country: Australia Ticker: KGN

Meeting Type: Annual

Primary ISIN: AU000000KGN2 Primary SEDOL: BYYY339

Kogan.com Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Greg Ridder as Director	Mgmt	For	Against
				proposals should engage with their key port how the company intends to address
4	Adopt New Constitution	Mgmt	For	Against
	Voter Rationale: In-person shareholders physical meeting of the shareholders			management. There should be an annual

Lake Resources N.L.

Meeting Date: 11/29/2022 Country: Australia Ticker: LKE

Meeting Type: Annual

Primary ISIN: AU000000LKE1 Primary SEDOL: 6397267

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Approve Employee Awards Plan	Mgmt	For	Against
reward strong performance and drive plans for executives and employees sh executives should have clearly disclose	shareholder value ove hould be submitted to ed and stretching perf	r a sufficiently long period of til shareholder approval as separa	me. In addition, share-based incentive te voting items. Incentive awards to
Elect Nicholas Lindsay as Director	Mgmt	For	Against
		ld include at least 50% indepen	dent non-executive directors to ensure
Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	Against
			pointment of an additional director and to
Approve Issuance of Shares to Nichola Lindsay	as Mgmt	For	Against
reward strong performance and drive a procedure which would enable it, sh part of any of its executive directors a	shareholder value ove nould it identify any fac nd other key managel	er a sufficiently long period of til cts of manipulation of reported to s which were detrimental to the	me. Also, the company should put in place indicators or other bad faith actions on the
Approve the Amendments to the Company's Constitution	Mgmt	For	Against
	Approve Employee Awards Plan Voter Rationale: Incentive awards to e reward strong performance and drive plans for executives and employees stexecutives should have clearly disclose creation. Also, this plan could lead to elect Nicholas Lindsay as Director Voter Rationale: For widely held compappropriate balance of independence. Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors Voter Rationale: There is sufficient rocallow for any increase in non-executive. Approve Issuance of Shares to Nichol Lindsay Voter Rationale: Incentive awards to ereward strong performance and drive a procedure which would enable it, shipart of any of its executive directors a ensure that any funds wrongfully obtated.	Approve Employee Awards Plan Mgmt Voter Rationale: Incentive awards to executives should be consevered strong performance and drive shareholder value over plans for executives and employees should be submitted to executives should have clearly disclosed and stretching performance. Also, this plan could lead to excessive dilution. Elect Nicholas Lindsay as Director Mgmt Voter Rationale: For widely held companies, the board should appropriate balance of independence and objectivity. Approve the Increase in Maximum Mgmt Aggregate Remuneration of Non-Executive Directors Voter Rationale: There is sufficient room under the current of allow for any increase in non-executive director remuneration. Approve Issuance of Shares to Nicholas Mgmt Lindsay Voter Rationale: Incentive awards to executives should be consevered as the performance and drive shareholder value over a procedure which would enable it, should it identify any factors and other key manager ensure that any funds wrongfully obtained in such manner and Approve the Amendments to the Mgmt	Approve Employee Awards Plan Mgmt For Voter Rationale: Incentive awards to executives should be clearly disclosed and include rob reward strong performance and drive shareholder value over a sufficiently long period of tip plans for executives and employees should be submitted to shareholder approval as separa executives should have clearly disclosed and stretching performance targets to reward strong creation. Also, this plan could lead to excessive dilution. Elect Nicholas Lindsay as Director Mgmt For Voter Rationale: For widely held companies, the board should include at least 50% independance appropriate balance of independence and objectivity. Approve the Increase in Maximum Mgmt For Aggregate Remuneration of Non-Executive Directors Voter Rationale: There is sufficient room under the current fee cap to accommodate the appallow for any increase in non-executive director remuneration. Approve Issuance of Shares to Nicholas Mgmt For Lindsay Voter Rationale: Incentive awards to executives should be clearly disclosed and include rob reward strong performance and drive shareholder value over a sufficiently long period of til a procedure which would enable it, should it identify any facts of manipulation of reported part of any of its executive directors and other key managers which were detrimental to the ensure that any funds wrongfully obtained in such manner are repaid to it. Approve the Amendments to the

Lam Research Corporation

Meeting Date: 11/08/2022

Country: USA

Meeting Type: Annual

Ticker: LRCX

Primary ISIN: US5128071082

Primary SEDOL: 2502247

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Abhijit Y. Talwalkar	Mgmt	For	Against
	Voter Rationale: Directors are expected to to discharge their role properly, particular			ensure they have sufficient time and energy ng substantial amounts of time.
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	considered to be rewarding under perform	nance of peers. Als of manipulation of	so, the company should put cla	s for below median performance as this is awback provisions in place to enable it to had faith actions which were detrimental to
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		mpanies that have	had the same auditor for a lo	There is value for investors in gaining new ing period of time should consider a plan o

Lancaster Colony Corporation

Meeting Date: 11/09/2022

Country: USA

Meeting Type: Annual

Ticker: LANC

Primary ISIN: US5138471033

Primary SEDOL: 2503206

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Alan F. Harris	Mgmt	For	Withhold
	committee should take action to ens the risk of entrenchment. Also, direc independence. The audit committee impartiality and effectiveness. The r	sure an appropriately ctors with long board o should be fully indep nomination committee	fresh board and reduce the propo tenures should not serve on com endent and this director's memb	ership could hamper the committee's and this director's membership could
	independent lead director. În additio	on, directors are electe	ed in classes rather than annually	

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.

Lendlease Global Commercial REIT

Meeting Date: 10/25/2022

Country: Singapore

Meeting Type: Annual

Ticker: JYEU

Primary ISIN: SGXC61949712

Primary SEDOL: BKBPXB5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Justin Marco Gabbani as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	ould be fully independe	nt and this director's membership could hamp	er the committee's
5	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	•	thout pre-emption rights should be undertaken	n in exceptional

Lendlease Group

Meeting Date: 11/18/2022

Country: Australia

Meeting Type: Annual

Ticker: LLC

Primary ISIN: AU000000LLC3

Primary SEDOL: 6512004

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive s	hareholder value ove nainst historic perfori	er a sufficiently long period of mance targets. The board sho	obust and stretching performance targets to time. Also, the remuneration report does not build articulate how bonus payments reflect erm incentive plans.
4	Approve Allocation of Performance Rights to Anthony Lombardo	Mgmt	For	Against
	Voter Rationale: Incentive awards to ex reward strong performance and drive s		•	obust and stretching performance targets to time.

Lifestyle Communities Ltd.

Meeting Date: 11/15/2022

Country: Australia

Meeting Type: Annual

Ticker: LIC

Primary ISIN: AU000000LIC9

Primary SEDOL: 6137195

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against

Lifestyle Communities Ltd.

Proposal Mgmt Vote
Number Proposal Text Proponent Rec Instruction

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, incentive awards to executives should 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. Last, 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.

Link Administration Holdings Limited

Meeting Date: 11/30/2022 Country: Australia Ticker: LNK

Meeting Type: Annual

Primary ISIN: AU000000LNK2 Primary SEDOL: BYZBCY3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Michael Carapiet as Director	Mgmt	For	Against
	Voter Rationale: icare has been the foo are concerned about the governance r executives, and LINK directors and exe	isks posed by the sig		ures among other matters since 2020. We or and current icare directors and
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive clearly linked to performance and dem normal part of their jobs. Lastly, the re	shareholder value ove eonstrate shareholder emuneration report de ow bonus payments r	er a sufficiently long period of t value creation in addition to al pes not articulate how executive	bust and stretching performance targets to ime. Also, all exceptional awards should be nd above that expected of directors as a es performed against historic performance as well as outlining forward-looking targets

Liontown Resources Limited

Meeting Date: 11/22/2022 Country: Australia Ticker: LTR

Meeting Type: Annual

Primary ISIN: AU000000LTR4 Primary SEDOL: B1J89V5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Anthony Cipriano as Director	Mgmt	For	Against

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.

LONGi Green Energy Technology Co., Ltd.

Meeting Date: 11/21/2022 Country: China Ticker: 601012

Meeting Type: Special

Primary ISIN: CNE100001FR6 Primary SEDOL: B759P50

LONGi Green Energy Technology Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
8	Amend Articles of Association and Its Annexes	Mgmt	For	Against		
	Voter Rationale: Changes in company's art	ticles or by-laws should	not erode shareholder rights.			
12	Amend Working System for Independent Directors	Mgmt	For	Against		
	Voter Rationale: Companies should provide to cast an informed vote.	e sufficient information	at least 21 days in advance of the meeting to	enable shareholders		
13	Amend Special Management System of Raised Funds	Mgmt	For	Against		
	Voter Rationale: Companies should provide to cast an informed vote.	e sufficient information	at least 21 days in advance of the meeting to	enable shareholders		
14	Amend External Investment Management System	Mgmt	For	Against		
	Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.					
15	Amend Related Party Transaction System	Mgmt	For	Against		
	Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.					
16	Amend External Guarantee System	Mgmt	For	Against		
	Voter Rationale: Companies should provide to cast an informed vote.	e sufficient information	at least 21 days in advance of the meeting to	enable shareholders		

Lovisa Holdings Limited

Meeting Date: 11/18/2022 Country: Australia Ticker: LOV

Meeting Type: Annual

Primary ISIN: AU000000LOV7 Primary SEDOL: BT9PVP0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Lastly, 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.

Lumentum Holdings Inc.

Meeting Date: 11/16/2022

Country: USA

Meeting Type: Annual

Ticker: LITE

Primary ISIN: US55024U1097

Primary SEDOL: BYM9ZP2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Penelope A. Herscher	Mgmt	For	Against
	Voter Rationale: Directors are expected to discharge their role properly, particular			ensure they have sufficient time and energy ing substantial amounts of time.
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	such provisions fail to reward performa time-apportioned fashion only to the ex	nce. Rather, equity extent that performan	should be rolled forward into al nce conditions are met or if an	

M&A Capital Partners Co. Ltd.

Meeting Date: 12/23/2022

Country: Japan

Meeting Type: Annual

Ticker: 6080

Primary ISIN: JP3167320005

Primary SEDOL: BFTRL69

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Director Nakamura, Satoru	Mgmt	For	Against

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

MAAS Group Holdings Ltd.

Meeting Date: 11/25/2022

Country: Australia
Meeting Type: Annual

Ticker: MGH

Primary ISIN: AU0000118564

Primary SEDOL: BLD4919

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, 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.

MAAS Group Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	and energy to discharge their roles proper Moreover, the audit committee should be and effectiveness. Additionally, the remun committee's impartiality and effectiveness membership could hamper the committee	ly, particularly during u fully independent and the eration committee shou . Likewise, the nominati 's impartiality and effect	For than one external directorships to ensure they nexpected company situations requiring substitus director's membership could hamper the could be independent and this director's memberson committee should be majority independent inveness. Lastly, the board should appoint a Le	antial amounts of time. ommittee's impartiality ship could hamper the t and this director's ead Independent
		r shareholders, non-exe	d; support the Chairman, ensure orderly suc ecutive directors and senior executives where propriate.	
3	impartiality and effectiveness. Moreover, to	he remuneration commi effectiveness. Further, th	For and this director's membership could hampe ttee should be independent and this director's ne nomination committee should be majority in and effectiveness.	s membership could

Madison Square Garden Entertainment Corp.

Meeting Date: 12/06/2022 Country: USA Ticker: MSGE

Meeting Type: Annual

Primary ISIN: US55826T1025 Primary SEDOL: BM8MM05

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Martin Bandier	Mgmt	For	Withhold
		the board failed to rem		nareholders' rights and should be subject irement, the dual-class capital structure
1.2	Elect Director Joseph J. Lhota	Mgmt	For	Withhold
	serve on key board committees and sl	and objectivity. Also, e hould be considered at	executives from acquired compar ffiliated directors. The audit com	dent non-executive directors to ensure nies are not sufficiently independent to mittee should be fully independent and reover, changes in company bylaws or
1.3	articles of incorporation should not ero			eholder approval. Specifically, the board adversely impacts shareholder rights. Withhold
1.3	articles of incorporation should not ero failed to remove, or subject to a sunse Elect Director Joel M. Litvin Voter Rationale: Changes in company	et requirement, the du Mgmt bylaws or articles of in the board failed to rem	al-class capital structure which a For ncorporation should not erode sh	ndversely impacts shareholder rights.
	articles of incorporation should not ere failed to remove, or subject to a sunse Elect Director Joel M. Litvin Voter Rationale: Changes in company to shareholder approval. Specifically, to	et requirement, the du Mgmt bylaws or articles of in the board failed to rem	al-class capital structure which a For ncorporation should not erode sh	ndversely impacts shareholder rights. Withhold Nareholders' rights and should be subject
1.3	articles of incorporation should not ere failed to remove, or subject to a sunse Elect Director Joel M. Litvin Voter Rationale: Changes in company to shareholder approval. Specifically, the which adversely impacts shareholder in Elect Director Frederic V. Salerno Voter Rationale: Changes in company	Mgmt bylaws or articles of interpretation Mgmt bylaws or articles of interpretation mgmt bylaws or articles of interpretation mgmt bylaws or articles of interpretation	For some subject to a sunset requirement of the subject to a sunset reduction should not erode subject to a sunset reduction should not erode subject to a subjec	ndversely impacts shareholder rights. Withhold Mareholders' rights and should be subjective Mareholders' the dual-class capital structure

Madison Square Garden Entertainment Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	disclosed and stretching performanc long-term plans; measuring compan rewarded for below-average perforn compensation packages that build si awards to executives should include	e targets; performance y outcomes against its nance. These and other hareholder value over t robust performance ta ed as at least three yea	e triggers for equity awards; u appropriate peer group; and r approaches will ensure that time. Also, this plan could lead orgets that reward strong perf ars. Lastly, on early terminatio	y strong. Good practices include: well using different metrics for the short and setting awards so that executives are not the compensation committee designs d to excessive dilution. In addition, incentive formance and drive shareholder value over a on, all share-based awards should be time
4	Amend Non-Employee Director Omr Stock Plan	nibus Mgmt	For	Against
5	disclosed and stretching performance long-term plans; measuring company rewarded for below-average perform compensation packages that build subjectors as this may compromise the excessive dilution. Lastly, on early the in the event of a change of control. Advisory Vote to Ratify Named Executions	e targets; performance y outcomes against its nance. These and other hareholder value over t eir independence and t ermination, all share-ba	e triggers for equity awards; u appropriate peer group; and r approaches will ensure that time. In addition, share option ability to hold management ac	v strong. Good practices include: well using different metrics for the short and setting awards so that executives are not the compensation committee designs as should not be granted to non-executive eccountable. Also, this plan could lead to ro-rated and tested for performance, including Against
	disclosed and stretching performance long-term plans; measuring company rewarded for below-average perform compensation packages that build so to performance conditions. At least material changes in the business or share-based awards should be time incentive awards to executives shout value over a sufficiently long period linked to performance and demonstration of their jobs. Also, the company of manipulation of reported indicators.	e targets; performance y outcomes against its nance. These and other hareholder value over to 50% is a minimum goo in the role and respons pro-rated and tested fi do include robust perfor of time defined as at le rate shareholder value y should put clawback p ers or other bad faith ac and disclose a policy on	e triggers for equity awards; use triggers for equity awards; use appropriate peer group; and approaches will ensure that ime. In addition, a larger per departice. Likewise, significates of executive directors for performance, including in the transport of the performance targets that reward states three years. Additionally, creation in addition to and absorovisions in place to enable intions which were detrimental	v strong. Good practices include: well using different metrics for the short and setting awards so that executives are not the compensation committee designs centage of the equity awards should be tied nt salary increases should be linked to a Moreover, on early termination, all the event of a change of control. Furthermore that exceptional awards should be clearly nove that expected of directors as a normal at to re-coup funds should it identify any facts to the long-term interests of its shareholders of executives. Hedging activity by executives

Madison Square Garden Sports Corp.

Meeting Date: 12/09/2022 Country: USA Ticker: MSGS

Meeting Type: Annual

Primary ISIN: US55825T1034 Primary SEDOL: BYQCZ35

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Richard D. Parsons	Mgmt	For	Withhold
				nder diversity on the board. Our minimum pany of this size, with an aspiration to achieve
1.5	Elect Director Anthony J. Vinciquerra	Mgmt	For	Withhold
		,		torships to ensure they have sufficient time uations requiring substantial amounts of time.

Madison Square Garden Sports Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	event of a change of control. In addition, strong performance and drive shareholder exceptional awards should be clearly linke expected of directors as a normal part of the Larger severance packages should be subjuin place to enable it to re-coup funds show which were detrimental to the long-term in	incentive awards to exe value over a sufficientl d to performance and d their jobs. Furthermore, iect to a separate share uld it identify any facts o nterests of its sharehold	ould be time pro-rated and tested for performa- cutives should include robust performance tally y long period of time defined as at least three lemonstrate shareholder value creation in add severance payments should not exceed two we holder approval. Also, the company should pure of manipulation of reported indicators or other ders. Lastly, companies should establish and de cutives should be prohibited as it potentially s	gets that reward years. Moreover, all ition to and above that times annual pay. It clawback provisions bad faith actions isclose a policy on
4	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year

Magellan Financial Group Limited

Meeting Date: 10/20/2022 Country: Australia Ticker: MFG

Meeting Type: Annual

Primary ISIN: AU000000MFG4

Primary SEDOL: B015YX4

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive s articulate how executives performed ag prior year performance, as well as outl incentive plan is linked to a single perfo reflect both absolute and relative finan progressively better performance. More any facts of manipulation of reported in	chareholder value ov gainst historic perfor lining forward-lookin ormance target. Con cial metrics rather the eover, the company s ndicators or other ba	er a suffciently long period of mance targets. The board sh g targets that underpin long-t mpanies should base vesting i nan a single performance crite should put in place a procedu nd faith actions on the part of	robust and stretching performance targets to time. Also, the remuneration report does not could articulate how bonus payments reflect erm incentive plans. Further, the long-term levels on multiple performance criteria that wrion, and should stagger vesting to reward re which would enable it, should it identify any of its executive directors and other key re that any funds wrongfully obtained in such
	Elect Hamish McLennan as Director			

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.

Marathon Digital Holdings, Inc.

Meeting Date: 11/04/2022 Ticker: MARA Country: USA

Meeting Type: Annual

Primary ISIN: US5657881067 Primary SEDOL: BLR7B52

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Georges Antoun	Mgmt	For	Withhold

Marathon Digital Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	best practices in pay that help est time. Specifically, due to an unmit	ablish compensation pack igated pay-for-performan it shareholders should ha	rages that reward strong pent ce misalignment in the execu ve the opportunity to commu	tion committee should do more to respond to formance and build shareholder value over utive pay program. Also, directors are elected unicate with directors regularly on their cing accountability.
1b	Elect Director Jay Leupp	Mgmt	For	Withhold
	best practices in pay that help est time. Specifically, due to an unmit elected in classes rather than ann performance. The board should ta	ablish compensation pack igated pay-for-performan ually, but shareholders sh ke immediate steps to de accounting standards, th	rages that reward strong perice misalignment in the execu- could have the opportunity to acclassify itself, thereby enhance audit committee benefits for	tion committee should do more to respond to formance and build shareholder value over utive pay program. In addition, directors are communicate with directors regularly on their cing accountability. Also, in the context of from members who have a good and recent
4	Other Business	Mgmt	For	Against
	Voter Rationale: Any Other Busine	ess should not be a voting	item.	

Mayne Pharma Group Limited

Meeting Date: 11/30/2022 Country: Australia Ticker: MYX

Meeting Type: Annual

Primary ISIN: AU000000MYX0 Primary SEDOL: B1BHXL8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Remuneration Report	Mgmt	For	Against
	effectiveness of incentive schemes. Also performance targets to reward strong p long-term incentive plan is linked to a s criteria that reflect both absolute and re	o, incentive awards erformance and di ingle performance elative financial me ance. Furthermore,	s to executives should be clearive shareholder value over a target. Companies should ba etrics rather than a single per on early termination, all sha	erformance targets because this weakens the arly disclosed and include robust and stretching a sufficiently long period of time. Moreover, the ase vesting levels on multiple performance formance criterion, and should stagger vesting are-based awards should be time pro-rated and
6	Approve Grant of Performance Rights t Shawn Patrick O'Brien	o Mgmt	For	Against
		long-term incentive criteria that reflect	e plan is linked to a single pe t both absolute and relative f	

Mcmillan Shakespeare Limited

Meeting Date: 10/28/2022 Country: Australia Ticker: MMS

Meeting Type: Annual

Primary ISIN: AU000000MMS5 Primary SEDOL: B00G1Q0

Mcmillan Shakespeare Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to exer reward strong performance and drive sha		v disclosed and include robust and stretching uffciently long period of time.	performance targets to

Medibank Private Limited

Meeting Date: 11/16/2022

Country: Australia
Meeting Type: Annual

Ticker: MPL

Primary ISIN: AU000000MPL3

Primary SEDOL: BRTNNQ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.

Mediobanca Banca di Credito Finanziario SpA

Meeting Date: 10/28/2022

Country: Italy

Meeting Type: Annual

Ticker: MB

Primary ISIN: IT0000062957

Primary SEDOL: 4574813

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Approve Remuneration Policy	Mgmt	For	Against
	Voter Rationale: All exceptional awar addition to and above that expected			nstrate shareholder value creation in
2b	Approve Second Section of the Remuneration Report	Mgmt	For	Against

voter kationale: ketirement benefits should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.

MedPeer, Inc.

Meeting Date: 12/15/2022

Country: Japan

Ticker: 6095

Meeting Type: Annual

Primary ISIN: JP3921240002

Primary SEDOL: BN3YZP9

MedPeer, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Allow Virtual Only Shareholder Meetings	Mgmt	For	Against
	Voter Rationale: In-person shareholder me physical meeting of the shareholders, and		scrutiny of boards and management. There s company should attend.	hould be an annual
3.2	Elect Director Hirabayashi, Toshio	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and
3.3	Elect Director Tembo, Yoshihiko	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and
3.5	Elect Director Shimura, Masayuki	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and
3.6	Elect Director Seto, Mayuko	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and

Medtronic Plc

Meeting Date: 12/08/2022

Country: Ireland

Meeting Type: Annual

Ticker: MDT

Primary ISIN: IE00BTN1Y115

Primary SEDOL: BTN1Y11

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Richard H. Anderson	Mgmt	For	Against
	committee should be fully independent	and this director's	membership could hamper the	equire absolute independence. The audit committee's impartiality and effectiveness. Id hamper the committee's impartiality and
1d	Elect Director Lidia L. Fonseca	Mgmt	For	Against
				orships to ensure they have sufficient time lations requiring substantial amounts of time.
1i	Elect Director Elizabeth G. Nabel	Mgmt	For	Against
		•		orships to ensure they have sufficient time lations requiring substantial amounts of time.
1j	Elect Director Denise M. O'Leary	Mgmt	For	Against
				equire absolute independence. The audit committee's impartiality and effectiveness.

Medtronic Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1k	Elect Director Kendall J. Powell	Mgmt	For	Against
			re on committees that require absolute indepe 's membership could hamper the committee's	
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	Against
	, , , , ,	npanies that have had t	or more than 20 years. There is value for inve he same auditor for a long period of time sho O years.	2 2
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. Furthermore, severance payment.	s should not exceed two xceptional awards shou	be tied to performance conditions. At least 50 o times annual pay. Larger severance package Id be clearly linked to performance and demol as a normal part of their jobs.	es should be subject to

Mercury Systems, Inc.

Meeting Date: 10/26/2022 Country: USA Ticker: MRCY

Meeting Type: Annual

Primary ISIN: US5893781089 Primary SEDOL: 2144047

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Howard L. Lance	Mgmt	For	Withhold
	to discharge their role properly, part	icularly during unexpect er than annually, but sha	red company situations requiring areholders should have the oppo	ortunity to communicate with directors
2	Advisory Vote to Ratify Named Exec Officers' Compensation	utive Mgmt	For	Against
	rewarded for below-average perform compensation packages that build si incentive awards for below median p exceptional awards should be clearly expected of directors as a normal pa	te targets; performance by outcomes against its a pance. These and other that hareholder value over time formance as this is continued to performance art of their jobs. In additional additional to the performance art of their jobs. In additional additional art of their jobs. In additional art of their jobs.	triggers for equity awards; using appropriate peer group; and set approaches will ensure that the me. Also, the remuneration comon ansidered to be rewarding under and demonstrate shareholder was tion, incentive awards to execut.	g different metrics for the short and ting awards so that executives are not compensation committee designs
				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. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, incentive awards to executives should 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.

Mercury Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Other Business	Mgmt	For	Against
	Voter Rationale: Any Other Business should not be a voting item.			

Meridian Bioscience, Inc.

Meeting Date: 10/10/2022

Country: USA

Ticker: VIVO

Meeting Type: Special

Primary ISIN: US5895841014

Primary SEDOL: 2580265

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.

Mesoblast Limited

Meeting Date: 11/23/2022

Country: Australia

Meeting Type: Annual

Ticker: MSB

Primary ISIN: AU000000MSB8 Primary SEDOL: B04SF48

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5a	Approve Issuance of Options to Philip Krause	Mgmt	For	Against
	Voter Rationale: Variable remuneration al compromise their independence and abili		•	non-executive directors as this may
5b	Approve Issuance of Options to Jane Bel	Mgmt	For	Against
	Voter Rationale: Variable remuneration al compromise their independence and abili		•	non-executive directors as this may
6a	Approve Issuance of Options to Silviu Itescu	Mgmt	For	Against
				e robust and stretching performance targets to of time. Also, this plan could lead to excessive
6b	Approve Issuance of Options to Eric Rose	Mgmt	For	Against
				e robust and stretching performance targets to of time. Also, this plan could lead to excessive

Mesoblast Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve Employee Share Option Plan and Definition of Employee Share Buy-back	Mgmt	For	Against
	reward strong performance and drive sha	reholder value over a sund nd equity incentives sho	disclosed and include robust and stretching pufficiently long period of time. Also, this plan wuld not be granted to non-executive directors accountable.	could lead to excessive

Microsoft Corporation

Meeting Date: 12/13/2022 Country: USA Ticker: MSFT

Meeting Type: Annual

Primary ISIN: US5949181045 Primary SEDOL: 2588173

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Hugh F. Johnston	Mgmt	For	Against
				torships to ensure they have sufficient time uations requiring substantial amounts of time.
3	Ratify Deloitte & Touche LLP as Auc	litors Mgmt	For	Against
		ls. Companies that have	e had the same auditor for a l	There is value for investors in gaining new ong period of time should consider a plan or
9	Report on Tax Transparency	SH	Against	For
	Voter Rationale: Shareholders would with the the internationally recognis		transparency and disclosure	regarding tax transparency in accordance

Mineral Resources Limited

Meeting Date: 11/17/2022 Country: Australia Ticker: MIN

Meeting Type: Annual

Primary ISIN: AU000000MIN4 Primary SEDOL: B17ZL56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the 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. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

Mineral Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Susan (Susie) Corlett as Director	Mgmt	For	Against

Voter Rationale: We expect companies in this sector to disclose and set targets to reduce scope 3 emissions.

Mirvac Group

Meeting Date: 11/18/2022

Country: Australia

Ticker: MGR

Meeting Type: Annual

Primary ISIN: AU000000MGR9 Primary SEDOL: 6161978

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 suffciently long period of time. Moreover, discounted equity awards undermine employee incentive strategy and are not aligned with the interests of shareholders. The value of equity awards should be clearly disclose and not misleading to shareholders. 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.

Monadelphous Group Limited

Meeting Date: 11/22/2022

Country: Australia

Meeting Type: Annual

Ticker: MND

Primary ISIN: AU000000MND5

Primary SEDOL: 6600471

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Grant of Retention Rights to Rob Velletri	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 Remuneration Report	Mgmt	For	Against		
	Approve Remuneration Report Mgmt For Against Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. Moreover, companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes. 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. Lastly, 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					

Nagaileben Co., Ltd.

Meeting Date: 11/25/2022

Country: Japan

Meeting Type: Annual

Ticker: 7447

Primary ISIN: JP3647000003

Primary SEDOL: 6623326

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Authorize Board to Determine Income Allocation	Mgmt	For	Against		
	Voter Rationale: Excess cash should be re right to approve the company's dividend		lders when it is not othe	rwise invested. Shareholders should retain the		
3.2	Elect Director Saito, Nobuhiko	Mgmt	For	Against		
	Voter Rationale: The board should estable objectivity.	ish one-third board	l independence to ensure	e appropriate balance of independence and		
3.3	Elect Director Asai, Katsuji	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.4	Elect Director Yamamoto, Yasuyoshi	Mgmt	For	Against		
3.4	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.5	Elect Director Shintani, Kinya	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.6	Elect Director Yamamura, Hiroyuki	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
4.1	Elect Director and Audit Committee Member Ogino, Kazutaka	Mgmt	For	Against		
	Voter Rationale: The board should estable objectivity.	ish one-third board	l independence to ensure	e appropriate balance of independence and		

Nanosonics Limited

Meeting Date: 11/18/2022

Country: Australia

Meeting Type: Annual

Ticker: NAN

Primary ISIN: AU000000NAN9

Primary SEDOL: B1WF979

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, 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.

NAPCO Security Technologies, Inc.

Meeting Date: 12/05/2022

Country: USA

Meeting Type: Annual

Ticker: NSSC

Primary ISIN: US6304021057

Primary SEDOL: 2622253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Stock Option Plan	Mgmt	For	Against
	reward strong performance and drive sha should be time pro-rated and tested for p	reholder value over a su erformance, including ir o re-coup funds should	disclosed and include robust and stretching pufficiently long period of time. In addition, on a the event of a change of control. Also, the call it identify any facts of manipulation of reports to fits shareholders	early .based awards ompany should put
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, all exceptional award addition to and above that expected of diawards should be time pro-rated and test payments should not exceed two times an Additionally, incentive awards to executive reward strong performance and drive shaclawback provisions in place to enable it to bad faith actions which were detrimental of the strong performance.	ds should be clearly link rectors as a normal part ed for performance, inc nual pay. Larger severa es should be clearly disc reholder value over a su to re-coup funds should to the long-term interes stock by executives. Hec	be tied to performance conditions. At least 50 and to performance and demonstrate sharehold to fitneir jobs. Moreover, on early termination, luding in the event of a change of control. Full the packages should be subject to a separate closed and include robust and stretching perfour ficiently long period of time. Also, the compait identify any facts of manipulation of reported to the shareholders. Lastly, companies should ging activity by executives should be prohibited.	der value creation in all share-based rthermore, severance e shareholder approval. rmance targets to any should put ed indicators or other lid establish and

National Beverage Corp.

Meeting Date: 10/07/2022

Country: USA

Meeting Type: Annual

Ticker: FIZZ

Primary ISIN: US6350171061

Primary SEDOL: 2638625

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Cecil D. Conlee	Mamt	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. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Furthermore, we expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size. Also, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.

National Beverage Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director Stanley M. Sheridan	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. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. 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 Furthermore, we expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size. Also, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually. Lastly, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.

National Storage REIT

Meeting Date: 10/26/2022 Country: Australia Ticker: NSR

Meeting Type: Annual

Primary ISIN: AU000000NSR2 Primary SEDOL: BGP6479

Primary SEDOL: 2630085

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
10b	Approve Amendment of Constitution - Virtual Meeting Amendments (Company Only)	Mgmt	For	Against	
	Voter Rationale: In-person shareholder meetings enable essential scrutiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.				
11b	Approve Amendment of Constitution - Virtual Meeting Amendments (NSPT Only)	Mgmt	For	Against	

Neogen Corporation

Meeting Date: 10/06/2022 Country: USA Ticker: NEOG

Meeting Type: Annual
Primary ISIN: US6404911066

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

Neogen Corporation

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: 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. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.

Netwealth Group Limited

Meeting Date: 11/23/2022

Country: Australia

Meeting Type: Annual

Ticker: NWL

Primary ISIN: AU000000NWL7

Primary SEDOL: BF52PL1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, incentive award	ls to executives sl d drive sharehold s performed again	hould be clearly disclosed and in er value over a sufficiently long p ast historic performance targets.	period of time. Further, the remuneration The board should articulate how bonus
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			and of pin terry term meeting plants
3	Elect Davyd Lewis as Director	Mgmt	For	Against
3	, , , , , , , , , , , , , , , , , , , ,	Mgmt	For	Against

New World Development Company Limited

Meeting Date: 11/22/2022

Country: Hong Kong

Meeting Type: Annual

Ticker: 17

Primary ISIN: HK0000608585

Primary SEDOL: BM94GQ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3c	Elect Cheng Kar-Shing, Peter as Director	Mgmt	For	Against
	Voter Rationale: The board should include independence and objectivity.	at least 33% inc	dependent non-executive direc	tors to ensure appropriate balance of
3d	Elect Doo Wai-Hoi, William as Director	Mgmt	For	Against
	Voter Rationale: The board should include independence and objectivity.	at least 33% inc	dependent non-executive direc	tors to ensure appropriate balance of

New World Development Company Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3e	Elect Lee Luen-Wai, John as Director	Mgmt	For	Against
	independence and objectivity. Also, the a committee's impartiality and effectivenes membership could hamper the committe independent and this director's members	udit committee should s. Moreover, the remun e's impartiality and effe thip could hamper the c external directorships to	dent non-executive directors to ensure approp- be fully independent and this director's membe eration committee should be independent and ctiveness. Further, the nomination committee s ommittee's impartiality and effectiveness. Lasti ensure they have sufficient time and energy to uiring substantial amounts of time.	ership could hamper the this director's should be majority ly, executive officers
6	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		hout pre-emption rights should be undertaken	in exceptional
7	Approve Grant of Options Under the Share Option Scheme	Mgmt	For	Against
	voting items. Incentive awards to execut performance and long-term value creation stretching performance targets to reward Further, on early termination, all share-back change of control. In addition, the comparation of reported indicators or other	ives should have clearly in. Also, incentive award I strong performance ar ased awards should be any should put in place her bad faith actions on	employees should be submitted to shareholder disclosed and stretching performance targets as to executives should be clearly disclosed and drive shareholder value over a sufficiently lotime pro-rated and tested for performance, incaprocedure which would enable it, should it ic the part of any of its executive directors and olders, to ensure that any funds wrongfully obtained.	to reward strong d include robust and ang period of time. Adding in the event of a dentify any facts of Other key managers

Newcrest Mining Ltd.

Meeting Date: 11/09/2022 Country: Australia Ticker: NCM

Meeting Type: Annual

Primary ISIN: AU000000NCM7 Primary SEDOL: 6637101

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	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. 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. Likewise, 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.

NextDC Ltd.

Meeting Date: 11/18/2022 Country: Australia Ticker: NXT

Meeting Type: Annual

NextDC Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	14 5 11 1 411 11 1			

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

NIB Holdings Limited

Meeting Date: 11/18/2022

Country: Australia
Meeting Type: Annual

Ticker: NHF

Primary ISIN: AU000000NHF0

Primary SEDOL: B28ZM60

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.

Nick Scali Limited

Meeting Date: 11/24/2022

Country: Australia
Meeting Type: Annual

Ticker: NCK

Primary ISIN: AU000000NCK1

Primary SEDOL: B00VZV8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mamt	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. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Moreover, 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. Likewise, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Last, 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.

Nick Scali Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect John Ingram as Director	Mgmt	For	Against

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board; support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.

Nine Entertainment Co. Holdings Limited

Meeting Date: 11/10/2022 Country: Australia Ticker: NEC

Meeting Type: Annual

Primary ISIN: AU000000NEC4 Primary SEDOL: BGQV183

		Rec	Instruction
Approve Remuneration Report	Mgmt	For	Against
reward strong performance and drive articulate how executives performed a	shareholder value o against historic perfo	ver a sufficiently long period of tinormance targets. The board should	me. Also, the remuneration report does not Id articulate how bonus payments reflect
Approve Grant of Performance Rights Michael Sneesby	s to Mgmt	For	Against
	Voter Rationale: Incentive awards to reward strong performance and drive articulate how executives performed prior year performance, as well as out	Voter Rationale: Incentive awards to executives should be reward strong performance and drive shareholder value of articulate how executives performed against historic performance year performance, as well as outlining forward-looking. Approve Grant of Performance Rights to Mgmt	Voter Rationale: Incentive awards to executives should be clearly disclosed and include rob reward strong performance and drive shareholder value over a sufficiently long period of til articulate how executives performed against historic performance targets. The board show prior year performance, as well as outlining forward-looking targets that underpin long-term. Approve Grant of Performance Rights to Mgmt For

Nishio Rent All Co., Ltd.

Meeting Date: 12/20/2022 Country: Japan Ticker: 9699

Meeting Type: Annual

Primary ISIN: JP3657500009 Primary SEDOL: 6638320

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
4.2	Elect Director Tonomura, Yoshihiro	Mgmt	For	Against	
	Voter Rationale: The board should est objectivity.	ablish one-third board	d independence to ensure ap	propriate balance of independence and	
4.3	Elect Director Hamada, Masayoshi	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
4.4	Elect Director Hashimoto, Koji	Mgmt	For	Against	
	Voter Rationale: The board should est objectivity.	ablish one-third board	d independence to ensure ap	propriate balance of independence and	

Nishio Rent All Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.5	Elect Director Kitayama, Takashi	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	dependence and
4.6	Elect Director Kamada, Hiroaki	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	dependence and
4.7	Elect Director Yotsumoto, Kazuo	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	dependence and
4.8	Elect Director Nakano, Koji	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	dependence and
4.9	Elect Director Tanaka, Koji	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	dependence and
4.10	Elect Director Seo, Shinichi	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	dependence and
5	Appoint Statutory Auditor Morita, Koichi	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of ov		ne majority independent and work closely with	the independent

Northern Star Resources Limited

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: NST

Primary ISIN: AU000000NST8

Primary SEDOL: 6717456

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
		l awards should be	clearly linked to performance ar	usiness or in the role and responsibilities of nd demonstrate shareholder value creation
2	Approve Issuance of LTI Performance Rights to Stuart Tonkin	Mgmt	For	Against
	Voter Rationale: On early termination, a event of a change of control.	all share-based awai	rds should be time pro-rated an	nd tested for performance, including in the
4	Approve Issuance of Conditional Retention Rights to Stuart Tonkin	Mgmt	For	Against
	reward strong performance and drive s share-based awards should be time pro	hareholder value ov p-rated and tested fo oked to performance	er a sufficiently long period of t or performance, including in the	bust and stretching performance targets to time. Moreover, on early termination, all the event of a change of control. Further, all value creation in addition to and above that

NOVONIX Limited

Meeting Date: 10/26/2022

Country: Australia **Meeting Type:** Annual

Ticker: NVX

Primary ISIN: AU000000NVX4

Primary SEDOL: BYZ6CM6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of FY22 Performance Rights to Nick Liveris	Mgmt	For	Against
	clearly disclosed and include robust and s over a sufficiently long period of time. Fu any facts of manipulation of reported indi managers which were detrimental to the	ly to hold manage tretching perform ther, the compan cators or other ba long-term interest long-term incentiv iteria that reflect l	ement accountable. Moreovr, vance targets to reward stron y should put in place a proce of faith actions on the part o ts of its shareholders, to ens we plan is linked to a single p both absolute and relative fir	incentive awards to executives should be ag performance and drive shareholder value edure which would enable it, should it identify of any of its executive directors and other key sure that any funds wrongfully obtained in sucl erformance target. Companies should base nancial metrics rather than a single
6	Approve Issuance of FY23 Performance Rights to Nick Liveris	Mgmt	For	Against
	clearly disclosed and include robust and s over a sufficiently long period of time. Fu any facts of manipulation of reported indi managers which were detrimental to the	ty to hold manage tretching perform ther, the compan cators or other ba long-term interest long-term incentiv iteria that reflect I	ement accountable. Moreovr, vance targets to reward stron y should put in place a proce of faith actions on the part o ts of its shareholders, to ens we plan is linked to a single p both absolute and relative fir	incentive awards to executives should be ag performance and drive shareholder value edure which would enable it, should it identify of any of its executive directors and other key sure that any funds wrongfully obtained in such erformance target. Companies should base nancial metrics rather than a single
7	Approve Issuance of FY23 Share Rights to Andrew N. Liveris		For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit			non-executive directors as this may
8	Approve Issuance of FY23 Share Rights to Robert Cooper	Mgmt	For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit			non-executive directors as this may
9	Approve Issuance of FY23 Share Rights to Anthony Bellas	Mgmt	For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit			non-executive directors as this may
10	Approve Issuance of FY23 Share Rights to Robert Natter	Mgmt	For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit			non-executive directors as this may
11	Approve Issuance of FY23 Share Rights to Phillips 66 Company	Mgmt	For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit			non-executive directors as this may
12	Approve Issuance of FY23 Share Rights to Jean Oelwang	Mgmt	For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit	nd equity incentive ty to hold manage	es should not be granted to i ement accountable.	non-executive directors as this may

NOVONIX Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
13	Approve Issuance of FY22 Share Rights to Robert Natter	Mgmt	For	Against		
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.					
14	Approve Issuance of FY22 Share Rights to Jean Oelwang	Mgmt	For	Against		
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.					

Nutanix, Inc.

Meeting Date: 12/09/2022

Country: USA

Meeting Type: Annual

Ticker: NTNX

Primary ISIN: US67059N1081

Primary SEDOL: BYQBFT8

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

Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.

NWS Holdings Limited

Meeting Date: 11/21/2022

Country: Bermuda **Meeting Type:** Annual

Ticker: 659

Primary ISIN: BMG668971101

Primary SEDOL: 6568353

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3d	Elect Shek Lai Him, Abraham as Director	Mgmt	For	Against
	Voter Rationale: The audit committee show impartiality and effectiveness. Also, the not hamper the committee's impartiality and education of the directorships to ensure they have sufficient situations requiring substantial amounts of	omination commit effectiveness. Fur of time and energ	ttee should be majority independ ther, executive officers are expec	lent and this director's membership could
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their	Mgmt	For	Against

NWS Holdings Limited

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 restock.	e-issued without pre-em	otion rights, should be subject to the same lin	nitations as newly issued	

Objective Corporation Limited

Meeting Date: 11/25/2022 Country: Australia Ticker: OCL

Meeting Type: Annual

Primary ISIN: AU0000000CL7 Primary SEDOL: 6283407

lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
		areholder value ov	er a sufficiently long period of til	oust and stretching performance targets to ime. Moreover, share options should not be to hold management accountable.
3	Elect Nick Kingsbury as Director	Mgmt	For	Against
		ne context of incread of and recent under colicy and has no w	asingly complex international acc rstanding of the accounting rules romen on its board. The compan	counting standards, the audit committee is and of the audit process. Moreover, the my should develop and disclose an
4	Approve Issuance of Performance Right to Stephen Bool	s Mgmt	For	Against
4	to Stephen book			
4	Voter Rationale: Share options should no ability to hold management accountable		on-executive directors as this ma	y compromise their independence and

Omni Bridgeway Limited

Meeting Date: 11/30/2022 Country: Australia Ticker: OBL

Meeting Type: Annual

Primary ISIN: AU0000082489 Primary SEDOL: BM95XH7

Omni Bridgeway Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching				

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

Open House Group Co., Ltd.

Meeting Date: 12/21/2022 Country: Japan Ticker: 3288

Meeting Type: Annual

Primary ISIN: JP3173540000 Primary SEDOL: BD3D170

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.2	Elect Director Kamata, Kazuhiko	Mgmt	For	Against		
	Voter Rationale: The board should estall objectivity.	blish one-third board	independence to ensure approp	priate balance of independence and		
3.3	Elect Director Wakatabi, Kotaro	Mgmt	For	Against		
	Voter Rationale: The board should estable objectivity.	blish one-third board	independence to ensure approp	priate balance of independence and		
3.4	Elect Director Imamura, Hitoshi	Mgmt	For	Against		
	Voter Rationale: The board should estal objectivity.	blish one-third board	independence to ensure approp	priate balance of independence and		
3.5	Elect Director Fukuoka, Ryosuke	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.6	Elect Director Munemasa, Hiroshi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.7	Elect Director Ishimura, Hitoshi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					

Oracle Corporation

Meeting Date: 11/16/2022

Country: USA

Meeting Type: Annual

Ticker: ORCL

Primary ISIN: US68389X1054

Primary SEDOL: 2661568

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.2	Elect Director Jeffrey S. Berg	Mgmt	For	Withhold		
	committee should take action to ensur the risk of entrenchment. In addition, independence. The audit committee sl impartiality and effectiveness. Moreove	e an appropriately fre directors with long bo nould be fully indepen er, the lack of a robus tt its risk oversight fur	sh board and reduce the pro lard tenures should not serve dent and this director's men t anti-pledging policy is conc action. We encourage the co	12 years lack balance. The nominating oportion of long standing directors to reduce on committees that require absolute obership could hamper the committee's rerning and raises questions about audit or mittee to adopt a policy ideally prohibiting the committee to a policy prohibiting the committee to a policy prohibiting the committee the committee the committee the committee the committee t		
1.3	Elect Director Michael J. Boskin	Mgmt	For	Withhold		
	committee should take action to ensur the risk of entrenchment. In addition, independence. The audit committee sl impartiality and effectiveness. Moreove	e an appropriately fre directors with long bo nould be fully indepen er, the lack of a robus tt its risk oversight fur	sh board and reduce the pro lard tenures should not serve dent and this director's men t anti-pledging policy is conc action. We encourage the co	12 years lack balance. The nominating oportion of long standing directors to reduct on committees that require absolute obership could hamper the committee's rerning and raises questions about audit on mittee to adopt a policy ideally prohibiting the committee to a policy ide		
1.5	Elect Director Bruce R. Chizen	Mgmt	For	Withhold		
	impartiality and effectiveness. Moreove Furthermore, directors are expected to discharge their role properly, particular of a robust anti-pledging policy is conc	er, this director is not to hold only a small nu try during unexpected terning and raises que	sufficiently independent to s mber of directorships and er company situations requirin estions about audit committe	nsure they have sufficient time and energy t og substantial amounts of time. Also, the lac		
1.6	Elect Director George H. Conrades	Mgmt	For	Withhold		
	committee should take action to ensur the risk of entrenchment. In addition, independence. The compensation com impartiality and effectiveness. Also, ex	e an appropriately fre directors with long bo mittee should be inde ecutive pay is not in la y vote results. The co	ish board and reduce the property pard tenures should not serve ependent and this director's ine with company performan empensation committee shou	membership could hamper the committee's ace because the company has not adequate ald do more to respond to best practices in		
1.8	Elect Director Rona A. Fairhead	Mgmt	For	Withhold		
	Voter Rationale: The lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function. We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives.					
1.11	Elect Director Charles W. Moorman	Mgmt	For	Withhold		
	Voter Rationale: Executive pay is not in year's low say-on-pay vote results. The establish compensation packages that	e compensation comn	nittee should do more to res _i			
1.12	Elect Director Leon E. Panetta	Mgmt	For	Withhold		
		n line with company p e compensation comn	erformance because the con nittee should do more to res	mpany has not adequately responded to pond to best practices in pay that help		

Oracle Cornoration

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.14	Elect Director Naomi O. Seligman	Mgmt	For	Withhold
	the risk of entrenchment. In addition, of independence. The compensation come impartiality and effectiveness. Also, exc	e an appropriately from directors with long be mittee should be ind ecutive pay is not in by vote results. The c	esh board and reduce the propo pard tenures should not serve or ependent and this director's med line with company performance compensation committee should	rtion of long standing directors to reduce in committees that require absolute imbership could hamper the committee's because the company has not adequately do more to respond to best practices in
	Advisory Vote to Ratify Named Executi	ve Mgmt	For	Against

long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, the board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders

Orica Ltd.

Ticker: ORI Meeting Date: 12/14/2022 Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000ORI1 Primary SEDOL: 6458001

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, 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.

Origin Energy Limited

Meeting Date: 10/19/2022 Ticker: ORG Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000CRG5 Primary SEDOL: 6214861

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Remuneration Report	Mamt	For	Against

Origin Energy Limited

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, 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.					

Approve Grant of Performance Share Rights and Restricted Share Rights to Frank Calabria

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. Further, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion and should stagger vesting to reward progressively better performance.

Pact Group Holdings Ltd

Meeting Date: 11/16/2022

Country: Australia
Meeting Type: Annual

Ticker: PGH

Primary ISIN: AU000000PGH3

Primary SEDOL: BH57VC3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Raphael Geminder as Director	Mgmt	For	Against

Voter Rationale: The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Furthermore, 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.

Paladin Energy Ltd

Meeting Date: 11/17/2022

Country: Australia

Meeting Type: Annual

Ticker: PDN

Primary ISIN: AU000000PDN8

Primary SEDOL: 6668468

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mamt	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, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

Palo Alto Networks, Inc.

Meeting Date: 12/13/2022

Country: USA

Meeting Type: Annual

Ticker: PANW

Primary ISIN: US6974351057

Primary SEDOL: B87ZMX0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director James J. Goetz	Mgmt	For	Against
				require absolute independence. The audit e committee's impartiality and effectiveness.
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	In addition, on early termination, all	share-based awards si e awards to executives	hould be time pro-rated and te s should be clearly disclosed a	with good practice and should be eliminated. ested for performance, including in the event and include robust and stretching performance g period of time

Parker-Hannifin Corporation

Meeting Date: 10/26/2022

Country: USA

Meeting Type: Annual

Ticker: PH

Primary ISIN: US7010941042

Primary SEDOL: 2671501

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1d	Elect Director Linda A. Harty	Mgmt	For	Against		
				quire absolute independence. The audit committee's impartiality and effectiveness.		
1g	Elect Director Joseph Scaminace	Mgmt	For	Against		
	Voter Rationale: Directors with long be compensation committee should be in effectiveness.			quire absolute independence. The nper the committee's impartiality and		
1k	Elect Director James L. Wainscott	Mgmt	For	Against		
	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director.					
2	Advisory Vote to Ratify Named Execu Officers' Compensation	utive Mgmt	For	Against		
	considered to be rewarding under pe in the business or in the role and res annual pay. Larger severance packag	rformance of peers. In ponsibilities of executiv es should be subject to monstrate shareholder e, on early termination,	addition, significant salary incr de directors Moreover, severanc da separate shareholder appro value creation in addition to ar	s for below median performance as this is reases should be linked to material changes re payments should not exceed two times aval. Also, all exceptional awards should be not above that expected of directors as a did be time pro-rated and tested for		

Paychex, Inc.

Meeting Date: 10/13/2022

Country: USA

Meeting Type: Annual

Ticker: PAYX

Primary ISIN: US7043261079

Primary SEDOL: 2674458

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1d	Elect Director David J.S. Flaschen	Mgmt	For	Against		
	the risk of entrenchment.Also, directors independence.The audit committee show	an appropriately fre with long board ten Ild be fully independ ensation committee	esh board and reduce the pro ures should not serve on con dent and this director's memb	portion of long standing directors to reduce nmittees that require absolute		
1e	Elect Director B. Thomas Golisano	Mgmt	For	Against		
	Voter Rationale: Boards where more that committee should take action to ensure the risk of entrenchment.			12 years lack balance. The nominating portion of long standing directors to reduce		
1f	Elect Director Pamela A. Joseph	Mgmt	For	Against		
				nder diversity on the board. Our minimum pany of this size, with an aspiration to achieve		
1h	Elect Director Joseph M. Tucci	Mgmt	For	Against		
	Voter Rationale: Boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. In addition, this director is not sufficiently independent to serve as the independent lead director.					
1i	Elect Director Joseph M. Velli	Mgmt	For	Against		
	the risk of entrenchment. Also, directors	an appropriately fre with long board ten	sh board and reduce the pro ures should not serve on con	portion of long standing directors to reduce		
1j	Elect Director Kara Wilson	Mgmt	For	Against		
		,		torships to ensure they have sufficient time uations requiring substantial amounts of time		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against		
		executives should in	include robust performance to	e conditions. At least 50% is a minimum good argets that reward strong performance and ears.		

Paylocity Holding Corporation

Meeting Date: 12/01/2022 Country: USA Ticker: PCTY

Meeting Type: Annual

Primary ISIN: US70438V1061 Primary SEDOL: BKM4N88

Paylocity Holding Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director Ronald V. Waters, III	Mgmt	For	Withhold
			increase racial and gender diversity on the brd members for a company of this size, with a	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. Also, the remuneration committee considered to be rewarding under perform and demonstrate shareholder value creating Moreover, on early termination, all share-la change of control Lastly, the company si	e should not allow vesti nance of peers. Furthern on in addition to and ab pased awards should be thould put clawback prov	be tied to performance conditions. At least 50 ng of incentive awards for below median performer, all exceptional awards should be clearly ove that expected of directors as a normal patime pro-rated and tested for performance, insions in place to enable it to re-coup funds stons which were detrimental to the long-term	formance as this is linked to performance art of their jobs Including in the event of The identify any

Peloton Interactive, Inc.

Ticker: PTON **Meeting Date:** 12/06/2022 Country: USA

Meeting Type: Annual

Primary ISIN: US70614W1009 Primary SEDOL: BJ7WJS2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Flect Director Karen Boone	Mamt	For	Against

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. Specifically, the new CEO received an outsized equity award that does not require the achievement of pre-set performance goals in order to vest. In addition, there are concerns surrounding the pay program structure for NEOs and certain pay decisions. Also, changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. 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. In addition, 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.

Perenti Global Limited

Ticker: PRN Meeting Date: 10/14/2022 Country: Australia

Meeting Type: Annual

Primary ISIN: AU0000061897 **Primary SEDOL: BKRKNV4**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Approve the Amendments to the Company's Constitution - Virtual Only General Meetings	Mgmt	For	Against
	Voter Rationale: In-person shareholder n	neetinas enable essentia	al scrutiny of hoards and management. There	should he an annual

Pernod Ricard SA

Meeting Date: 11/10/2022

Country: France

Meeting Type: Annual

physical meeting of the shareholders, and all the directors of the company should attend.

Ticker: RI

Primary ISIN: FR0000120693

Primary SEDOL: 4682329

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
5	Reelect Ian Gallienne as Director	Mgmt	For	Against	
	Voter Rationale: For widely held compan appropriate balance of independence an directorships to ensure they have sufficie situations requiring substantial amounts	d objectivity. Mored ent time and energ	over, executive officers are expe		
8	Approve Compensation of Alexandre Ricard, Chairman and CEO	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, all cash or share-based awards and payments that fall outside the company's remuneration policy should require ex-ante shareholder approval. Last, companies should consider extending vesting periods for long-term incentive plans to 5 years or longer or as a minimum introduce an additional holding or deferral period.				
9	Approve Remuneration Policy of Alexandre Ricard, Chairman and CEO	Mgmt	For	Against	
	executive directors and other key manag	panies should cons with market best p cts of manipulation ers which were de er are repaid to it.	sider introducing deferral elemen practice. Moreover, the company n of reported indicators or other trimental to the long-term inter Last, companies should conside	nt and clawback provisions to the short- y should put in place a procedure which bad faith actions on the part of any of its rests of its shareholders, to ensure that any or extending vesting periods for long-term	

Perseus Mining Limited

Meeting Date: 11/22/2022

Country: Australia

Meeting Type: Annual

Ticker: PRU

Primary ISIN: AU000000PRU3

Primary SEDOL: B02FBC1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

Perseus Mining Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	Voter Rationale: On early termination event of a change of control. Also, th performance targets. The board sho forward-looking targets that underpin	e remuneration repor uld articulate how bo	t does not articulate how ex nus payments reflect prior ye			
2	Elect Sean Harvey as Director	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. Moreover, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Further, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Likewise, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Additionally, 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.					
3	Elect John McGloin as Director	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. Moreover, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.					
4	Approve Issuance of Performance Ri to Jeffrey Quartermaine	ghts Mgmt	For	Against		
	Voter Rationale: On early termination event of a change of control.	n, all share-based awa	rds should be time pro-rated	d and tested for performance, including in the		

PEXA Group Limited

Meeting Date: 11/18/2022 Country: Australia Ticker: PXA

Meeting Type: Annual

Primary ISIN: AU0000158594

Primary SEDOL: BMD0WJ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect John Hawkins as Director	Mgmt	For	Against
	Voter Rationale: The audit committee impartiality and effectiveness.	should be fully indep	endent and this director's mem	bership could hamper the committee's
6	Approve the Amendments to the Company's Constitution	Mgmt	For	Against
	Voter Rationale: In-person shareholder physical meeting of the shareholders.		,	management. There should be an annual

Pilbara Minerals Limited

Meeting Date: 11/17/2022 Country: Australia Ticker: PLS

Meeting Type: Annual

Primary ISIN: AU000000PLS0 Primary SEDOL: B2368L5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	effectiveness of incentive schemes. Furth stretching performance targets to reward	ermore, incentive aw I strong performance ould consider deferri	ards to executives so and drive sharehold ng a proportion of th	of performance targets because this weakens the hould be clearly disclosed and include robust and er value over a suffciently long period of time. The annual cash bonus into shares which would be performance objectives are aligned.
5	Approve Issuance of Employee Performance Rights to Dale Henderson	Mgmt	For	Against
	Voter Rationale: On early termination, all event of a change of control.	share-based awards	should be time pro-	rated and tested for performance, including in the

Pinnacle Investment Management Group Limited

Ticker: PNI Meeting Date: 11/14/2022 Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000PNI7 Primary SEDOL: BD0F7H1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	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, significant salary increases are not linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Furthermore, 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. 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.

PKSHA Technology, Inc.

Meeting Date: 12/23/2022 Country: Japan **Ticker: 3993**

Meeting Type: Annual

Primary ISIN: JP3780050005 Primary SEDOL: BF1CV17

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Director Uenoyama, Katsuya	Mgmt	For	Against

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

PLAID, Inc. (Japan)

Meeting Date: 12/20/2022

Country: Japan

Meeting Type: Annual

Ticker: 4165

Primary ISIN: JP3833270006

Primary SEDOL: BMCWCB2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Restricted Stock Plan and Performance Share 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 increase in shareholder value over time. Also, this plan could lead to excessive dilution.

Platinum Asset Management Limited

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: PTM

Primary ISIN: AU000000PTM6

Primary SEDOL: B1XK7G8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Remuneration Report	Mgmt	For	Against
	long-term performance targets and p clearly disclosed and include robust a over a sufficiently long period of time facts of manipulation of reported indi	erformance and histori and stretching performa a. Also, the company sh icators or other bad fai the long-term interest te remuneration report ald articulate how bonu	c annual objectives. Moreover, ince targets to reward strong p ould put in place a procedure th actions on the part of any o s of its shareholders, to ensure does not articulate how execu s payments reflect prior year p	
5	Approve Grant of Long-term Hurdled Performance Share Rights to Andrew Clifford Under the Platinum Partners' Long-Term Incentive Plan	ı	For	Against
	reward strong performance and drive plan is linked to a single performance	e shareholder value ove e target. Companies sh s rather than a single p rmination, all share-ba	r a sufficiently long period of to ould base vesting levels on mu erformance criterion, and sho	bust and stretching performance targets to time. Furthermore, the long-term incentive ultiple performance criteria that reflect both uld stagger vesting to reward progressively o-rated and tested for performance,
6	Approve Grant of Long-term Hurdled Performance Share Rights to Elizabet Norman Under the Platinum Partners Long-Term Incentive Plan	th	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. Furthermore, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. 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.

Platinum Asset Management Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	reward strong performance and drive sha plan is linked to a single performance targ	reholder value over a si get. Companies should i	For disclosed and include robust and stretching pufficiently long period of time. Furthermore, to base vesting levels on multiple performance co	he long-term incentive riteria that reflect both
		ation, all share-based a	mance criterion, and should stagger vesting t wards should be time pro-rated and tested fo	

PointsBet Holdings Limited

Meeting Date: 10/20/2022 Country: Australia Ticker: PBH

Meeting Type: Annual

Primary ISIN: AU0000047797 Primary SEDOL: BJYJ845

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1	Elect Brett Paton as Director	Mgmt	For	Against			
	appropriate balance of independence membership could hamper the comn Director to establish appropriate che	e and objectivity. Also, t nittee's impartiality and cks and balances on the act for shareholders, no	he audit committee should be t effectiveness. Moreover, the bo e Board, support the Chairman, on-executive directors and senio	ndent non-executive directors to ensure fully independent and this director's pard should appoint a Lead Independent ensure orderly succession process for the or executives where normal channels of			
2	Elect Tony Symons as Director	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.						
4	Ratify Past Issuance of Shares to SIG Sports Investment Corp.	G Mgmt	For	Against			
	Voter Rationale: If approved, this proposal would allow the board to issue an additional 15% of equities without further shareholder approval, bringing further dilution to shareholders.						
5	Approve Issuance of Performance SI Rights to Sam Swanell	nare Mgmt	For	Against			
	should be time pro-rated and tested	ability to hold manager for performance, includ d and include robust an	ment accountable. Also, on earl ling in the event of a change of	executive directors as this may ly termination, all share-based awards f control. Moreover, incentive awards to tts to reward strong performance and drive			
6	Approve Remuneration Report	Mgmt	For	Against			
	executive directors. Also, incentive a targets to reward strong performance	wards to executives sho e and drive shareholder a proportion of the ani	ould be clearly disclosed and inc value over a sufficiently long p nual cash bonus into shares wh	siness or in the role and responsibilities of clude robust and stretching performance period of time. Moreover, the remuneration ich would be more effective in retaining			

Polynovo Limited

Meeting Date: 10/28/2022

Country: Australia
Meeting Type: Annual

Ticker: PNV

Primary ISIN: AU000000PNV0

Primary SEDOL: BSJBZM6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Issuance of Share Options to David McQuillan	Mgmt	For	Against
	reward strong performance and drive sha a procedure which would enable it, shoul part of any of its executive directors and ensure that any funds wrongfully obtaine single performance target. Companies sh	reholder value over a s d it identify any facts of other key managers wh d in such manner are re nould base vesting level	disclosed and include robust and stretching pufficiently long period of time. Also, the compainment of reported indicators or other lich were detrimental to the long-term interesting to it. Additionally, the long-term incentives on multiple performance criteria that reflection, and should stagger vesting to reward programments.	any should put in place bad faith actions on the ts of its shareholders, to we plan is linked to a both absolute and
5	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sha share-based awards should be time pro-r company should put in place a procedure other bad faith actions on the part of any interests of its shareholders, to ensure th incentive plan is linked to a single perform	reholder value over a s ated and tested for pen which would enable it, of its executive directo at any funds wrongfully mance target. Compani	vidisclosed and include robust and stretching pufficiently long period of time. Moreover, on eaformance, including in the event of a change of should it identify any facts of manipulation of rs and other key managers which were detrime obtained in such manner are repaid to it. Fures should base vesting levels on multiple perficingle performance criterion, and should staggingle.	arly termination, all of control. Also, the f reported indicators or nental to the long-term ther, the long-term formance criteria that

Precinct Properties New Zealand Ltd.

Meeting Date: 11/03/2022

Country: New Zealand

Meeting Type: Annual

Ticker: PCT

Primary ISIN: NZAPTE0001S3

Primary SEDOL: 6093275

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	Against

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

Premier Investments Limited

Meeting Date: 12/02/2022

Country: Australia

Meeting Type: Annual

Ticker: PMV

Primary ISIN: AU000000PMV2

Premier Investments Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive s be linked to material changes in the bu report does not articulate how executi payments reflect prior year performan Furthermore, the remuneration commo be more effective in retaining executiv	shareholder value o usiness or in the rolo ves performed again ce, as well as outlin ittee should conside es and ensuring tha inked to performanc	ver a suffciently long periode e and responsibilities of exe nst historic performance tang ing forward-looking targets or deferring a proportion of t the annual and long-term	de robust and stretching performance targets to dof time. Also, significant salary increases should ecutive directors. Moreover, the remuneration regets. The board should articulate how bonus that underpin long-term incentive plans. The the annual cash bonus into shares which would a performance objectives are aligned. Lastly, all colder value creation in addition to and above that		
3a	Elect David Crean as Director	Mgmt	For	Against		
3a	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.					
3b	Elect Timothy Antonie as Director	Mgmt	For	Against		
55	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.					

Premier, Inc.

Meeting Date: 12/02/2022 Country: USA Ticker: PINC

Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify Ernst & Young 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 sho 10 years.	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		rceptional awards should	es annual pay. Larger severance packages sho d be clearly linked to performance and demon s as a normal part of their jobs.	

Pressance Corp.

Meeting Date: 12/16/2022 Country: Japan Ticker: 3254

Meeting Type: Annual

Pressance Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Elect Director Hirano, Kenichi	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and
2.3	Elect Director Harada, Masanori	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and
2.4	Elect Director Tajikawa, Junichi	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and
2.5	Elect Director Wakatabi, Kotaro	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and
2.6	Elect Director Yamagishi, Yoshiaki	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and
3.1	Elect Director and Audit Committee Member Sakatani, Yoshihiro	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and

PWR Holdings Limited

Meeting Date: 11/04/2022 Country: Australia Ticker: PWH

Meeting Type: Annual

Primary ISIN: AU000000PWH0 **Primary SEDOL:** BZ168Z2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Roland Dane as Director	Mgmt	For	Against
	Voter Rationale: The audit committee show impartiality and effectiveness.	uld be fully independ	lent and this director's membership	o could hamper the committee's
3	Approve Increase in Aggregate Fee Limit for Non-Executive Directors	Mgmt	For	Against
	Voter Rationale: A vote AGAINST this reso Currently, there is sufficient headroom wit renewal/transition.			
7	Approve the Amendments to the Company's Constitution to Allow for Virtual Meetings	Mgmt	For	Against
	Voter Rationale: In-person shareholder me physical meeting of the shareholders, and			ement. There should be an annual

Qantas Airways Limited

Meeting Date: 11/04/2022

Country: Australia **Meeting Type:** Annual

Ticker: QAN

Primary ISIN: AU000000QAN2

Primary SEDOL: 6710347

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Elect Maxine Brenner as Director	Mgmt	For	Against
		and quantify the contr	ibution that different decarbon	ow they intend to meet their long and nisation levers will make to achieving their nisation strategy to meet our expectations.
2.3	Elect Jacqueline Hey as Director	Mgmt	For	Against
		and quantify the contr	ibution that different decarbon	ow they intend to meet their long and nisation levers will make to achieving their nisation strategy to meet our expectations.
3.1	Approve Participation of Alan Joyce in the Recovery Retention Plan	Mgmt	For	Against
	Voter Rationale: Incentive awards to exreward strong performance and drive s			bust and stretching performance targets to ime.
4	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive s should be linked to material changes in benefits should not be granted to non- management accountable. Furthermor vesting levels on multiple performance performance criterion, and should stag	shareholder value oven the business or in the executive directors as e, the long-term incer criteria that reflect be tiger vesting to reward gainst historic perforn	r a sufficiently long period of the role and responsibilities of each this may compromise their incutive plan is linked to a single poth absolute and relative finance progressively better performanance targets. The board shou	executive directors. Moreover, retirement dependence and ability to hold performance target. Companies should base cial metrics rather than a single ance. Last, the remuneration report does no ald articulate how bonus payments reflect

Qube Holdings Limited

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: QUB

Primary ISIN: AU000000QUB5

Primary SEDOL: B1L4BC6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Lindsay Ward 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.

Qube Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, incentive awan targets to reward strong performance ar report does not articulate how executive payments reflect prior year performance Moreover, the long-term incentive plan is	ds to executives sho nd drive shareholde s performed agains , as well as outlinin s linked to a single p solute and relative i	ould be clearly disclosed r value over a suffcientl t historic performance t g forward-looking targe performance target. Cor financial metrics rather	In the business or in the role and responsibilities of and include robust and stretching performance of long period of time. Further, the remuneration cargets. The board should articulate how bonus to that underpin long-term incentive plans. In a single performance criterion, and should
6	Approve Issuance of Securities under Equity Plan Rules	Mgmt	For	Against
	Voter Rationale: Variable remuneration a compromise their independence and abi			to non-executive directors as this may
7	Approve Issuance of LTI Performance Rights to Paul Digney	Mgmt	For	Against
	Voter Rationale: Incentive awards to exereward strong performance and drive sh			lude robust and stretching performance targets to iod of time.

Ramelius Resources Limited

Meeting Date: 11/24/2022 Country: Australia Ticker: RMS

Meeting Type: Annual

Primary ISIN: AU000000RMS4 Pr

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive articulate how executives performed a prior year performance, as well as ou remuneration committee should cons in retaining executives and ensuring a in place a procedure which would ena	shareholder value ove against historic perforn tlining forward-looking ider deferring a propor that the annual and lor able it, should it identif utive directors and othe	r a sufficiently long period of nance targets. The board show targets that underpin long-te tion of the annual cash bonus ng-term performance objective of any facts of manipulation of ter key managers which were to	into shares which would be more effective es are aligned. Last, the company should put freported indicators or other bad faith detrimental to the long-term interests of its
4	Approve Grant of Performance Rights Mark William Zeptner	s to Mgmt	For	Against
		shareholder value ove	r a sufficiently long period of	obust and stretching performance targets to time. Moreover, on early termination, all e event of a change of control.
5	Approve Performance Plan	Mgmt	For	Against
	relative performance. Also, incentive targets to reward strong performance	awards to executives s e and drive shareholde ce and demonstrate sh	hould be clearly disclosed and value over a sufficiently long	e targets that reflect both absolute and I include robust and stretching performance I period of time. Last, all exceptional awards Idition to and above that expected of

Ramsay Health Care Limited

Meeting Date: 11/29/2022

Country: Australia Meeting Type: Annual Ticker: RHC

Primary ISIN: AU000000RHC8

Primary SEDOL: 6041995

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: All exceptional award	ds should be clearly i	inked to performance and de	emonstrate shareholder value creation in

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Further, 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.

REA Group Ltd

Meeting Date: 11/10/2022

Country: Australia **Meeting Type:** Annual Ticker: REA

Primary ISIN: AU000000REA9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, incentive awa targets to reward strong performance a put in place a procedure which would e actions on the part of any of its execut shareholders, to ensure that any funds	ards to executives shand drive shareholde enable it, should it ic ive directors and oth wrongfully obtained ad against historic pe	nould be clearly disclosed and in er value over a suffciently long p dentify any facts of manipulation ner key managers which were o d in such manner are repaid to b erformance targets. The board	usiness or in the role and responsibilities of include robust and stretching performance period of time. Further, the company should in of reported indicators or other bad faith detrimental to the long-term interests of its it. Moreover, the remuneration report does should articulate how bonus payments long-term incentive plans.
3a	Elect Kelly Bayer Rosmarin as Director	Mgmt	For	Against
	Voter Rationale: Directors are expected to discharge their role properly, particular			ensure they have sufficient time and energy ng substantial amounts of time.
3b	Elect Michael Miller as Director	Mgmt	For	Against
	Voter Rationale: For controlled compana		d include at least 33% indepen	dent non-executive directors to ensure
3c	Elect Tracey Fellows as Director	Mgmt	For	Against
	Voter Rationale: For controlled compana		d include at least 33% indepen	dent non-executive directors to ensure
3d	Elect Richard Freudenstein as Director	Mgmt	For	Against
	appropriate balance of independence a membership could hamper the commit	nd objectivity. Also, tee's impartiality and ership could hamper	the audit committee should be d effectiveness. Further, the ren the committee's impartiality an	nuneration committee should be and effectiveness. Moreover, the nomination

REA Group Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Performance Rights to Owen Wilson	Mgmt	For	Against
	reward strong performance and drive sha	reholder value over a s	y disclosed and include robust and stretching suffciently long period of time. Further, the col acts of manipulation of reported indicators or	mpany should put in

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.

Red 5 Limited

Meeting Date: 10/25/2022

Country: Australia **Meeting Type:** Annual

Ticker: RED

Primary ISIN: AU000000RED3

Primary SEDOL: 6367550

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes. 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.

Reece Limited

Meeting Date: 10/27/2022

Country: Australia
Meeting Type: Annual

Ticker: REH

Primary ISIN: AU000000REH4

Primary SEDOL: 6728801

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Moreover, the lor levels on multiple performance criter criterion, and should stagger vesting how executives performed against hi performance, as well as outlining for	ng-term incentive plar ia that reflect both ab to reward progressive istoric performance ta ward-looking targets t a proportion of the a	n is linked to a single performance solute and relative financial metrely better performance. Also, the rgets. The board should articula that underpin long-term incentive nnual cash bonus into shares wh	remuneration report does not articulate te how bonus payments reflect prior year e plans. Likewise, the remuneration ich would be more effective in retaining

Approve the Increase in the Maximum Aggregate Fees of Non-Executive Directors Mgmt

For

Against

Voter Rationale: A vote AGAINST this resolution is warranted because the quantum of the increase is considered to be excessive. There is sufficient headroom within the existing fee cap to accommodate recruiting a new chair and increasing the number of independent non-executive directors on the board. In addition, the board composition is not in line with good governance and shareholder expectations.

Regis Resources Limited

Meeting Date: 11/24/2022

Country: Australia **Meeting Type:** Annual

Ticker: RRL

Primary ISIN: AU000000RRL8

Primary SEDOL: 6476542

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Likewise, the rem	uneration report doe how bonus payments	es not articulate how executives p	isiness or in the role and responsibilities of performed against historic performance as well as outlining forward-looking targets
3	Approve Incentive Plan	Mgmt	For	Against
	Voter Rationale: Incentive awards to e reward strong performance and drive share-based awards should be time pi	shareholder value o	ver a sufficiently long period of t	
5	reward strong performance and drive	shareholder value ou ro-rated and tested f	ver a sufficiently long period of t	ime. Also, on early termination, all
5	reward strong performance and drive share-based awards should be time pa Approve Grant of Short Term Incentiv Performance Rights to Jim Beyer	shareholder value ov ro-rated and tested i re Mgmt	ver a sufficiently long period of the for performance, including in the	ime. Also, on early termination, all event of a change of control.

Reliance Worldwide Corporation Limited

Meeting Date: 10/27/2022

Country: Australia

Meeting Type: Annual

Ticker: RWC

Primary ISIN: AU000000RWC7 Primary SEDOL: BD1DM79

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Remuneration committee should not allow vesting of incentive awards for below median performance.					
4	Approve Grant of Performance Rights to Heath Sharp	Mgmt	For	Against		
	Voter Rationale: Remuneration committe	e should not allow vesti	ing of incentive awards for below median perfo	ormance.		

ResMed Inc.

Meeting Date: 11/16/2022

Country: USA

Ticker: RMD

Meeting Type: Annual

Primary ISIN: US7611521078

ResMed Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1g	Elect Director John Hernandez	Mgmt	For	Against		
				ectorships to ensure they have sufficient time situations requiring substantial amounts of time.		
1h	Elect Director Richard Sulpizio	Mgmt	For	Against		
	committee should be fully independen	nt and this director's i	membership could hamper t	nt require absolute independence. The audit the committee's impartiality and effectiveness. Sould hamper the committee's impartiality and		
1j	Elect Director Ronald Taylor	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. Also, this director is not sufficiently independent to serve as the independent lead director.					
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against		
	Voter Rationale: Companies that have bringing in a new auditing firm.	e had the same audito	or for a period of over 10 yea	ars should consider a plan or tender process for		
3	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against		
		rformance of peers. A	Also, all exceptional awards s	ards for below median performance as this is thould be clearly linked to performance and ctors as a normal part of their jobs.		

RingCentral, Inc.

Meeting Date: 12/15/2022 Country: USA Ticker: RNG

Meeting Type: Annual

Primary ISIN: US76680R2067

Primary SEDOL: BDZCRX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.2	Elect Director Kenneth Goldman	Mgmt	For	Withhold		
	Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future.					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	. Mgmt	For	Against		
	practice. Also, the company should put co	lawback provision	s in place to enable it to re-coup	conditions. At least 50% is a minimum good o funds should it identify any facts of the long-term interests of its shareholders.		

RingCentral, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Amend Omnibus Stock Plan	Mgmt	For	Against

Voter Rationale: This plan could lead to excessive dilution. Also, plan renewal should be subject to shareholder approval. In addition, incentive plans that allow for loans to exercise options are inconsistent with good practice and should be eliminated. Moreover, this plan allows for the re-pricing of underwater options without shareholder approval. Reducing the strike price of options already granted after the stock price has fallen undermines the employee incentive strategy and is not aligned with shareholders' interests. Furthermore, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Likewise, 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. Finally, 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.

Seagate Technology Holdings Plc

Meeting Date: 10/24/2022 Country: Ireland Ticker: STX

Meeting Type: Annual

Primary ISIN: IE00BKVD2N49 Primary SEDOL: BKVD2N4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1d	Elect Director Michael R. Cannon	Mgmt	For	Against		
	be considered affiliated directors. The	compensation commi iveness. The nomina	nittee should be independen ation committee should be n	to serve on key board committees and should t and this director's membership could hamper najority independent and this director's		
1k	Elect Director Edward J. Zander	Mgmt	For	Against		
	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.					
3	Ratify Ernst & Young LLP as Auditors and Authorise Their Remuneration	Mgmt	For	Against		
		Companies that hav	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		

Seek Limited

Meeting Date: 11/17/2022 Country: Australia Ticker: SEK

Meeting Type: Annual

Primary ISIN: AU000000SEK6 Primary SEDOL: B0767Y3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against

Seek Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	reward strong performance and drive sh undermine employee incentive strategy clearly disclose and not misleading to sh demonstrate shareholder value creation long-term incentive plan is linked to a si	areholder value ov and are not aligned areholders.Also, al in addition to and ingle performance t lative financial met	er a sufficiently long period of ti I with the interests of sharehold I exceptional awards should be c above that expected of directors arget. Companies should base v	ers. The value of equity awards should be elearly linked to performance and as a a normal part of their jobs.Lastly, the
5	Approve Grant of One Equity Right to Ian Narev	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe reward strong performance and drive sh	areholder value ov	er a sufficiently long period of til	

Mgmt

reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

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. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

SelectQuote, Inc.

6

Meeting Date: 11/15/2022 Country: USA Ticker: SLQT

Approve Grant of Wealth Sharing Plan

Options and Rights to Ian Narev

Meeting Type: Annual

Primary ISIN: US8163073005 Primary SEDOL: BMFYH21

Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.1	Elect Director Denise L. Devine	Mgmt	For	Withhold			
	Voter Rationale: Changes in company to shareholder approval. Specifically, t requirement to enact changes to the L	the board's failure to r	remove, or subject to a sunset i				
1.2	Elect Director Donald L. Hawks, III	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 changes to the bylaws 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 Execut Officers' Compensation	tive 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, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.						

Septeni Holdings Co., Ltd.

Meeting Date: 12/21/2022

Country: Japan

Meeting Type: Annual

Ticker: 4293

Primary ISIN: JP3423300007

Primary SEDOL: 6377429

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings - Change Fiscal Year End		For	Against

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

Seven Group Holdings Limited

Meeting Date: 11/17/2022

Country: Australia

Meeting Type: Annual

Ticker: SVW

Primary ISIN: AU000000SVW5

Primary SEDOL: B432QW4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
6	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. Moreover, 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. Likewise, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					
7	Approve Grant of Share Rights to Ryan Stokes	Mgmt	For	Against		
	Voter Rationale: On early termination, an event of a change of control.	ll share-based awar	rds should be time pro-rated	d and tested for performance, including in the		

SG Fleet Group Limited

Meeting Date: 10/25/2022

Country: Australia

Meeting Type: Annual

Ticker: SGF

Primary ISIN: AU000000SGF1

Primary SEDOL: BKF0XR2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Peter Mountford as Director	Mgmt	For	Against

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.

SHIFT, Inc.

Meeting Date: 11/25/2022

Country: Japan

Meeting Type: Annual

Ticker: 3697

Primary ISIN: JP3355400007

Primary SEDOL: BRJQJX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Restricted Stock Plan	Mgmt	For	Against

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

Shoei Co. Ltd. (7839)

Meeting Date: 12/23/2022

Country: Japan

Meeting Type: Annual

Ticker: 7839

Primary ISIN: JP3360900009

Primary SEDOL: B01C253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.1	Elect Director Shida, Masayuki	Mgmt	For	Against		
	Voter Rationale: The board should est objectivity.	ablish one-third board	d independence to ensure app	propriate balance of independence and		
3.2	Elect Director Horimoto, Takayuki	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.4	Elect Director Takayama, Sumiko	Mgmt	For	Against		
	Voter Rationale: The board should est objectivity.	ablish one-third board	d independence to ensure app	propriate balance of independence and		

Shoprite Holdings Ltd.

Meeting Date: 11/14/2022

Country: South Africa

Meeting Type: Annual

Ticker: SHP

Primary ISIN: ZAE000012084

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Reappoint PricewaterhouseCoopers Inc. as Auditors with J de Villiers as the Individual Registered Auditor	Mgmt	For	Against		
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.					
1	Approve Remuneration Policy	Mgmt	For	Against		
	Voter Rationale: Incentive awards to exec reward strong performance and drive shall	•	disclosed and include robust and stretching pufficiently long period of time.	performance targets to		

Silver Lake Resources Limited

Meeting Date: 11/25/2022

Country: Australia
Meeting Type: Annual

Ticker: SLR

Primary ISIN: AU000000SLR6

Primary SEDOL: B28RMY4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	event of a change of control. Moreover, vesting levels on multiple performance of performance criterion, and should stagg articulate how executives performed aga prior year performance, as well as outlin	the long-term incer criteria that reflect b er vesting to rewan hinst historic perfor hing forward-looking r deferring a propol	ntive plan is linked to a single per noth absolute and relative finance of progressively better performan mance targets. The board show of targets that underpin long-ten nartion of the annual cash bonus i	nce. Also, the remuneration report does not old articulate how bonus payments reflect on incentive plans. Further, the into shares which would be more effective
5	Approve Issuance of Performance Right to Luke Tonkin	s Mgmt	For	Against
	event of a change of control. Also, the c manipulation of reported indicators or or	ompany should put ther bad faith action n interests of its sha rm incentive plan is that reflect both abs	in place a procedure which wons on the part of any of its exec reholders, to ensure that any fo linked to a single performance	unds wrongfully obtained in such manner target. Companies should base vesting

Silverlake Axis Ltd.

Meeting Date: 10/27/2022

Country: Singapore

Meeting Type: Annual

Ticker: 5CP

Primary ISIN: SGXE58461943 Primary SEDOL: BLBLTH8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Elect Kwong Yong Sin as Director	Mgmt	For	Against
	Voter Rationale: For companies without an ensure appropriate balance of independen	•	, the board should include at least 50% indep	pendent directors to
7	Elect Chee Hin Kooi as Director	Mgmt	For	Against
	Voter Rationale: For companies without an ensure appropriate balance of independen		, the board should include at least 50% indep	pendent directors to
9	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 to	•	out pre-emption rights should be undertaken	in exceptional
10	Authorize Share Repurchase Program	Mgmt	For	Against
	Voter Rationale: Shares should not be rep	ourchased at a premium,	discount to the market price of more than 10	1%.

Silverlake Axis Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
12	Approve Grant of Awards and Issuance of Shares Under the Silverlake Axis Ltd. Performance Share Plan	Mgmt	For	Against	
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Likewise, 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. 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

Singapore Exchange Limited

manner are repaid to it.

Meeting Date: 10/06/2022 Country: Singapore Ticker: S68

Meeting Type: Annual

Primary ISIN: SG1J26887955 **Primary SEDOL:** 6303866

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3b	Elect Chew Gek Khim 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.

Sino Land Company Limited

Meeting Date: 10/26/2022 Country: Hong Kong Ticker: 83

Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
5.2	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.					
5.3	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.					

SmarTone Telecommunications Holdings Limited

Meeting Date: 11/01/2022 Country: Bermuda Ticker: 315

Meeting Type: Annual

Primary ISIN: BMG8219Z1059 Primary SEDOL: 6856995

SmarTone Telecommunications Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.1a	Elect Kwok Ping-luen, Raymond as Director	Mgmt	For	Against		
	one external directorships to ensure the unexpected company situations requirin Director to establish appropriate checks	Company should po female director on y have sufficient tin g substantial amou and balances on the for shareholders, n	ut in place a policy to increas the board. Futher, executive me and energy to discharge t unts of time. Moreover, the bo he Board, support the Chairm non-executive directors and s	re gender diversity on the board. Our e officers are expected to hold no more than		
3.1d	Elect Li Ka-cheung, Eric as Director	Mgmt	For	Against		
	Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Further, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.					
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against		
	Voter Rationale: Companies should prov to cast an informed vote.	ide sufficient inform	mation at least 21 days in add	vance of the meeting to enable shareholders		
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against		
	Voter Rationale: Treasury stock, when restock.	e-issued without pr	re-emption rights, should be s	subject to the same limitations as newly issued		

Smiths Group Plc

Meeting Date: 11/16/2022 Country: United Kingdom Ticker: SMIN

Meeting Type: Annual

Primary ISIN: GB00B1WY2338

Primary SEDOL: B1WY233

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13	Re-elect Noel Tata 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.

Sodexo SA

Meeting Date: 12/19/2022 Country: France Ticker: SW

Meeting Type: Annual/Special

Primary ISIN: FR0000121220 Primary SEDOL: 7062713

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
9	Approve Remuneration Policy of Chairman and CEO from March 1 to August 31, 2022	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. Companies should consider introducing deferral element and clawback provisions to the short- and long-term incentive schemes in line with market best practice. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.						
10	Approve Compensation of Sophie Bellon, Chairman of the Board then Chairman and CEO	. 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.						
14	Approve Remuneration Policy of Chairman of the Board and CEO	Mgmt	For	Against			
	reward strong performance and drive sha deferral element and clawback provisions company should put in place a procedure other bad faith actions on the part of any	areholder value over a si to the short- and long- which would enable it, of its executive directo	visclosed and include robust and stretching pufficiently long period of time. Companies shouterm incentive schemes in line with market be should it identify any facts of manipulation of rs and other key managers which were detrimed to be a since to be and other key managers which were detrimed to be a since to be a since to be and to be a since to be	uld consider introducing st practice. Also, the reported indicators or			

Sonic Healthcare Limited

Meeting Date: 11/17/2022 Country: Australia Ticker: SHL

Meeting Type: Annual

Primary ISIN: AU000000SHL7

Primary SEDOL: 6821120

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive a procedure which would enable it, sh part of any of its executive directors a ensure that any funds wrongfully obta	shareholder value ov nould it identify any f and other key manag nined in such manner toric performance ta	ver a sufficiently long period of acts of manipulation of reported ers which were detrimental to t are repaid to it. Moreover, the rgets. The board should articula	obust and stretching performance targets to time. Also, the company should put in place d indicators or other bad faith actions on the the long-term interests of its shareholders, to be remuneration report does not articulate ate how bonus payments reflect prior year we plans.
	Approve Grant of Options and	Mgmt	For	

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and increase in shareholder value over time. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Sonic Healthcare Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
5	Approve Grant of Options and Performance Rights to Chris Wilks	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to					

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and increase in shareholder value over time. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Sorrento Therapeutics, Inc.

Meeting Date: 12/15/2022 Country: USA Ticker: SRNE

Meeting Type: Annual

Primary ISIN: US83587F2020 Primary SEDOL: BCT5QQ7

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Dorman Followwill	Mgmt	For	Withhold
	Voter Rationale: Executive pay is not in year's low say-on-pay vote results. The establish compensation packages that	e compensation comn	nittee should do more to respor	
1.7	Elect Director Yue Alexander Wu	Mgmt	For	Withhold
	Voter Rationale: Executive pay is not in year's low say-on-pay vote results. The establish compensation packages that	e compensation comn	nittee should do more to respor	
3	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against
	rewarded for below-average performan compensation packages that build sha performance conditions. At least 50% investors it represents and take action previous years. Moreover, significant s	targets; performance outcomes against its a nce. These and other reholder value over ti is a minimum good p where a substantial p alary increases should Furthermore, incentiv	triggers for equity awards; usina appropriate peer group; and se approaches will ensure that the me. Also, a larger percentage of aractice. In addition, the board so proportion have expressed conce the linked to material changes a awards to executives should to	ng different metrics for the short and tting awards so that executives are not e compensation committee designs of the equity awards should be tied to should act with accountability to the terns over compensation practices in in the business or in the role and be clearly disclosed and include robust and
4	Amend Omnibus Stock Plan	Mgmt	For	Against

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, this plan could lead to excessive dilution. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, 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.

Standex International Corporation

Meeting Date: 10/25/2022

Country: USA

Meeting Type: Annual

Ticker: SXI

Primary ISIN: US8542311076

Primary SEDOL: 2840174

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Thomas E. Chorman	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. 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.

Starhill Global Real Estate Investment Trust

Meeting Date: 10/27/2022

Country: Singapore

Meeting Type: Annual

Ticker: P40U

Primary ISIN: SG1S18926810

Primary SEDOL: B0HZGR6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3	Elect Yeoh Seok Kian as Director	Mgmt	For	Against	
	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. Moreover, 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.				
5	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 to	_	% without pre-emption rights s	hould be undertaken in exceptional	

Steadfast Group Limited

Meeting Date: 10/20/2022

Country: Australia

Meeting Type: Annual

Ticker: SDF

Primary ISIN: AU000000SDF8

Primary SEDOL: BCT5FD7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	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, 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.

Steadfast Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Approve Grant of Deferred Equity Awards to Robert Kelly	Mgmt	For	Against		
	Voter Rationale: On early termination, all event of a change of control.	share-based awards sho	ould be time pro-rated and tested for perform	ance, including in the		
8	Elect Greg Rynenberg as Director	Mgmt	For	Against		
	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.					

Stitch Fix, Inc.

Meeting Date: 12/13/2022

Country: USA

Meeting Type: Annual

Ticker: SFIX

Primary ISIN: US8608971078

Primary SEDOL: BF3FPW3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director Steven Anderson	Mgmt	For	Withhold	
		h the wider group of	shareholders The compensation	ent to serve on key committees as their n committee should be independent and	
1b	Elect Director Neal Mohan	Mgmt	For	Withhold	
	Also, changes in company bylaws or a shareholder approval. Specifically, the structure, the supermajority vote req	articles of incorporation of the board's failure to requirement to enact centricularity in addition, and with directors regul	ion should not erode shareholder emove, or subject to a reasonable ortain changes to the governing d directors are elected in classes rai	e sunset requirement, the dual-class capital locuments and the classified board, each of ther than annually, but shareholders should	
2	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against	
	Officers' Compensation Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.				

STORE Capital Corporation

Meeting Date: 12/09/2022

Country: USA

Meeting Type: Special

Ticker: STOR

Primary ISIN: US8621211007

Primary SEDOL: BSKRKJ5

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

STORE Capital Corporation

Proposal Number Vote Mgmt **Proposal Text** Proponent Rec Instruction

> Voter Rationale: Cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable. However, all equity awards will automatically accelerate upon closing, and certain PSU awards will vest above target without a clear and compelling rationale disclosed in the merger proxy. 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.

Stride, Inc.

Meeting Date: 12/09/2022 Country: USA Ticker: LRN

Meeting Type: Annual

Primary ISIN: US86333M1080 **Primary SEDOL: BLD5321**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1d	Elect Director Steven B. Fink	Mgmt	For	Withhold
	committee should be fully independ	ent and this director's n	nembership could hamper the co	quire absolute independence. The audit ommittee's impartiality and effectiveness. hamper the committee's impartiality and
4	Amend Omnibus Stock Plan	Mgmt	For	Against
		4 - II for I to		th good practice and should be eliminated.

Sun Hung Kai Properties Limited

Meeting Date: 11/03/2022 Country: Hong Kong Ticker: 16

Meeting Type: Annual

Primary ISIN: HK0016000132

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1e	Elect Yip Dicky Peter as Director	Mgmt	For	Against
	independence and objectivity. Moreove	er, the audit committe and effectiveness. Als	ee should be fully independer o, the nomination committee	octors to ensure appropriate balance of nt and this director's membership could should be majority independent and this
3.1f	Elect Wong Yue-chim, Richard as Director	Mgmt	For	Against
	independence and objectivity. Further, the committee's impartiality and effect	the audit committee iveness. Additionally tee's impartiality an	e should be fully independent of the remuneration committed of deffectiveness. Likewise, the	ectors to ensure appropriate balance of and this director's membership could hamper e should be independent and this director's nomination committee should be majority and effectiveness.

Sun Hung Kai Properties Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.1j	Elect Kwan Cheuk-yin, William as Director	Mgmt	For	Against		
	Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Moreover, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.					
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against		
	Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.					
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against		
	Voter Rationale: Treasury stock, when re-is stock.	ssued without pre-empt	ion rights, should be subject to the same limit	ations as newly issued		

Super Retail Group Limited

Meeting Date: 10/27/2022 Ticker: SUL Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000SUL0 Primary SEDOL: B01C7R0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	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, significant salary increases					

should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, 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

Synaptics Incorporated

Meeting Date: 10/25/2022 Country: USA Ticker: SYNA

Meeting Type: Annual

Primary ISIN: US87157D1090 Primary SEDOL: 2839268

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

Synaptics Incorporated

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

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, 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. Lastly, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders

4 Amend Omnibus Stock Plan Mgmt For Against

Voter Rationale: This plan could lead to excessive dilution. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, incentive awards to executives should 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. Lastly, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders

Sysco Corporation

Meeting Date: 11/18/2022 Country: USA Ticker: SYY

Meeting Type: Annual

Primary ISIN: US8718291078 Primary SEDOL: 2868165

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	disclosed and stretching performance targ long-term plans; measuring company outc rewarded for below-average performance. compensation packages that build shareho	ets; performance trigge comes against its approp These and other appro older value over time. Ir s a minimum good pract	sults are not sufficiently strong. Good practice, its for equity awards; using different metrics for its peer group; and setting awards so that aches will ensure that the compensation come addition, a larger percentage of the equity a tice. Also, severance payments should not exchareholder approval.	or the short and executives are not mittee designs wards should be tied
4	Report on Third-Party Civil Rights Audit	SH	Against	For
	Voter Rationale: An independent civil right the issue of civil rights for its stakeholders		eholders better assess the effectiveness of Sy f related risks.	sco's efforts to address
5	Commission Third Party Report Assessing Company's Supply Chain Risks	SH	Against	For
			in its global operations. Good practice include e ensure that those risks are managed effective	

Tapestry, Inc.

Meeting Date: 11/15/2022 Country: USA Ticker: TPR

Meeting Type: Annual

Primary ISIN: US8760301072 Primary SEDOL: BF09HX3

Tapestry, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Ivan Menezes	Mgmt	For	Against
			ve on committees that require absolute indep 's membership could hamper the committee's	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, severance payments separate shareholder approval. Moreover,	should not exceed two incentive awards to exe	be tied to performance conditions. At least 50 times annual pay. Larger severance packages cutives should include robust performance ta y long period of time defined as at least three	s should be subject to a rgets that reward

Telstra Corporation Limited

Ticker: TLS Meeting Date: 10/11/2022 Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000TLS2 Primary SEDOL: 6087289

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4 a	Approve Grant of Restricted Shares to Vicki Brady	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.

Temple & Webster Group Ltd.

Ticker: TPW Meeting Date: 11/30/2022 Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000TPW5 Primary SEDOL: BZ1MWM5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against

Temple & Webster Group Ltd.

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. Furthermore, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Likewise, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Last, 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.

2 Elect Conrad Yiu as Director Mgmt For Against

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's

impartiality and effectiveness.

Approve Grant of Options to Mark Mgmt For Against

Coulter under the Employee Share

Option Plan

Voter Rationale: Quantum of \$12.4 million is excessive and well above the peer group median, even if spread out over three annual tranches. 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, performance shares should be linked to clear and stretching performance targets that reflect both absolute and relative performance.

Terminix Global Holdings, Inc.

Meeting Date: 10/06/2022 Country: USA Ticker: TMX

Meeting Type: Special

Primary ISIN: US88087E1001 Primary SEDOL: BMD3QK1

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

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, 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.

The Clorox Company

Meeting Date: 11/16/2022 Country: USA Ticker: CLX

Meeting Type: Annual

TICKEL CLA

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

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

The Estee Lauder Companies Inc.

Meeting Date: 11/18/2022

Country: USA

Meeting Type: Annual

Ticker: EL

Primary ISIN: US5184391044

Primary SEDOL: 2320524

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Richard D. Parsons	Mgmt	For	Withhold
	Voter Rationale: Boards where more that committee should take action to ensure a the risk of entrenchment. Also, directors independence. Given that there has been time and the matter will be kept under roto serve on key committees as their intercommittee should be independent and the addition, directors are elected in classes	an appropriately fr with long board te n meaningful board eview. However, di rests may not be v his director's memb	esh board and reduce the propor nures should not serve on comm d refreshment during the year un rectors who represent major sha vell aligned with the wider group pership could hamper the commit	tion of long standing directors to reduce nittees that require absolute der review, support is warranted at this reholders are not sufficiently independent of shareholders. The compensation ttee's impartiality and effectiveness. In
10	<i>J.</i>	The board should	take immediate steps to declass.	ify itself, thereby enhancing accountability.
1e	Elect Director Jennifer Tejada Voter Rationale: Executive officers are ex	The board should Mgmt Appected to hold no	take immediate steps to declass. For more than one external directors	ify itself, thereby enhancing accountability. Withhold ships to ensure they have sufficient time
1e	Elect Director Jennifer Tejada Voter Rationale: Executive officers are ex	The board should Mgmt Appected to hold no	take immediate steps to declass. For more than one external directors	ify itself, thereby enhancing accountability. Withhold
1e 3	Elect Director Jennifer Tejada Voter Rationale: Executive officers are ex	The board should Mgmt xpected to hold no	take immediate steps to declass. For more than one external directors	ify itself, thereby enhancing accountability. Withhold ships to ensure they have sufficient time

The Hain Celestial Group, Inc.

Meeting Date: 11/17/2022

Country: USA

Meeting Type: Annual

Ticker: HAIN

Primary ISIN: US4052171000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Execu Officers' Compensation	itive Mgmt	For	Against
		rformance of peers. In	addition, severance paym	wards for below median performance as this is nents should not exceed two times annual pay.
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		5. Companies that have	e had the same auditor for	ars. There is value for investors in gaining new a long period of time should consider a plan or
4	Approve Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: This plan could lead inconsistent with good practice and s		Also, iIncentive plan featur	res that allow for loans to exercise options are

The Procter & Gamble Company

Meeting Date: 10/11/2022

Country: USA

Meeting Type: Annual

Ticker: PG

Primary ISIN: US7427181091

Primary SEDOL: 2704407

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1k	Elect Director Patricia A. Woertz	Mgmt	For	Against
			ve on committees that require absolute indeportship could hamper the committee's impartial	
2	Ratify Deloitte & Touche 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 O years.	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	considered to be rewarding under perform pro-rated and tested for performance, inc clearly linked to performance and demons normal part of their jobs. Also, companies	nance of peers. In addit duding in the event of a strate shareholder value s should establish and di	esting of incentive awards for below median p ion, on early termination, all share-based awa change of control. Moreover, all exceptional a creation in addition to and above that expect isclose a policy on hedging of company stock a management alignment with shareholder into	ords should be time wards should be ed of directors as a by executives. Hedging

The Star Entertainment Group Limited

Meeting Date: 11/22/2022

Country: Australia

Meeting Type: Annual

Ticker: SGR

Primary ISIN: AU000000SGR6

Primary SEDOL: BD5ZR98

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive	shareholder value ov erformed against histo	er a sufficiently long period of ric performance targets. The b	obust and stretching performance targets to time. Moreover, the remuneration report to toard should articulate how bonus payments long-term incentive plans.
6	Approve One-off Grant of Performan Rights to Robbie Cooke	ce Mgmt	For	Against
	addition to and above that expected	of directors as a norm tching performance ta on early termination,	al part of their jobs. Incentive orgets to reward strong perform all share-based awards should	onstrate shareholder value creation in awards to executives should be clearly mance and drive shareholder value over a be time pro-rated and tested for

Transurban Group

Meeting Date: 10/20/2022

Country: Australia **Meeting Type:** Annual

Ticker: TCL

Primary ISIN: AU000000TCL6

Primary SEDOL: 6200882

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Approve Remuneration Report	Mgmt	For	Against
executive directors. Discounted equity av shareholders. The value of equity awards report does not articulate how executive, payments reflect prior year performance, the long-term incentive plan is linked to criteria that reflect both absolute and rel	vards undermine s should be cleat s performed aga . as well as outli a single perform ative financial m	e employee incentive strategy and rly disclose and not misleading to inst historic performance targets. ning forward-looking targets that ance target. Companies should ba	l are not aligned with the interests of shareholders. Moreover, the remuneration The board should articulate how bonus underpin long-term incentive plans. Also, ase vesting levels on multiple performance
Approve Grant of Performance Awards to Scott Charlton	o Mgmt	For	Against
	Approve Remuneration Report Voter Rationale: Significant salary increase executive directors. Discounted equity awards report does not articulate how executive payments reflect prior year performance, the long-term incentive plan is linked to criteria that reflect both absolute and relation reward progressively better performance. Approve Grant of Performance Awards to	Approve Remuneration Report Mgmt Voter Rationale: Significant salary increases should be lime executive directors. Discounted equity awards undermine shareholders. The value of equity awards should be clear report does not articulate how executives performed again payments reflect prior year performance, as well as outling the long-term incentive plan is linked to a single performation criteria that reflect both absolute and relative financial matter to reward progressively better performance. Approve Grant of Performance Awards to Mgmt	Approve Remuneration Report Mgmt For Voter Rationale: Significant salary increases should be linked to material changes in the be executive directors. Discounted equity awards undermine employee incentive strategy and shareholders. The value of equity awards should be clearly disclose and not misleading to report does not articulate how executives performed against historic performance targets. payments reflect prior year performance, as well as outlining forward-looking targets that the long-term incentive plan is linked to a single performance target. Companies should be criteria that reflect both absolute and relative financial metrics rather than a single perform to reward progressively better performance. Approve Grant of Performance Awards to Mgmt For

Tyro Payments Limited

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: TYR

Primary ISIN: AU0000066508

Primary SEDOL: BL0KWK0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, the remune	eration report does not	t articulate how executives perfe	usiness or in the role and responsibilities of formed against historic performance targets. as outlining forward-looking targets that
3b	Elect Paul Rickard as Director	Mgmt	For	Against
	Voter Rationale: The audit committed impartiality and effectiveness.	e should be fully indep	endent and this director's mem	bership could hamper the committee's

Vail Resorts, Inc.

Meeting Date: 12/07/2022

Country: USA

Meeting Type: Annual

Ticker: MTN

Primary ISIN: US91879Q1094

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1e	Flect Director John T. Redmond	Mamt	For	Against

Vail Resorts, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
				equire absolute independence. The audit committee's impartiality and effectiveness.
1i	Elect Director John F. Sorte	Mgmt	For	Against
	committee should be fully independ	dent and this director's m	embership could hamper the	equire absolute independence. The audit committee's impartiality and effectiveness. Id hamper the committee's impartiality and

Viatris Inc.

Meeting Date: 12/09/2022

Country: USA

Meeting Type: Annual

Ticker: VTRS

Primary ISIN: US92556V1061 P

Primary SEDOL: BMWS3X9

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1B	Elect Director Harry A. Korman	Mgmt	For	Against
	Voter Rationale: We expect companies to expectation is that female directors companies in the future.			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against
	Voter Rationale: Severance payments she separate shareholder approval. In addition performance, including in the event of a	n, on early termination		
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
	Voter Rationale: The company has engage perspectives on finances and controls. Controls of the control of the contr		d the same auditor for a long pe	
	tender process for bringing in a new add			

Viavi Solutions Inc.

Meeting Date: 11/09/2022

Country: USA

Meeting Type: Annual

Ticker: VIAV

Primary ISIN: US9255501051

Primary SEDOL: BYXB201

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Flect Director Richard F. Belluzzo	Mamt	For	

Viavi Solutions Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	Voter Rationale: Directors with long boa compensation committee should be inde effectiveness.			nat require absolute independence. The d hamper the committee's impartiality and		
1.7	Elect Director Masood A. Jabbar	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.					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	ve 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, 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.					

Viva China Holdings Limited

Meeting Date: 10/10/2022 Country: Cayman Islands Ticker: 8032

Meeting Type: Extraordinary Shareholders

Primary ISIN: KYG9374E1199 Primary SEDOL: B90DT37

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Existing Memorandum and Articles of Association, Adopt Amended and Restated Memorandum and Articles of Association and Related Transactions	Mgmt	For	Against

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

Vulcan Energy Resources Ltd

Meeting Date: 11/29/2022 Country: Australia Ticker: VUL

Meeting Type: Annual

Primary ISIN: AU0000066086 Primary SEDOL: BKYBH63

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
3	Elect Annie Liu as Director	Mgmt	For	Against			
	Voter Rationale: The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.						
6	Approve Issuance of Performance Rights to Francis Wedin	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, 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.						

Vulcan Energy Resources Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
7	Approve Issuance of Performance Rights to Gunter Hilken	Mgmt	For	Against		
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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.					
8	Approve Issuance of Performance Rights to Mark Skelton	Mgmt	For	Against		
		y to hold management (uld not be granted to non-executive directors accountable. Also, on early termination, all sh the event of a change of control.			

Wayfair Inc.

Meeting Date: 10/13/2022

Country: USA

Meeting Type: Special

Ticker: W

Primary ISIN: US94419L1017

Primary SEDOL: BQXZP64

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

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Moreover, this plan could lead to excessive dilution. Furthermore, reducing the strike price of options already granted after the stock price has fallen undermines any employee incentive strategy and is not aligned with the interests of shareholders. Also, plan renewal should be subject to shareholder approval. 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. Likewise, 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 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

WD-40 Company

Meeting Date: 12/13/2022

Country: USA

Meeting Type: Annual

Ticker: WDFC

Primary ISIN: US9292361071 Primary SEDOL: 2944742

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

WD-40 Company

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.

Ratify PricewaterhouseCoopers LLP as Mgmt For Against Auditors

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.

Wesfarmers Limited

Meeting Date: 10/27/2022 Country: Australia Ticker: WES

Meeting Type: Annual

Primary ISIN: AU000000WES1 Primary SEDOL: 6948836

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of KEEPP Deferred Shares and KEEPP Performance Shares to Robert Scott	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.

West Holdings Corp.

Meeting Date: 11/22/2022 Country: Japan Ticker: 1407

Meeting Type: Annual

Primary ISIN: JP3154750008 Primary SEDOL: B0YQ5X1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3.1	Elect Director Kikkawa, Takashi	Mgmt	For	Against	
	Voter Rationale: The board lacks suffice	cient diversity to mee	et our expectations.		
3.2	Elect Director Egashira, Eiichiro	Mgmt	For	Against	
	Voter Rationale: The board lacks sufficient diversity to meet our expectations.				
3.3	Elect Director Katsumata, Nobuo	Mgmt	For	Against	
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensure ap	propriate balance of independence and	

West Holdings Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.4	Elect Director Shiiba, Eiji	Mgmt	For	Against
	Voter Rationale: The board should establish objectivity.	h one-third board indep	endence to ensure appropriate balance of ind	ependence and
3.5	Elect Director Araki, Kenji	Mgmt	For	Against
	Voter Rationale: The board should establish objectivity.	h one-third board indep	endence to ensure appropriate balance of ind	ependence and
3.6	Elect Director Goto, Yoshihisa	Mgmt	For	Against
	Voter Rationale: The board should establish objectivity.	h one-third board indep	endence to ensure appropriate balance of ind	ependence and
4.1	Appoint Statutory Auditor Okusaki, Hiroshi	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory a directors to ensure a robust system of over		majority independent and work closely with tool.	the independent
4.3	Appoint Statutory Auditor Takahashi, Ken	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory a directors to ensure a robust system of over		majority independent and work closely with a rol.	the independent

Western Digital Corporation

Meeting Date: 11/16/2022 Country: USA Ticker: WDC

that expected of directors as a normal part of their jobs.

Meeting Type: Annual

Primary ISIN: US9581021055 Primary SEDOL: 2954699

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	long-term plans; measuring company outo rewarded for below-average performance. compensation packages that build shareho to performance conditions. At least 50% is of incentive awards for below median perf	ets; performance tra comes against its ap These and other ap older value over time s a minimum good p formance as this is c	iggers for equity awards propriate peer group; a proaches will ensure th e. In addition, a larger p practice. Moreover, the r considered to be reward	ls; using different metrics for the short and and setting awards so that executives are not

Amend Omnibus Stock Plan Mgmt For Against

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the 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.

Western Digital Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Ratify KPMG LLP as Auditors	Mgmt	For	Against
	Voter Rationale: The company has en	gaaged the same audi	t firm for more than 20	vears. 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.

Westgold Resources Limited

Meeting Date: 11/25/2022 Country: Australia Ticker: WGX

Meeting Type: Annual

Primary ISIN: AU000000WGX6 Primary SEDOL: BYVQ673

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive s does not articulate how executives per reflect prior year performance, as well	shareholder value ove formed against histo as outlining forward- ler deferring a propol	er a suffciently long period of ti ric performance targets. The bo looking targets that underpin l tion of the annual cash bonus	into shares which would be more effective
2	Elect Cheryl Edwardes as Director	Mgmt	For	Against
	Voter Rationale: Directors are expected to discharge their role properly, particular			ensure they have sufficient time and energy ng substantial amounts of time.
5	Elect Fiona Van Maanen as Director	Mgmt	For	Against
		the context of increa.	singly complex international ac	bership could hamper the committee's counting standards, the audit committee and of the audit process.
6	Ratify Past Issuance of Placement Shares to Institutional and Sophisticat Investors	Mgmt ed	For	Against
	Voter Rationale: If approved, this prop approval, bringing further dilution to si			5% of equities without further shareholder dilution.
7	Approve Issuance of Performance Rigito Wayne Bramwell	nts Mgmt	For	Against
		rds should be clearly would enable it, shou xecutive directors and	disclose and not misleading to uld it identify any facts of mani d other key managers which w	shareholders. Moreover, the company ipulation of reported indicators or other bac were detrimental to the long-term interests o
9	Approve Employee Awards Plan	Mgmt	For	Against
	reward strong performance and drive s	shareholder value ove ubmitted to sharehol	er a sufficiently long period of t der approval as separate voting	bust and stretching performance targets to time. Also, share-based incentive plans for g items. Incentive awards to executives

Westpac Banking Corp.

Meeting Date: 12/14/2022

Country: Australia
Meeting Type: Annual

Ticker: WBC

Primary ISIN: AU000000WBC1

Primary SEDOL: 6076146

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Performance Share Rights to Peter King	Mgmt	For	Against
	, ,	ong-term incentive p criteria that reflect b	plan is linked to a single poth absolute and relative	
5	Approve Remuneration Report	Mgmt	For	Against
	Approve Remuneration Report Mgmt For Against Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Furthermore, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Likewise, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, the 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.			

Wolfspeed, Inc.

Meeting Date: 10/24/2022

Country: USA

Meeting Type: Annual

Ticker: WOLF

Primary ISIN: US9778521024 Prin

Primary SEDOL: BMBVND9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.3	Elect Director Clyde R. Hosein	Mgmt	For	Withhold	
				equire absolute independence. The audit committee's impartiality and effectiveness.	
1.7	Elect Director John B. Replogle	Mgmt	For	Withhold	
				der diversity on the board. Our minimum any of this size, with an aspiration to achieve	
1.9	Elect Director Thomas H. Werner	Mgmt	For	Withhold	
	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.				
3	Advisory Vote to Ratify Named Execu Officers' Compensation	itive Mgmt	For	Against	
	considered to be rewarding under per	rformance of peers. A facts of manipulation o	lso, the company should put cla	ls for below median performance as this is awback provisions in place to enable it to aad faith actions which were detrimental to	

Woolworths Group Limited

Meeting Date: 10/26/2022

Country: Australia
Meeting Type: Annual

Ticker: WOW

Duimens

Primary ISIN: AU000000WOW2

Primary SEDOL: 6981239

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Jennifer Carr-Smith as Director	Mgmt	For	Against
			than one external directorships to ensure the unexpected company situations requiring subs	
2b	Elect Holly Kramer as Director	Mgmt	For	Against
	targets, especially on the Scope 3 emission	ons. Going forward, we	isclosure regarding the company's carbon emis strongly encourage better transparency of car potential climate risks to the business in the m	bon management
3	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to execute reward strong performance and drive sha		v disclosed and include robust and stretching pufficiently long period of time.	performance targets to
4	Approve Grant of Performance Share Rights to Brad Banducci	Mgmt	For	Against
	Voter Rationale: Incentive awards to execute reward strong performance and drive sha		v disclosed and include robust and stretching pufficiently long period of time.	performance targets to

Worley Limited

Meeting Date: 10/21/2022

Country: Australia

Meeting Type: Annual

Ticker: WOR

Primary ISIN: AU000000WOR2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive so should be linked to material changes in	hareholder value o the business or in es performed aga	over a suffciently long period of t in the role and responsibilities of inst historic performance targets.	obust and stretching performance targets to sime. Moreover, significant salary increases executive directors. Last, the remuneration . The board should articulate how bonus tunderpin long-term incentive plans.		
4	Approve Grant of Deferred Equity Righton to Robert Christopher Ashton	ts 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, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					

Zip Co Limited

Meeting Date: 11/03/2022

Country: Australia
Meeting Type: Annual

Ticker: ZIP

Primary ISIN: AU0000218307

Primary SEDOL: BPP1Y77

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Ratify Past Issuance of Placement Shares to Institutional, Sophisticated and Professional Investors	Mgmt	For	Against

Voter Rationale: If approved, this proposal would allow the board to issue an additional 15% of equities without further shareholder approval, bringing further dilution to shareholders.



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