

# SPMS STICHTING PENSIOENFONDS MEDISCH SPECIALISTEN ALL VOTES

01/07/2022 to 30/09/2022

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

#### 1Life Healthcare, Inc.

Meeting Date: 09/22/2022

Country: USA

Meeting Type: Special

Ticker: ONEM

**Primary ISIN:** US68269G1076

Primary SEDOL: BKMG1N5

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

#### **3R Petroleum Oleo e Gas SA**

Meeting Date: 09/05/2022

Country: Brazil

Ticker: RRRP3

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRRRRPACNOR5

**Primary SEDOL:** BLF7QT3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Fix Number of Directors at Seven	Mgmt	For	For
2	for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?		None at least 21 days in advance of the meeting to	Abstain  enable shareholders
3	Elect Directors	Mgmt	For	For
	to discharge their role properly, particularly	y during unexpected col on individually, rather th	er of directorships and ensure they have suffi mpany situations requiring substantial amoun nan as a single slate to enable shareholders to	ts of time. Also, the
4	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?		None	Against

#### **3R Petroleum Oleo e Gas SA**

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

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

#### 3R Petroleum Oleo e Gas SA

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

#### **ABB Ltd.**

Ticker: ABBN **Meeting Date:** 09/07/2022 Country: Switzerland

Meeting Type: Extraordinary Shareholders

Primary ISIN: CH0012221716 Primary SEDOL: 7108899

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

#### ABIOMED, Inc.

Ticker: ABMD **Meeting Date:** 08/10/2022 Country: USA

Meeting Type: Annual

Primary ISIN: US0036541003 Primary SEDOL: 2003698

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael R. Minogue	Mgmt	For	For

Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.

# **ABIOMED, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Martin P. Sutter	Mgmt	For	Withhold
	compensation committee should be ind effectiveness. Also, executive pay is not last year's low say-on-pay vote results. establish compensation packages that r	ependent and this dire in line with company The compensation con eward strong performa but shareholders shou	ector's membership cou performance because t nmittee should do mon ance and build shareho ld have the opportunity	that require absolute independence. The hild hamper the committee's impartiality and the committee's impartiality and the company has not adequately responded to be to respond to best practices in pay that help hilder value over time. Moreover, directors are by to communicate with directors regularly on their hancing accountability.
1.3	Elect Director Paula A. Johnson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	Against
	disclosed and stretching performance to long-term plans; measuring company of rewarded for below-average performant compensation packages that build share it represents and take action where a su Moreover, a larger percentage of the equ practice. Furthermore, severance paym a separate shareholder approval. Also, of performance, including in the event of a	rigets; performance tra utcomes against its ap re. These and other ap cholder value over tim ubstantial proportion h uity awards should be ents should not exceed on early termination, a or change of control. La	iggers for equity award opropriate peer group; a oproaches will ensure t e. In addition, the boan have expressed concern a tied to performance co d two times annual pay full share-based awards t aslty, incentive awards t	ently strong. Good practices include: well is; using different metrics for the short and and setting awards so that executives are not that the compensation committee designs and should act with accountability to the investors as over compensation practices in previous years. Conditions. At least 50% is a minimum good of the transfer and tested for the transfer and tested for the executives should include robust performance the transfer and tested three
3	Ratify Deloitte & Touche LLP as Auditor	s Mgmt	For	For

# **Advanced Drainage Systems, Inc.**

Meeting Date: 07/21/2022 Country: USA Ticker: WMS

Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Anesa T. Chaibi	Mgmt	For	For
1b	Elect Director Robert M. Eversole	Mgmt	For	Against
	5			nat require absolute independence. The audit the committee's impartiality and effectiveness.
1c	Elect Director Alexander R. Fischer	Mgmt	For	For
1d	Elect Director Kelly S. Gast	Mgmt	For	For
1e	Elect Director M.A. (Mark) Haney	Mgmt	For	For
1f	Elect Director Ross M. Jones	Mgmt	For	Against
		the wider group of s	shareholders The compens	pendent to serve on key committees as their isation committee should be independent and isss.
1g	Elect Director Manuel J. "Manny" Perez la Mesa	de Mgmt	For	For

# **Advanced Drainage Systems, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director Anil Seetharam	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	I the same auditor for a	period of over 10 years should consider a pla	an or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: All exceptional awards sh addition to and above that expected of di		o performance and demonstrate shareholder t t of their jobs.	value creation in
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
5	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For

#### **Aedifica SA**

Meeting Date: 07/28/2022 Country: Belgium Ticker: AED

Meeting Type: Extraordinary Shareholders

**Primary ISIN:** BE0003851681 **Primary SEDOL:** B1G5XP1

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

## Agilysys, Inc.

Meeting Date: 08/26/2022 Country: USA Ticker: AGYS

Meeting Type: Annual

Primary ISIN: US00847J1051 Primary SEDOL: 2689162

# Agilysys, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Donald Colvin	Mgmt	For	For
1.2	Elect Director Dana Jones	Mgmt	For	For
1.3	Elect Director Jerry Jones	Mgmt	For	For
1.4	Elect Director Michael A. Kaufman	Mgmt	For	Withhold
		wider group of shareho	not sufficiently independent to serve on key colders. The compensation committee should be and effectiveness.	
1.5	Elect Director Melvin Keating	Mgmt	For	For
1.6	Elect Director John Mutch	Mgmt	For	Withhold
	committee should be fully independent an	d this director's membe	ve on committees that require absolute indepership could hamper the committee's impartial ector's membership could hamper the commit	lity and effectiveness.
1.7	Elect Director Ramesh Srinivasan	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	shareholder value over a sufficiently long p	period of time defined a executives. Hedging act	bust performance targets that reward strong pass at least three years. Also, companies should ivity by executives should be prohibited as it p	d establish and disclose
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

# **AgroFresh Solutions, Inc.**

Meeting Date: 08/04/2022 Country: USA

Meeting Type: Annual

Ticker: AGFS

Primary ISIN: US00856G1094 **Primary SEDOL:** BZ0G154

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director John Atkin	Mgmt	For	Against	
		the wider group of	shareholders The audit comm	ndent to serve on key committees as their mittee should be fully independent and this	
1b	Elect Director Robert J. Campbell	Mgmt	For	Against	
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.				
1c	Elect Director Alexander Corbacho	Mgmt	For	Against	
	Voter Rationale: Changes in company l to shareholder approval. Specifically, th requirement to enact certain changes t	e board failed to re	move, or subject to a sunset i	, , , , ,	

# **AgroFresh Solutions, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1d	Elect Director Denise L. Devine	Mgmt	For	For		
1e	Elect Director Nance K. Dicciani	Mgmt	For	For		
	Voter Rationale: We oppose dual class str to allow for equal voting rights among sh		red or enhanced voting ri	ghts. The company should amend its structure		
1f	Elect Director Kay Kuenker	Mgmt	For	Against		
	director's membership could hamper the	committee's impart ers' rights and shou nt, the supermajon	tiality and effectiveness. A uld be subject to sharehol	mmittee should be fully independent and this ulso, changes in company bylaws or articles of ulder approval. Specifically, the board failed to nact certain changes to the governing		
1g	Elect Director Clinton A. Lewis, Jr.	Mgmt	For	For		
	Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders					
1h	Elect Director David McInerney	Mgmt	For	For		
1i	Elect Director Kevin Schwartz	Mgmt	For	For		
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For		
3	Adjourn Meeting	Mgmt	For	Against		
	Voter Rationale: Related to Items 1a-1c, and 1f.					

# Ai Holdings Corp.

**Meeting Date:** 09/29/2022

Country: Japan

Meeting Type: Annual

Ticker: 3076

**Primary ISIN:** JP3105090009

Primary SEDOL: B1TK201

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

# **Ai Holdings Corp.**

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

# Ain Holdings, Inc.

Meeting Date: 07/28/2022

Country: Japan

Meeting Type: Annual

Ticker: 9627

**Primary ISIN:** JP3105250009

Primary SEDOL: 6249120

pposal mber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1	Approve Allocation of Income, with a Final Dividend of JPY 55	Mgmt	For	For			
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Reduce Directors' Term - Indemnify Directors - Indemnify Statutory Auditors	Mgmt	For	For			
.1	Elect Director Otani, Kiichi	Mgmt	For	For			
2	Elect Director Sakurai, Masahito	Mgmt	For	Against			
	Voter Rationale: The board should estable objectivity.	ish one-third boar	d independence to ensure appl	ropriate balance of independence and			
3.3	Elect Director Shudo, Shoichi	Mgmt	For	Against			
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.						
4	Elect Director Mizushima, Toshihide	Mgmt	For	Against			
	Voter Rationale: The board should estable objectivity.	ish one-third boar	d independence to ensure appi	ropriate balance of independence and			
	Elect Director Oishi, Miya	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 Kimei, Rieko	Mgmt	For	Against			
5	LIECT DIFECTOR KITTER, KIEKO	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
6	Voter Rationale: The board should estable	ish one-third boar	d independence to ensure appi	ropriate balance of independence and			

# Ain Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.8	Elect Director Sakai, Masato	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensure a	appropriate balance of independence and		
3.9	Elect Director Endo, Noriko	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensure a	appropriate balance of independence and		
3.10	Elect Director Ito, Junro	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.11	Elect Director Yamazoe, Shigeru	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensure a	appropriate balance of independence and		
3.12	Elect Director Kuriyama, Hideki	Mgmt	For	For		
4	Approve Compensation Ceiling for Directors	Mgmt	For	For		
5	Approve Restricted Stock Plan	Mgmt	For	Against		
	Voter Rationale: This plan does not effort targets that reward strong performance			board should introduce stretching performance		

#### **Aker BP ASA**

Meeting Date: 08/26/2022 Country: Norway Ticker: AKRBP

**Meeting Type:** Extraordinary Shareholders

**Primary ISIN:** NO0010345853 **Primary SEDOL:** B1L95G3

#### Did Not Vote Due to Ballot Shareblocking

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

# **Alibaba Group Holding Limited**

Meeting Date: 09/30/2022

**Country:** Cayman Islands **Meeting Type:** Annual

Ticker: 9988

Primary ISIN: KYG017191142

Primary SEDOL: BK6YZP5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Daniel Yong Zhang	Mgmt	For	For		
		e between executives rector to establish ap <sub>l</sub> the Chairman, and ac	and outside shareholders and propriate checks and balances tt as a point of contact for shar	reholders, non-executive directors and		
1.2	Elect Director Jerry Yang	Mgmt	For	For		
	Voter Rationale: Directors are elected in with directors regularly on their performaccountability.			ould have the opportunity to communicate eclassify itself, thereby enhancing		
1.3	Elect Director Wan Ling Martello	Mgmt	For	For		
1.4	Elect Director Weijian Shan	Mgmt	For	For		
1.5	Elect Director Irene Yun-Lien Lee	Mgmt	For	Against		
				rships to ensure they have sufficient time tions requiring substantial amounts of time		
1.6	Elect Director Albert Kong Ping Ng	Mgmt	For	For		
2	Ratify PricewaterhouseCoopers 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					

## **Alkermes plc**

**Meeting Date:** 07/07/2022

Country: Ireland

Meeting Type: Annual

Ticker: ALKS

Primary ISIN: IE00B56GVS15

Primary SEDOL: B3P6D26

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Director Emily Peterson Alva	Mgmt	For	For
1B	Elect Director Cato T. Laurencin	Mgmt	For	For
	Voter Rationale: Directors are elected in with directors regularly on their perform accountability.			rs should have the opportunity to communicate s to declassify itself, thereby enhancing
1C	Elect Director Brian P. McKeon	Mgmt	For	For
1D	Elect Director Christopher I. Wright	Mgmt	For	For

## **Alkermes plc**

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

## Alpen Co., Ltd.

Meeting Date: 09/29/2022

Country: Japan

Meeting Type: Annual

Ticker: 3028

**Primary ISIN:** JP3126470008

Primary SEDOL: B0ZGMK6

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

# **Alpha Services & Holdings SA**

Meeting Date: 07/22/2022

Country: Greece

Meeting Type: Annual

Ticker: ALPHA

Primary ISIN: GRS015003007 Primary SEDOL: BZ1MXR7

Statutory Reports  Approve Offsetting of Accumulated Losses Mgmt For For For Using Statutory and Special Reserves  Approve Management of Company and Mgmt For For For Grant Discharge to Auditors  Approve Auditors and Fix Their Mgmt For For For Remuneration of Directors for 2021  Approve Advance Payment of Director Mgmt For For For Remuneration of Directors for 2021  Approve Advance Payment of Director Mgmt For For For Remuneration for 2022  Advisory Vote on Remuneration Report Mgmt For Against Voters Rationale's Insentire awards to executives should be clearly disclosed and include robust and stretching performance targets to reveard strong performance and drive Shareholder value over a sufficiently long period of time.  Receive Radii Committee's Activity Report Mgmt  Receive Report from Independent Mgmt For For For Receive Audit Committee's Activity Report Mgmt  Receive Report from Independent Mgmt For For For Receive Report from Independent Mgmt For For For Receive Report from Independent Mgmt For For For Receive Report from Independent Prector to establish appropriate checks and balances on the Roard, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and sonior executives where normal channels of communication through the board Chairman are considered imagency interest.  Elect Vassilios E. Psatis as Director Mgmt For For For Roard State Committee Sta	Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Statutory Reports  Approve Offsetting of Accumulated Losses Mgmt  Approve Management of Company and Mgmt  Approve Management of Company and Mgmt  Approve Mattors and Fix Their  Approve Auditors and Fix Their  Approve Advance Payment of Director  Remuneration of Director for 2021  Advisory Vote on Remuneration Report  Mgmt  For  Advisory Vote on Remuneration Report  Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reveards strong performance and we shareholder value over a sufficiently long period of time.  Receive Report from Independent  Non-Executive Directors  Announce Election of Director  Mgmt  Biect Vassilies T. Rapanos as Director Mgmt  For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly successor process for the Chairman, and at 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.  Biect Vassilies E. Psalitis as Director  Mgmt  For  For  For  Against  Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impatrially and effectiveness.  Letter Bill. Andripoulou as Independent Mgmt  For  For  For  For  For  For  For  Fo		Annual Meeting Agenda	Mgmt		
Using Statutory and Special Reserves  Approve Management of Company and Mgmt For For Grant Dischurge to Auditors  Approve Auditors and Fix Their Mgmt For For Por Remuneration of Directors for Mgmt For For Approve Remuneration of Directors for Mgmt For For Approve Advance Payment of Director Mgmt For For Remuneration for 2022  Approve Advance Payment of Director Mgmt For For Remuneration for 2022  Advisory Vote on Remuneration Report Mgmt For Against Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.  Receive Report from Independent Mgmt For Receive Report Mgmt Non-Executive Directors Mgmt For For Veter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vasilios E, Psalits as Director Mgmt For For For Independent Mgmt For For For For Elect Spryos N. Filaretos as Director Mgmt For For For For Elect Elminios O, Vidalis as Director Mgmt For For For For Elect Elminos O, Vidalis as Director Mgmt For For For For Romandal Mgmt Elect Canalysis E Palimina is Independent Mgmt For For For Non-Executive Director Mgmt For For For Non-Executive Director Director Mgmt For For For Non-Executive Director Director Mgmt For For For Non-Executive Director Mgmt For For For Non-Executive Director Director Mgmt For For For Non-Executive Director For Non-Executive Director Mgmt For For For Non-Executive Director Elect Elmin R, Hardwick as Independent Mgmt For For For Non-Executive Director Elect Elect Related as Independent Mgmt For For For Non-Executive Director Elect Elect Related R, Cilidea as Independent Mgmt For For For	1	•	Mgmt	For	For
Grant Discharge to Auditors  Approve Auditors and Fix Their Mgmt For For For Remuneration of Directors for Mgmt For For 2021  Approve Remuneration of Directors for Mgmt For For For 2021  Approve Advance Payment of Director Mgmt For For Remuneration for 2022  Approve Advance Payment of Director Mgmt For For Remuneration for 2022  Advisory Vote on Remuneration Report Mgmt For Against Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.  Receive Audit Committee's Activity Report Mgmt  Receive Report from Independent Mgmt  Receive Report from Independent Mgmt  Por Retionale: 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 cortact for shareholders, non-executive directors and series where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director Mgmt For For  Elect Spyros N. Filaretos as Director Mgmt For For  Elect Assilionale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.  Mgmt For For  For For  Elect Ellin Andripopulou as Independent Mgmt For For  Independent Non-Executive Director Mgmt For For  Elect Ellin C. Tatsiragos as Mgmt For For  For For For For For  Independent Non-Executive Director Mgmt For For  Elect Carolyn G. Dittmeier as Independent Mgmt For For  Non-Executive Director For  Elect Richard R. Gildea as Independent Mgmt For For  Non-Executive Director For  Elect Ellan R. Committee as Independent Mgmt For For  Non-Executive Director For  Elect Ellan R. Gildea as Independent Mgmt For For  Elect Ellan R. Gildea as Independent Mgmt For For  Elect Ellan R. Gildea as Independent Mgmt For For  Ellan B. Ellan R. Ellan	2		Mgmt	For	For
Remuneration  Approve Remuneration of Directors for Mgmt For For 2021  Approve Advance Payment of Director Mgmt For For Remuneration for 2022  Authory Vote on Remuneration Report Mgmt For Against Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.  Receive Audit Committee's Activity Report Mgmt  Receive Report from Independent Mgmt  Receive Report from Independent Mgmt  Elect Vasileios T. Rapanos as Director Mgmt For For Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and belances on the Board, support the Chairman, entry process for the Chairman, ental est a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director Mgmt For For  Elect Spyros N. Filaretos as Director Mgmt For For  Elect Ethimios O. Vidalis as Director Mgmt For For  Elect Ethimios O. Vidalis as Director Mgmt For For  Elect Ethimios O. Vidalis as Director Mgmt For For  Elect Ellink Andriopoulou as Independent Mgmt For For  Independent Non-Executive Director  Elect All M. Andriopoulous as Independent Mgmt For For  Elect Dimitris C. Tistisiagos as Independent Mgmt For For  Elect Climitris C. Tistisiagos as Mgmt For For  Elect Carolyn G. Dittmeier as Independent Mgmt For For  Non-Executive Director For  Elect Richard R. Gildea as Independent Mgmt For For  Non-Executive Director For  Elect Ellano R. Hardwick as Independent Mgmt For For  Elect Ellano R. Hardwick as Independent Mgmt For For	3		Mgmt	For	For
2021 Approve Advance Payment of Director Remuneration for 2022 Advisory Vote on Remuneration Report Mgmt For Against Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.  Receive Audit Committee's Activity Report Mgmt  Receive Report from Independent Mgmt Announce Election of Director Mgmt  Elect Vasileios T. Rapanos as Director Mgmt  For For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director Mgmt For For  Elect Ethiminos O. Vidalis as Director Mgmt For For  Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.  Elect Elli M. Andriopoulou as Independent Mgmt For For  Independent Non-Executive Director  Elect Caspasia F. Palimeri as Independent Mgmt For For  Independent Non-Executive Director  Elect Carpasia F. Palimeri as Independent Mgmt For For  Non-Executive Director  Elect Carpan G. Dittmeier as Independent Mgmt For For  Non-Executive Director  Elect Richard R. Gildea as Independent Mgmt For For  Elect Richard R. Gildea as Independent Mgmt For For  Elect Elect Dean L. Cheval as Independent Mgmt For For	4	• •	Mgmt	For	For
Remuneration for 2022  Advisory Vote on Remuneration Report Mgmt For Against  Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward storage performance and drive shareholder value over a sufficiently long period of time.  Receive Audit Committee's Activity Report Mgmt  Receive Report from Independent Mgmt  Non-Executive Directors  Mgmt  Lect Vasileios T. Rapanos as Director Mgmt  Elect Vasileios T. Rapanos as Director Mgmt  Elect Vasileios T. Rapanos as Director Mgmt  For For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director Mgmt For For  Elect Spyros N. Filaretos as Director Mgmt For For  11.4 Elect Effiniois O. Vidalis 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.  11.5 Elect Elli M. Andriopoulou as Independent Mgmt For For  11.6 Elect Aspasia F. Palimeri as Independent Mgmt For For  11.7 Elect Dimitris C. Tistisragos as Mgmt For For  11.8 Elect Jean L. Cheval as Independent Mgmt For For  11.9 Elect Dimitris C. Tistisragos as Mgmt For For  11.9 Elect Richard R. Gildea as Independent Mgmt For For  11.10 Elect Richard R. Gildea as Independent Mgmt For For  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	5		Mgmt	For	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.    Receive Audit Committee's Activity Report Mgmt	6		Mgmt	For	For
Receive Audit Committee's Activity Report Mgmt  Receive Report from Independent Mgmt  Receive Report from Independent Mgmt  Announce Election of Director Mgmt  Elect Vasileios T. Rapanos as Director Mgmt  For For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director Mgmt For For  Elect Effhimios O. Vidalis as Director Mgmt For For  Elect Effhimios O. Vidalis as Director Mgmt For Against  Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartially and effectiveness.  Elect Elli M. Andriopoulou as Independent Mgmt For For  Elect Elli M. Andriopoulou as Independent Mgmt For For  Elect Carolyn G. Tistsiragos as Mgmt For For  Elect Dimitris C. Tsitsiragos as Mgmt For For  Elect Dimitris C. Tsitsiragos as Mgmt For For  Elect Dimitris C. Tsitsiragos as Mgmt For For  Elect Carolyn G. Dittmeier as Independent Mgmt For For  Non-Executive Director  Elect Carolyn G. Dittmeier as Independent Mgmt For For  For Non-Executive Director  Elect Carolyn G. Dittmeier as Independent Mgmt For For  For Non-Executive Director  Elect Richard R. Gildea as Independent Mgmt For For  For Non-Executive Director	7	Advisory Vote on Remuneration Report	Mgmt	For	Against
Receive Report from Independent Mgmt  Receive Report from Independent Mgmt  Announce Election of Director Mgmt  Elect Vasileios T. Rapanos as Director Mgmt  Elect Vasileios T. Rapanos as Director Mgmt  For For  Vater Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director Mgmt For For  Elect Efftimios O. Vidalis as Director Mgmt For For  Elect Efftimios O. Vidalis as Director Mgmt For Against  Vater Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.  Elect Elli M. Andriopoulou as Independent Mgmt For For  11.6 Elect Aspasia F. Palimeri as Independent Mgmt For For  Elect Dimitris C. Tsitsiragos as Mgmt For For  11.7 Elect Dimitris C. Tsitsiragos as Mgmt For For  Elect Jean L. Cheval as Independent Mgmt For For  Elect Jean L. Cheval as Independent Mgmt For For  Elect Accopyn G. Dittmeier as Independent Mgmt For For  Elect Carolyn G. Dittmeier as Independent Mgmt For For  Elect Richard R. Gildea as Independent Mgmt For For  Elect Richard R. Gildea as Independent Mgmt For For  Elect Richard R. Gildea as Independent Mgmt For For  Elect Ellanor R. Hardwick as Independent Mgmt For For					
Non-Executive Directors  Announce Election of Director  Mgmt  Elect Vasileios T. Rapanos as Director  Mgmt  For  For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director  Mgmt  For  For  11.3  Elect Spyros N. Filaretos as Director  Mgmt  For  For  Against  Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.  11.5  Elect Ellin M. Andriopoulou as Independent  Mgmt  For  For  11.6  Elect Aspasia F. Palimeri as Independent  Non-Executive Director  Mgmt  For  For  Non-Executive Director  Mgmt  For  For  For  Independent Non-Executive Director  Mgmt  For  For  For  Non-Executive Director  11.8  Elect Jean L. Cheval as Independent  Mgmt  For  For  For  Non-Executive Director  Mgmt  For  For  For  Non-Executive Director  11.9  Elect Carolyn G. Dittmeier as Independent Mgmt  For  For  Non-Executive Director  Mgmt  For  For  For  Non-Executive Director  Mgmt  For  For  For  Non-Executive Director  11.10  Elect Elanor R. Hardwick as Independent  Mgmt  For  For  For	8				
Elect Vasileios T. Rapanos as Director Mgmt For For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director Mgmt For For  Elect Efthimios O. Vidalis 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.  Elect Eli M. Andriopoulou as Independent Mgmt For For  Non-Executive Director For  11.6 Elect Aspasia F. Palimeri as Independent Mgmt For For  11.7 Elect Dimitris C. Tsitsiragos as Mgmt For For  11.8 Elect Jean L. Cheval as Independent Mgmt For For  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt For For  Non-Executive Director For  11.10 Elect Richard R. Gildea as Independent Mgmt For For  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	9		Mgmt		
Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.  Elect Vassilios E. Psaltis as Director Mgmt For For  Elect Spyros N. Filaretos 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.  Elect Elli M. Andriopoulou as Independent Mgmt For For  Non-Executive Director  Elect Aspasia F. Palimeri as Independent Mgmt For For  Independent Non-Executive Director  Elect Dimitris C. Tsitsiragos as Mgmt For For  Independent Non-Executive Director  Elect Jean L. Cheval as Independent Mgmt For For  Non-Executive Director  Elect Carolyn G. Dittmeier as Independent Mgmt For For  Non-Executive Director  Elect Richard R. Gildea as Independent Mgmt For For  Non-Executive Director  Elect Richard R. Gildea as Independent Mgmt For For  Non-Executive Director  Elect Richard R. Gildea as Independent Mgmt For For  Non-Executive Director  Elect Richard R. Gildea as Independent Mgmt For For  Non-Executive Director  Elect Elanor R. Hardwick as Independent Mgmt For For	10	Announce Election of Director	Mgmt		
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.  11.2 Elect Vassilios E. Psaltis as Director Mgmt For For  11.3 Elect Spyros N. Filaretos as Director Mgmt For Against  11.4 Elect Efthimios O. Vidalis as Director Mgmt For Against  11.5 Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.  11.5 Elect Elli M. Andriopoulou as Independent Mgmt For For  11.6 Elect Aspasia F. Palimeri as Independent Mgmt For For  11.7 Elect Dimitris C. Tsitsiragos as Mgmt For For  11.8 Elect Jean L. Cheval as Independent Mgmt For For  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt For For  11.10 Elect Richard R. Gildea as Independent Mgmt For For  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	11.1	Elect Vasileios T. Rapanos as Director	Mgmt	For	For
Elect Spyros N. Filaretos as Director Mgmt For Against    Elect Efthimios O. Vidalis as Director Mgmt For Against		support the Chairman, ensure orderly succ non-executive directors and senior executi	ession process fo	r the Chairman, and act a	s a point of contact for shareholders,
Elect Efthimios O. Vidalis 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.  11.5 Elect Elli M. Andriopoulou as Independent Mgmt For For  11.6 Elect Aspasia F. Palimeri as Independent Mgmt For For  11.7 Elect Dimitris C. Tsitsiragos as Mgmt For For  11.8 Elect Jean L. Cheval as Independent Mgmt For For  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt For For  11.10 Elect Richard R. Gildea as Independent Mgmt For For  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	11.2	Elect Vassilios E. Psaltis as Director	Mgmt	For	For
Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.  11.5 Elect Elli M. Andriopoulou as Independent Mgmt For For Non-Executive Director  11.6 Elect Aspasia F. Palimeri as Independent Mgmt For For Non-Executive Director  11.7 Elect Dimitris C. Tsitsiragos as Mgmt For For Independent Non-Executive Director  11.8 Elect Jean L. Cheval as Independent Mgmt For For Non-Executive Director  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt For For For Non-Executive Director  11.10 Elect Richard R. Gildea as Independent Mgmt For For For Non-Executive Director  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For For	11.3	Elect Spyros N. Filaretos as Director	Mgmt	For	For
impartiality and effectiveness.  11.5 Elect Elli M. Andriopoulou as Independent Mgmt Non-Executive Director  11.6 Elect Aspasia F. Palimeri as Independent Mgmt Non-Executive Director  11.7 Elect Dimitris C. Tsitsiragos as Mgmt For For Independent Non-Executive Director  11.8 Elect Jean L. Cheval as Independent Mgmt Non-Executive Director  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt Non-Executive Director  11.10 Elect Richard R. Gildea as Independent Mgmt For For For Non-Executive Director  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For For	11.4	Elect Efthimios O. Vidalis as Director	Mgmt	For	Against
Non-Executive Director  11.6 Elect Aspasia F. Palimeri as Independent Mgmt For For Non-Executive Director  11.7 Elect Dimitris C. Tsitsiragos as Mgmt For Independent Non-Executive Director  11.8 Elect Jean L. Cheval as Independent Mgmt For For Non-Executive Director  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt For For Non-Executive Director  11.10 Elect Richard R. Gildea as Independent Mgmt For For For Non-Executive Director  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For For			ıld be fully indepe	ndent and this director's i	membership could hamper the committee's
Non-Executive Director  11.7 Elect Dimitris C. Tsitsiragos as Mgmt For Independent Non-Executive Director  11.8 Elect Jean L. Cheval as Independent Mgmt For Non-Executive Director  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt For Non-Executive Director  11.10 Elect Richard R. Gildea as Independent Mgmt For For Non-Executive Director  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	11.5	·	Mgmt	For	For
Independent Non-Executive Director  11.8 Elect Jean L. Cheval as Independent Mgmt For For Non-Executive Director  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt For Non-Executive Director  11.10 Elect Richard R. Gildea as Independent Mgmt For For Non-Executive Director  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	11.6	•	Mgmt	For	For
Non-Executive Director  11.9 Elect Carolyn G. Dittmeier as Independent Mgmt For Non-Executive Director  11.10 Elect Richard R. Gildea as Independent Mgmt For Non-Executive Director  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	11.7		Mgmt	For	For
Non-Executive Director  11.10 Elect Richard R. Gildea as Independent Mgmt For For Non-Executive Director  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	11.8		Mgmt	For	For
Non-Executive Director  11.11 Elect Elanor R. Hardwick as Independent Mgmt For For	11.9		: Mgmt	For	For
·	11.10		Mgmt	For	For
	11.11	•	Mgmt	For	For

# **Alpha Services & Holdings SA**

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

#### **ALS Limited**

**Meeting Date:** 08/23/2022

Country: Australia

Ticker: ALQ

Meeting Type: Annual

Primary ISIN: AU000000ALQ6 Primary SEDOL: B86SZR5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Tonianne Dwyer as Director	Mgmt	For	For
2	Elect Siddhartha Kadia as Director	Mgmt	For	Against
				orships to ensure they have sufficient time ations requiring substantial amounts of time
3	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans.		•	, ,
4	Approve Reinsertion of Proportional Takeover Provisions	Mgmt	For	For
5	Approve the Increase in Non-Executive Directors' Fee Pool	Mgmt	None	For
6	Approve Grant of Performance Rights to Raj Naran	Mgmt	For	Against
	event of a change of control. Also, the commanipulation of reported indicators or other	mpany should put in ner bad faith actions	place a procedure which we on the part of any of its exe	nd tested for performance, including in the ould enable it, should it identify any facts of ocutive directors and other key managers funds wrongfully obtained in such manner
7	Approve Financial Assistance in Relation to the Acquisition	Mgmt	For	For

#### **AMERCO**

**Meeting Date:** 08/18/2022

Country: USA

Meeting Type: Annual

Ticker: UHAL

**Primary ISIN:** US0235861004

**Primary SEDOL:** 2028174

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Edward J. "Joe" Shoen	Mgmt	For	For
		netween executives tor to establish ap e Chairman, and ac of communication pe-committee struc	and outside shareholders and propriate checks and balances at as a point of contact for sha through the board Chairman a ture (audit, remuneration and	reholders, non-executive directors and are considered inappropriate. In addition,
1.2	Elect Director James E. Acridge	Mgmt	For	For
1.3	Elect Director John P. Brogan	Mgmt	For	Withhold
	Also, we expect companies to have polici that female directors comprise at least 25 future.	nd this director's m es in place to incre 5% of board memb	embership could hamper the c ase racial and gender diversity ers for a company of this size,	ommittee's impartiality and effectiveness. on the board. Our minimum expectation is with an aspiration to achieve 30% in the
1.4	Elect Director James J. Grogan	Mgmt	For	For
1.5	Elect Director Richard J. Herrera	Mgmt	For	For
1.6	Elect Director Karl A. Schmidt	Mgmt	For	For
	Elect Director Roberta R. Shank	Mgmt	For	For
1.7			F	F
1.7 1.8	Elect Director Samuel J. Shoen	Mgmt	For	For
	Elect Director Samuel J. Shoen Ratify BDO USA, LLP as Auditors	Mgmt Mgmt	For	For
1.8	Ratify BDO USA, LLP as Auditors	Mgmt	For	
1.8	Ratify BDO USA, LLP as Auditors  Voter Rationale: Companies that have had	Mgmt	For	For
1.8	Ratify BDO USA, LLP as Auditors  Voter Rationale: Companies that have had bringing in a new auditing firm.  Ratify and Affirm Decisions and Actions Taken by the Board and Executive	Mgmt  d the same auditor  SH	For for a period of over 10 years : For	For should consider a plan or tender process for Against

## **American Software, Inc.**

**Meeting Date:** 08/17/2022 Country: USA

Ticker: AMSWA

Meeting Type: Annual

**Primary ISIN:** US0296831094 Primary SEDOL: 2029575

## **American Software, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Lizanne Thomas	Mgmt	For	For	
1.2	Elect Director James B. Miller, Jr.	Mgmt	For	Against	
	appropriate balance of independence and than 12 years lack balance. The nominatin proportion of long standing directors to re- on committees that require absolute indep	objectivity. Furthermore, g committee should tak duce the risk of entrenc endence. The audit com and effectiveness. The o	ude at least 50% independent non-executive boards where more than a third of directors e action to ensure an appropriately fresh boa hment. Moreover, directors with long board ten mittee should be fully independent and this de compensation committee should be independe viveness.	have served for more rd and reduce the nures should not serve lirector's membership	
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against	
	Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for investors in gaining 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	Mgmt	For	Against	
	practice. Also, all exceptional awards should to and above that expected of directors as	d be clearly linked to pe a normal part of their j it identify any facts of n	be tied to performance conditions. At least 50 orformance and demonstrate shareholder valui iobs.In addition, the company should put claw manipulation of reported indicators or other ba	e creation in addition /back provisions in	

## **American Superconductor Corporation**

Meeting Date: 08/02/2022 Ticker: AMSC Country: USA

Meeting Type: Annual

**Primary ISIN:** US0301112076 Primary SEDOL: BWH64F7

	Proponent	Rec	Instruction		
Elect Director Laura A. Dambier	Mgmt	For	For		
Elect Director Arthur H. House	Mgmt	For	For		
Elect Director Margaret D. Klein	Mgmt	For	For		
Elect Director Barbara G. Littlefield	Mgmt	For	For		
Elect Director Daniel P. McGahn	Mgmt	For	For		
Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.					
Elect Director David R. Oliver, Jr.	Mgmt	For	For		
	Elect Director Arthur H. House  Elect Director Margaret D. Klein  Elect Director Barbara G. Littlefield  Elect Director Daniel P. McGahn  Voter Rationale: The roles of Chairman important for securing a proper balance  Elect Director David R. Oliver, Jr.	Elect Director Arthur H. House Mgmt  Elect Director Margaret D. Klein Mgmt  Elect Director Barbara G. Littlefield Mgmt  Elect Director Daniel P. McGahn Mgmt  Voter Rationale: The roles of Chairman and CEO are substaimportant for securing a proper balance between executive  Elect Director David R. Oliver, Jr. Mgmt	Elect Director Arthur H. House Mgmt For Elect Director Margaret D. Klein Mgmt For Elect Director Barbara G. Littlefield Mgmt For Elect Director Daniel P. McGahn Mgmt For Voter Rationale: The roles of Chairman and CEO are substantially different and generally important for securing a proper balance between executives and outside shareholders are		

committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.

#### **American Superconductor Corporation**

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

## **American Woodmark Corporation**

Meeting Date: 08/18/2022 Country: USA Ticker: AMWD

Meeting Type: Annual

Primary ISIN: US0305061097 Primary SEDOL: 2030674

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Latasha M. Akoma	Mgmt	For	For
1.2	Elect Director Andrew B. Cogan	Mgmt	For	For
	Voter Rationale: For widely held compa			
	appropriate balance of independence a than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute indep	nating committee sho o reduce the risk of o pendence. The audit ality and effectivenes	ould take action to ensure an a entrenchment. Also, directors of committee should be fully ind as. Given that there has been i	ependent and this director's membership meaningful board refreshment during the
1.3	appropriate balance of independence a than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute indep could hamper the committee's impartic	nating committee sho o reduce the risk of o pendence. The audit ality and effectivenes	ould take action to ensure an a entrenchment. Also, directors of committee should be fully ind as. Given that there has been i	ppropriately fresh board and reduce the with long board tenures should not serve on ependent and this director's membership meaningful board refreshment during the

Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.

## **American Woodmark Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Martha M. Hayes	Mgmt	For	For
	appropriate balance of independence and than 12 years lack balance. The nominatir proportion of long standing directors to re committees that require absolute indepen	objectivity. In add ng committee sho Iduce the risk of e dence. The comp rand effectivenes.	Idition, boards where more to buld take action to ensure are entrenchment. Also, director ensation committee should is. Given that there has bee	lependent non-executive directors to ensure than a third of directors have served for more in appropriately fresh board and reduce the is with long board tenures should not serve on be independent and this director's membership in meaningful board refreshment during the review.
1.6	Elect Director Daniel T. Hendrix	Mgmt	For	For
	appropriate balance of independence and than 12 years lack balance. The nominatir proportion of long standing directors to re committees that require absolute indepen- could hamper the committee's impartiality year under review, support is warranted a	objectivity. In adding committee shoud the risk of educe the risk of educe. The audit and effectiveness this time and the	dition, boards where more to buld take action to ensure an entrenchment. Also, director committee should be fully it is. Given that there has been the matter will be kept under	
1.7	Elect Director David A. Rodriguez	Mgmt	For	For
1.8	Elect Director Vance W. Tang	Mgmt	For	For
1.9	Elect Director Emily C. Videtto	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same audito	or for a period of over 10 year	ars should consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	separate shareholder approval. In addition strong performance and drive shareholder	n, incentive award r value over a sufi in place to enable	ds to executives should inclu ficiently long period of time to it to re-coup funds should	it identify any facts of manipulation of reported

## America's Car-Mart, Inc.

Meeting Date: 08/30/2022

Country: USA

Meeting Type: Annual

Ticker: CRMT

Primary ISIN: US03062T1051

Primary SEDOL: 2813961

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ann G. Bordelon	Mgmt	For	For
1b	Elect Director Julia K. Davis	Mgmt	For	For
1c	Elect Director Daniel J. Englander	Mgmt	For	Against

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.

# America's Car-Mart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1d	Elect Director William H. Henderson	Mgmt	For	For
1e	Elect Director Dawn C. Morris	Mgmt	For	For
1f	Elect Director Joshua G. Welch	Mgmt	For	For
1g	Elect Director Jeffrey A. Williams	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			place to enable it to re-coup funds should it ic ich were detrimental to the long-term interest	
3	Ratify Grant Thornton 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 0 years.	
4	Amend Stock Option Plan	Mgmt	For	Against
	include robust and stretching performance period of time. Also, the company should p	e targets to reward stroi out clawback provisions	tion, incentive awards to executives should be ng performance and drive shareholder value o in place to enable it to re-coup funds should ich were detrimental to the long-term interest	over a sufficiently long it identify any facts of

#### **Anterix Inc.**

Meeting Date: 08/10/2022 Country: USA Ticker: ATEX

Meeting Type: Annual

Primary ISIN: US03676C1009 Primary SEDOL: BJVNMJ3

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

#### **Anterix Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director Mahvash Yazdi	Mgmt	For	Against
	to shareholder approval. Specifically, the	board's failure to remove	oration should not erode shareholders' rights a e, or subject to a sunset requirement, the sup is which adversely impacts shareholder rights.	_
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	disclosed and stretching performance targ long-term plans; measuring company out rewarded for below-average performance compensation packages that build shareh performance conditions. At least 50% is a	nets; performance trigge comes against its appro . These and other appro older value over time. A n minimum good practico ntify any facts of manip	sults are not sufficiently strong. Good practice ers for equity awards; using different metrics to priate peer group; and setting awards so that paches will ensure that the compensation com Iso, a larger percentage of the equity awards e. In addition, the company should put clawba ulation of reported indicators or other bad fait	or the short and executives are not mittee designs should be tied to ack provisions in place
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

## **Apollo Future Mobility Group Limited**

Meeting Date: 08/22/2022 Country: Cayman Islands Ticker: 860

Meeting Type: Extraordinary Shareholders

**Primary ISIN:** KYG0410B1023 **Primary SEDOL:** BMFH4R4

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

## **Apyx Medical Corporation**

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

Meeting Type: Annual

Primary ISIN: US03837C1062 Primary SEDOL: BHNDW97

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

#### **Apyx Medical Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.7	Elect Director Minnie Baylor-Henry	Mgmt	For	For
1.8	Elect Director Wendy Levine	Mgmt	For	For
2	Ratify RSM US LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Vator Pationala, A largar narcantago of th	a aquitu awarda chau	ld ha tiad to norformance conditions. At least	EOO/ is a minimum good

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

#### **Arcland Sakamoto Co., Ltd.**

Meeting Date: 08/31/2022 Country: Japan

amounts of time.

Meeting Type: Special

**Ticker:** 9842

**Primary ISIN:** JP3100100001

**Primary SEDOL:** 6048004

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

## Ardelyx, Inc.

Meeting Date: 07/13/2022 Country: USA

Meeting Type: Annual

Ticker: ARDX

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Geoffrey A. Block	Mgmt	For	Withhold		
	to shareholder approval. Specifically, requirement to enact certain change shareholder rights.Also, directors are	the board's failure to s to the governing doo e elected in classes rat	remove, or subject to a sunset r cuments and the classified board her than annually, but sharehold	d, each of which adversely impacts		
1.2	Elect Director David Mott	Mgmt	For	Withhold		
	Elect Director David Mott Mgmt For Withhold  Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, 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

# Ardelyx, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.3	Elect Director Michael Raab	Mgmt	For	For	
				directorships to ensure they have sufficient time ny situations requiring substantial amounts of time.	
2	Approve Reverse Stock Split	Mgmt	For	For	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	
	Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	
	Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.				

# Asahi Intecc Co., Ltd.

Meeting Date: 09/29/2022

Country: Japan

Meeting Type: Annual

Ticker: 7747

**Primary ISIN:** JP3110650003

Primary SEDOL: B019MQ5

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

## Asahi Intecc Co., Ltd.

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

#### **Ascendas Real Estate Investment Trust**

Meeting Date: 07/06/2022

Country: Singapore

Meeting Type: Extraordinary Shareholders

Ticker: A17U

Primary ISIN: SG1M77906915

**Primary SEDOL:** 6563875

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

#### **Ascott Residence Trust**

Meeting Date: 09/09/2022

Country: Singapore

Meeting Type: Extraordinary Shareholders

Ticker: HMN

Primary ISIN: SGXC16332337

Primary SEDOL: BG0RZ29

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

#### **ASKUL Corp.**

Meeting Date: 08/04/2022

Country: Japan

Meeting Type: Annual

Ticker: 2678

Primary ISIN: JP3119920001

Primary SEDOL: 6294498

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

# **ASKUL Corp.**

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

#### **Assura Plc**

Meeting Date: 07/06/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: AGR

Primary ISIN: GB00BVGBWW93

Primary SEDOL: BVGBWW9

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

#### **Assura Plc**

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

#### **ASX Limited**

Meeting Date: 09/28/2022

Country: Australia

Meeting Type: Annual

Ticker: ASX

Primary ISIN: AU000000ASX7

Primary SEDOL: 6129222

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

#### **AZZ Inc.**

**Meeting Date:** 07/12/2022

Country: USA

Meeting Type: Annual

Ticker: AZZ

**Primary ISIN:** US0024741045

Primary SEDOL: 2067672

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



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

# **B&M European Value Retail SA**

Meeting Date: 07/28/2022 Country: Luxembourg

Meeting Type: Annual

Ticker: BME

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

# **B&M European Value Retail SA**

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

# **Bed Bath & Beyond Inc.**

**Meeting Date:** 07/14/2022 Country: USA

Meeting Type: Annual

Ticker: BBBY

**Primary ISIN:** US0758961009

Primary SEDOL: 2085878

	oposal mber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	la	Elect Director Harriet Edelman	Mgmt	For	For
1	lb	Elect Director Mark J. Tritton *Withdrawn Resolution*	Mgmt		
1	Lc	Elect Director Marjorie Bowen	Mgmt	For	For
1	ld	Elect Director Sue E. Gove	Mgmt	For	For
1	le	Elect Director Jeffrey A. Kirwan	Mgmt	For	For

# **Bed Bath & Beyond Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1f	Elect Director Shelly Lombard	Mgmt	For	For		
1g	Elect Director Benjamin Rosenzweig	Mgmt	For	For		
1h	Elect Director Joshua E. Schechter	Mgmt	For	For		
1i	Elect Director Minesh Shah	Mgmt	For	For		
1j	Elect Director Andrea M. Weiss	Mgmt	For	For		
1k	Elect Director Ann Yerger	Mgmt	For	For		
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against		
	perspectives on finances and controls. C	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 Executiv Officers' Compensation	e Mgmt	For	For		
	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.					

## **BeNext-Yumeshin Group Co.**

Meeting Date: 09/27/2022

Country: Japan

Meeting Type: Annual

Ticker: 2154

**Primary ISIN:** JP3635580008

Primary SEDOL: B1XC021

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

# BGSF, Inc.

Meeting Date: 08/03/2022

Country: USA

Meeting Type: Annual

Ticker: BGSF

Primary ISIN: US05601C1053

Primary SEDOL: BLDD8L9

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

#### **Bharti Airtel Limited**

Meeting Date: 08/12/2022

Country: India

Meeting Type: Annual

Ticker: 532454

Primary ISIN: INE397D01024

Primary SEDOL: 6442327

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

#### **Bharti Airtel Limited**

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

reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, options should no less than market price, except for an all-employee plan where the discount should not exceed 20% on a fixed date.

# **Big Yellow Group Plc**

Meeting Date: 07/21/2022 Country: United Kingdom Meeting Type: Annual

Ticker: BYG

Primary ISIN: GB0002869419

Primary SEDOL: 0286941

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

# **Big Yellow Group Plc**

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

# **Biohaven Pharmaceutical Holding Company Ltd.**

Meeting Date: 09/29/2022 Country: Virgin Isl (UK)

Meeting Type: Special

Ticker: BHVN

Primary ISIN: VGG111961055 Primary SEDOL: BZ8FXC4

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

#### **Black Knight, Inc.**

**Meeting Date:** 09/21/2022

Country: USA

Meeting Type: Special

Ticker: BKI

Primary ISIN: US09215C1053

Primary SEDOL: BDG75V1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	gross-ups are payable, and equity awards acceleration. However, the executive chair company does not disclose a rationale for severance packages should be subject to to performance and demonstrate sharehold.	will be assumed by the man (and recent forme the award's size. Also, a separate shareholder lder value creation in ac	a severance is double trigger and reasonably is acquirer and will continue to be subject to do receive a large discretional severance payments should not exceed two to approval In addition, all exceptional awards sidition to and above that expected of directors should be time pro-rated and tested for performance.	ouble-trigger ary cash bonus and the imes annual pay. Larger thould be clearly linked is as a normal part of
3	Adjourn Meeting	Mgmt	For	For

#### **Boot Barn Holdings, Inc.**

Meeting Date: 08/29/2022

Country: USA

Meeting Type: Annual

Ticker: BOOT

Primary ISIN: US0994061002

Primary SEDOL: BRS6600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter Starrett	Mgmt	For	Withhold
			sufficiently independent to serve on key boan 's membership could hamper the committee's	
1.2	Elect Director Chris Bruzzo	Mgmt	For	For
1.3	Elect Director Eddie Burt	Mgmt	For	For
1.4	Elect Director James G. Conroy	Mgmt	For	For
1.5	Elect Director Lisa G. Laube	Mgmt	For	For
1.6	Elect Director Anne MacDonald	Mgmt	For	For
1.7	Elect Director Brenda I. Morris	Mgmt	For	For
1.8	Elect Director Brad Weston	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.

## **Boot Barn Holdings, Inc.**

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

## **Booz Allen Hamilton Holding Corporation**

Meeting Date: 07/27/2022

Country: USA

Ticker: BAH

Meeting Type: Annual

Primary ISIN: US0995021062

Primary SEDOL: B5367T7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director Horacio D. Rozanski	Mgmt	For	For	
1b	Elect Director Mark E. Gaumond	Mgmt	For	For	
1c	Elect Director Gretchen W. McClain	Mgmt	For	For	
1d	Elect Director Melody C. Barnes	Mgmt	For	For	
1e	Elect Director Ellen Jewett	Mgmt	For	For	
1f	Elect Director Arthur E. Johnson	Mgmt	For	For	
1g	Elect Director Charles O. Rossotti	Mgmt	For	Against	
	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	
4	Provide Right to Call Special Meeting	Mgmt	For	For	
	Voter Rationale: The ability to call special threshold of 10% in the shareholder property		nce shareholder rights, although our preferenc	ce is for the lower	
5	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	SH	Against	For	

#### Box, Inc.

Meeting Date: 07/14/2022

Country: USA

Meeting Type: Annual

Ticker: BOX

Primary ISIN: US10316T1043

Primary SEDOL: BVB3BV2

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

## Box, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	to shareholder approval. Specifically, the adversely impacts shareholder rights. Als	board's failure to remo o, directors are elected	poration should not erode shareholders' rights ve, or subject to a sunset requirement, the cla in classes rather than annually, but sharehold formance. The board should take immediate	essified board which Iers should have the
1b	Elect Director Dan Levin	Mgmt	For	Against
			poration should not erode shareholders' rights ve, or subject to a sunset requirement, the cla	
1c	Elect Director Bethany Mayer	Mgmt	For	Against
			poration should not erode shareholders' rights ve, or subject to a sunset requirement, the cla	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		uld be clearly linked to	d be tied to performance conditions. At least £ performance and demonstrate shareholder va r jobs.	
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have ha bringing in a new auditing firm.	d the same auditor for	a period of over 10 years should consider a p	lan or tender process for

#### **BPER Banca SpA**

Meeting Date: 07/27/2022 Country: Italy Ticker: BPE

Meeting Type: Ordinary Shareholders

Primary ISIN: IT0000066123 Primary SEDOL: 4116099

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

## **Bristow Group Inc.**

Meeting Date: 08/02/2022 Country: USA Ticker: VTOL

Meeting Type: Annual

Primary ISIN: US11040G1031 Primary SEDOL: BMBT0Z4

# **Bristow Group Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Christopher S. Bradshaw	Mgmt	For	For
1.2	Elect Director Lorin L. Brass	Mgmt	For	For
1.3	Elect Director Wesley E. Kern	Mgmt	For	For
1.4	Elect Director Robert J. Manzo	Mgmt	For	For
1.5	Elect Director G. Mark Mickelson	Mgmt	For	For
1.6	Elect Director Maryanne Miller	Mgmt	For	For
1.7	Elect Director Christopher Pucillo	Mgmt	For	Withhold
		wider group of shareho	not sufficiently independent to serve on key colders The compensation committee should a ality and effectiveness.	
1.8	Elect Director Brian D. Truelove	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		nance of peers. Also, se	esting of incentive awards for below median p verance payments should not exceed two time approval.	
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
A	Please Mark FOR if the Stock Owned of Record or Beneficially by You is Owned and Controlled ONLY by U.S. Citizens or Mark Against if Such Stock is Owned or Controlled by Any Person Who is NOT a U.S. Citizen	Mgmt	None	Against

# **Bushiroad**, Inc.

Meeting Date: 09/27/2022

Country: Japan

Meeting Type: Annual

**Ticker:** 7803

**Primary ISIN:** JP3829930001

**Primary SEDOL:** BKF05T8

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

## **Bushiroad, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.5	Elect Director Okeda, Daisuke	Mgmt	For	For		
3.6	Elect Director Inada, Yoichi	Mgmt	For	For		
3.7	Elect Director Mizuno, Michinori	Mgmt	For	For		
4.1	Appoint Statutory Auditor Morise, Norifumi	Mgmt	For	For		
4.2	Appoint Statutory Auditor Yamada, Shinya	Mgmt	For	For		
4.3	Appoint Statutory Auditor Mizuno, Ryo	Mgmt	For	For		
5	Approve Stock Option Plan	Mgmt	For	Against		
	Voter Rationale: This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.					

## CalAmp Corp.

Meeting Date: 07/26/2022

Country: USA

Meeting Type: Annual

Ticker: CAMP

**Primary ISIN:** US1281261099

**Primary SEDOL:** 2164700

roposal Iumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Scott Arnold	Mgmt	For	For		
1b	Elect Director Jason Cohenour	Mgmt	For	For		
1c	Elect Director Wesley Cummins	Mgmt	For	Against		
	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.					
1d	Elect Director Jeffery Gardner	Mgmt	For	For		
1e	Elect Director Henry J. Maier	Mgmt	For	For		
1f	Elect Director Roxanne Oulman	Mgmt	For	For		
1g	Elect Director Jorge Titinger	Mgmt	For	For		
1h	Elect Director Kirsten Wolberg	Mgmt	For	For		
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	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.					
4	Amend Omnibus Stock Plan	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, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.

# **Capri Holdings Limited**

Meeting Date: 08/03/2022

**Country:** Virgin Isl (UK) **Meeting Type:** Annual Ticker: CPRI

Primary ISIN: VGG1890L1076

Primary SEDOL: BJ1N1M9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Judy Gibbons	Mgmt	For	For
			ually, but shareholders should have the opport take immediate steps to declassify itself, there	
1b	Elect Director Jane Thompson	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		clearly linked to perfo	d be tied to performance conditions. At least 5 rmance and demonstrate shareholder value cr bs.	
4	Amend Omnibus Stock Plan	Mgmt	For	For
	such provisions fail to reward performance	e. Rather, equity should	ing for an overly broad range of corporate rest d be rolled forward into any successor compan anditions are met or if an executive loses his jo	y, or vest in a

# **Cavco Industries, Inc.**

Meeting Date: 08/02/2022

Country: USA

Meeting Type: Annual

Ticker: CVCO

**Primary ISIN:** US1495681074

Primary SEDOL: 2787022

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director David A. Greenblatt	Mgmt	For	Against
	Voter Rationale: Directors with long board committee should be fully independent an Also, directors are elected in classes rathe directors regularly on their performance. T	d this director's n r than annually, b	nembership could hamper the co out shareholders should have the	ommittee's impartiality and effectiveness.
1b	Elect Director Richard A. Kerley	Mgmt	For	For
	Elect Director Julia W. Sze	Mgmt	For	For
1c	Elect Director Julia W. 52e	i igiiic		
1c 2	Advisory Vote to Ratify Named Executive Officers' Compensation	3	For	For
1c 2	Advisory Vote to Ratify Named Executive	Mgmt		

### **Centene Corporation**

Meeting Date: 09/27/2022

Country: USA

Meeting Type: Special

Ticker: CNC

**Primary ISIN:** US15135B1017

**Primary ISIN: BRELETACNPB7** 

**Primary SEDOL: 2807061** 

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Declassify the Board of Directors	Mgmt	For	For
	Voter Rationale: The decision to declassify accountability to shareholders and is appr		The annual election of directors provides gre	ater board
2	Provide Right to Call Special Meeting	Mgmt	For	For
3	Provide Right to Act by Written Consent	Mgmt	For	For
4	Adjourn Meeting	Mgmt	For	For

#### **Centrais Eletricas Brasileiras SA**

Meeting Date: 08/05/2022

Country: Brazil

Ticker: ELET6 Meeting Type: Extraordinary Shareholders

Primary SEDOL: 2308445

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain
	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
2	In Case Shareholders Request the Individual Election of the Board Nominees, Can Your Votes Be Distributed Among All Members of the Proposed Slate?	Mgmt	None	Abstain
	Voter Rationale: The board should submit hold directors individually accountable for		individually, rather than as a single slate to e	nable shareholders to
3	Elect Directors Appointed by Shareholder	Mgmt	For	For

Voter Rationale: The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Further, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. Moreover, the board should submit directors for re-election individually, rather than as a single slate to enable shareholders to hold directors individually accountable for their performance.

## **Centrais Eletricas Brasileiras SA**

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

#### **Centrais Eletricas Brasileiras SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6.8	Percentage of Votes to Be Assigned - Elect Octavio Cortes Pereira Lopes as Independent Director	Mgmt	None	Abstain
	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
6.9	Percentage of Votes to Be Assigned - Elect Vicente Falconi Campos as Independent Director	Mgmt	None	Abstain
	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
7	Fix the Term of the Board of Directors Until the Annual General Meeting to Be Held in 2025 as Proposed by Shareholder	Mgmt	For	For

### **Centre Testing International Group Co., Ltd.**

Meeting Date: 09/21/2022 Country: China Ticker: 300012

Meeting Type: Special

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Liu Zhiquan as Independent Dir	ector Mgmt	For	For
2	Amend Articles of Association	Mgmt	For	Against
	Voter Rationale: Changes in company	's articles or by-laws s	hould not erode shareholde	er rights.

### Chewy, Inc.

Meeting Date: 07/14/2022 Ticker: CHWY Country: USA

adversely impacts shareholder rights.

Meeting Type: Annual

Primary ISIN: US16679L1098 Primary SEDOL: BJLFHW7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director James Kim	Mgmt	For	Withhold
	to shareholder approval. Specificall	y, the board failed to re ermajority vote requiren	move, or subject to a sunset req	shareholders' rights and should be subject nuirement, the dual-class structure, the governing documents, each of which
1.2	Elect Director David Leland	Mgmt	For	Withhold
	to shareholder approval. Specificall	y, the board failed to re	move, or subject to a sunset req	shareholders' rights and should be subject nuirement, the dual-class structure, the governing documents, each of which

# Chewy, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Lisa Sibenac	Mgmt	For	Withhold
	to shareholder approval. Specifically, the L	board failed to remov	orporation should not erode shareholders' right te, or subject to a sunset requirement, the dua to enact certain changes to the governing doc	l-class structure,
1.4	Elect Director Sumit Singh	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, on early termination the event of a change of control. Also, all value creation in addition to and above th	, all share-based awa exceptional awards s at expected of direct o re-coup funds shou	uld be tied to performance conditions. At least ards should be time pro-rated and tested for pe should be clearly linked to performance and de ors as a normal part of their jobs. Lastly, the c ald it identify any facts of manipulation of repo rests of its shareholders.	erformance, including in monstrate shareholder ompany should put
4	Approve Omnibus Stock Plan	Mgmt	For	Against
	reward strong performance and drive shall	reholder value over a	rly disclosed and include robust and stretching sufficiently long period of time. Furthermore, erformance, including in the event of a change	on early termination, all

# **Chuy's Holdings, Inc.**

Meeting Date: 07/28/2022

Country: USA

Meeting Type: Annual

Ticker: CHUY

**Primary ISIN:** US1716041017

**Primary SEDOL:** B88WMY1

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Saed Mohseni	Mgmt	For	For
	Voter Rationale: Directors are elected in c with directors regularly on their performal accountability.			
1.2	Elect Director Ira Zecher	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: A larger percentage of th practice. In addition, all exceptional award addition to and above that expected of di place to enable it to re-coup funds should were detrimental to the long-term interes	ds should be clear rectors as a norma it identify any fac	ly linked to performance and de al part of their jobs. Also, the co cts of manipulation of reported i	mpany should put clawback provisions in
	Ratify RSM US LLP as Auditors	Mgmt	For	For

# **Cipla Limited**

Meeting Date: 08/26/2022

Country: India

Meeting Type: Annual

Ticker: 500087

Primary ISIN: INE059A01026

**Primary SEDOL:** B011108

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

# **Cirrus Logic, Inc.**

Meeting Date: 07/29/2022

Country: USA

Meeting Type: Annual

Ticker: CRUS

**Primary ISIN:** US1727551004

Primary SEDOL: 2197308

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John C. Carter	Mgmt	For	Withhold
	committee should be fully independent	and this director's	membership could hamper	hat require absolute independence. The audit the committee's impartiality and effectiveness. could hamper the committee's impartiality and
1.2	Elect Director Alexander M. Davern	Mgmt	For	For
1.3	Elect Director Timothy R. Dehne	Mgmt	For	Withhold
				hat require absolute independence. The Id hamper the committee's impartiality and
1.4	Elect Director John M. Forsyth	Mgmt	For	For
1.5	Elect Director Deirdre R. Hanford	Mgmt	For	For
1.6	Elect Director Raghib Hussain	Mgmt	For	For
1.7	Elect Director Catherine P. Lego	Mgmt	For	For
1.8	Elect Director David J. Tupman	Mgmt	For	For

## **Cirrus Logic, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		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
		e should not allow vesti	be tied to performance conditions. At least 50 ng of incentive awards for below median perfo	
4	Amend Omnibus Stock Plan	Mgmt	For	Against
			ncentive awards to executives should be clearing performance and drive shareholder value o	

#### **Collins Foods Limited**

Meeting Date: 09/02/2022

Country: Australia

Ticker: CKF

Meeting Type: Annual

Primary ISIN: AU000000CKF7

**Primary SEDOL:** B6QCFP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Mark Hawthorne as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Drew O'Malley	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration comm	ittee should consi	der deferring a proportio	n of the annual cash honus into shares which

Voter Rationale: The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

## **Columbus McKinnon Corporation**

Meeting Date: 07/18/2022

Country: USA

Meeting Type: Annual

Ticker: CMCO

**Primary ISIN:** US1993331057

Primary SEDOL: 2211071

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

# **Columbus McKinnon Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Liam G. McCarthy	Mgmt	For	For
	committee should be fully independent ar The compensation committee should be in	nd this director's membe independent and this dir meaningful board refres	ve on committees that require absolute indepership could hamper the committee's impartial ector's membership could hamper the commit hment during the year under review, support	ity and effectiveness. ttee's impartiality and
1.4	Elect Director Heath A. Mitts	Mgmt	For	For
1.5	Elect Director Kathryn V. Roedel	Mgmt	For	For
1.6	Elect Director Aziz S. Aghili	Mgmt	For	Against
			than one external directorships to ensure the nexpected company situations requiring subst	
1.7	Elect Director Jeanne Beliveau-Dunn	Mgmt	For	For
1.8	Elect Director Michael Dastoor	Mgmt	For	For
1.9	Elect Director Chad R. Abraham	Mgmt	For	For
1.10	Elect Director Gerald G. Colella	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		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
			be tied to performance conditions. At least 50 annual pay. Larger severance packages should	

# **ComfortDelGro Corporation Limited**

Meeting Date: 09/02/2022 Country: Singapore Ticker: C52

**Meeting Type:** Extraordinary Shareholders

Primary ISIN: SG1N31909426 Primary SEDOL: 6603737

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

### **Commvault Systems, Inc.**

Meeting Date: 08/24/2022 Country: USA Ticker: CVLT

Meeting Type: Annual

Primary ISIN: US2041661024 Primary SEDOL: B142B38

# **Commvault Systems, Inc.**

committee should be fully independent and Elect Director Keith Geeslin  Voter Rationale: Directors with long board	nd this director's memb Mgmt I tenures should not se rendent and this director Mgmt	For	Against pendence. The
Elect Director David F. Walker  Voter Rationale: Directors with long board committee should be fully independent and Elect Director Keith Geeslin  Voter Rationale: Directors with long board compensation committee should be independent effectiveness.  Elect Director Vivie "YY" Lee	Mgmt I tenures should not see and this director's members Mgmt I tenures should not see and this director Mgmt Mgmt Mgmt Mgmt	For erve on committees that require absolute independent of the committee's impartial for every on committees that require absolute independent of the committees that require absolute independent membership could hamper the committee for	Against  pendence. The audit ality and effectiveness.  Against  pendence. The simpartiality and
Voter Rationale: Directors with long board committee should be fully independent and Elect Director Keith Geeslin  Voter Rationale: Directors with long board compensation committee should be independent of the compensation committee should be independent of the compensation committee should be independent of the compensation committee should be independent.	If tenures should not see the definition of the director's member of tenures should not see the dendent and this director of the director of t	erve on committees that require absolute independenceship could hamper the committee's impartial  For  erve on committees that require absolute independences membership could hamper the committee  For	Against  pendence. The audit ality and effectiveness.  Against  pendence. The si impartiality and
committee should be fully independent and Elect Director Keith Geeslin  Voter Rationale: Directors with long board compensation committee should be independent of the compensation committee.  Elect Director Vivie "YY" Lee	nd this director's memb Mgmt I tenures should not se rendent and this director Mgmt	Pership could hamper the committee's impartial  For  Prove on committees that require absolute indepor's membership could hamper the committee  For	Against  pendence. The simpartiality and
Voter Rationale: Directors with long board compensation committee should be independent of the compensation committee should be independent of the compensation committee should be independent of the compensation of the compens	d tenures should not se eendent and this directo Mgmt	erve on committees that require absolute indepor's membership could hamper the committee  For	pendence. The 's impartiality and
compensation committee should be independent effectiveness.  Elect Director Vivie "YY" Lee	endent and this director	or's membership could hamper the committee	's impartiality and
	-		
Flect Director Saniay Mirchandani	Manuel		Го.,
Elect Director Sarijay Piliteriandani	Mgmt	For	FOI
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
considered to be rewarding under perform in the business or in the role and responsi	nance of peers. Furtern ibilities of executive dir	more, significant salary increases should be lin rectors. Moreover, incentive awards to executiv	nked to material changes eves should include
Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
perspectives on finances and controls. Con	mpanies that have had	I the same auditor for a long period of time sh	
Amend Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: The remuneration common considered to be rewarding under perform in the business or in the role and responsion robust performance targets that reward states defined as at least three years.  Ratify Ernst & Young LLP as Auditors  Voter Rationale: The company has engaging perspectives on finances and controls. Contender process for bringing in a new audit Amend Omnibus Stock Plan  Voter Rationale: On early termination, all	Voter Rationale: The remuneration committee should not allow to considered to be rewarding under performance of peers. Furtern in the business or in the role and responsibilities of executive dir robust performance targets that reward strong performance and defined as at least three years.  Ratify Ernst & Young LLP as Auditors Mgmt  Voter Rationale: The company has engaged the same audit firm perspectives on finances and controls. Companies that have had tender process for bringing in a new auditing firm, ideally every Amend Omnibus Stock Plan Mgmt  Voter Rationale: On early termination, all share-based awards sha	Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median considered to be rewarding under performance of peers. Furtermore, significant salary increases should be lin in the business or in the role and responsibilities of executive directors. Moreover, incentive awards to executive robust performance targets that reward strong performance and drive shareholder value over a sufficiently londefined as at least three years.  Ratify Ernst & Young LLP as Auditors Mgmt For  Voter Rationale: The company has engaged the same audit firm for more than 20 years. There is value for imperspectives on finances and controls. Companies that have had the same auditor for a long period of time shall tender process for bringing in a new auditing firm, ideally every 10 years.

# **Compagnie Financiere Richemont SA**

Meeting Date: 09/07/2022 Country: Switzerland Tick

Meeting Type: Annual

Ticker: CFR

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

# **Compagnie Financiere Richemont SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Allocation of Income and Ordinary Dividends of CHF 2.25 per Registered A Share and CHF 0.225 per Registered B Share and a Special Dividend of CHF 1.00 per Registered A Share and CHF 0.10 per Registered B Share	Mgmt	For	For
3	Approve Discharge of Board and Senior Management	Mgmt	For	For
	Shareholder Proposals Submitted by Bluebell Capital Partners Ltd	Mgmt		
4.1	Elect Francesco Trapani as Representative of Category A Registered Shares	SH	Against	Against
	the company's responsiveness to sharehold	der dissent on executiv nvinced that the propos	nance at the company, including audit commit we compensation. While the company's reaction sed dissident nominee would improve long ter we representative.	n to the dissident's
	Management Proposal for Holders of A Registered Shares	Mgmt		
4.2	Elect Wendy Luhabe as Representative of Category A Registered Shares	Mgmt	For	For
	Management Proposals for All Shareholders	Mgmt		
5.1	Reelect Johann Rupert as Director and Board Chair	Mgmt	For	For
5.2	Reelect Josua Malherbe as Director	Mgmt	For	Against
	Voter Rationale: The audit committee should impartiality and effectiveness.	ıld be fully independen	t and this director's membership could hampe	er the committee's
5.3	Reelect Nikesh Arora as Director	Mgmt	For	For
5.4	Reelect Clay Brendish as Director	Mgmt	For	For
5.5	Reelect Jean-Blaise Eckert as Director	Mgmt	For	Against
	Voter Rationale: The audit committee should impartiality and effectiveness.	ıld be fully independen	t and this director's membership could hampe	er the committee's
5.6	Reelect Burkhart Grund as Director	Mgmt	For	For
5.7	Reelect Keyu Jin as Director	Mgmt	For	For
5.8	Reelect Jerome Lambert as Director	Mgmt	For	For
5.9	Reelect Wendy Luhabe as Director	Mgmt	For	For
5.10	Reelect Jeff Moss as Director	Mgmt	For	For
5.11	Reelect Vesna Nevistic as Director	Mgmt	For	For
5.12	Reelect Guillaume Pictet as Director	Mgmt	For	Against
	Voter Rationale: The audit committee shou impartiality and effectiveness.	uld be fully independen	t and this director's membership could hampe	er the committee's
5.13	Reelect Maria Ramos as Director	Mgmt	For	For
5.14	Reelect Anton Rupert as Director	Mgmt	For	For
5.15	Reelect Patrick Thomas as Director	Mgmt	For	For

# **Compagnie Financiere Richemont SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5.16	Reelect Jasmine Whitbread as Director	Mgmt	For	For
	Shareholder Proposals Submitted by Bluebell Capital Partners Ltd	Mgmt		
5.17	Elect Francesco Trapani as Director	SH	Against	Against
	Management Proposals for All Shareholders	Mgmt		
6.1	Reappoint Clay Brendish as Member of the Compensation Committee	Mgmt	For	For
	Voter Rationale: The remuneration commi- remuneration practices.	ttee should seek	to engage with investors and	should address ongoing concerns with
6.2	Reappoint Keyu Jin as Member of the Compensation Committee	Mgmt	For	For
	Voter Rationale: The remuneration commit remuneration practices.	ttee should seek	to engage with investors and	should address ongoing concerns with
6.3	Reappoint Guillaume Pictet as Member of the Compensation Committee	Mgmt	For	For
	Voter Rationale: The remuneration commit remuneration practices.	ttee should seek	to engage with investors and	should address ongoing concerns with
6.4	Reappoint Maria Ramos as Member of the Compensation Committee	e Mgmt	For	For
	Voter Rationale: The remuneration commit remuneration practices.	ttee should seek	to engage with investors and	should address ongoing concerns with
7	Ratify PricewaterhouseCoopers SA as Auditors	Mgmt	For	Against
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		or for a long period of time sho	ould consider a plan or tender process for
8	Designate Etude Gampert Demierre Moreno as Independent Proxy	Mgmt	For	For
9.1	Approve Remuneration of Directors in the Amount of CHF 7.7 Million	Mgmt	For	For
9.2	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 5.4 Million	Mgmt	For	For
9.3	Approve Variable Remuneration of Executive Committee in the Amount of CHF 27.7 Million	Mgmt	For	Against
		reholder value ov centive scheme(. should be clearly	rer a sufficiently long period of s) should be accompanied by a v linked to performance and de	obust and stretching performance targets to time. Moreover, any increase in the size of a corresponding increase in performance emonstrate shareholder value creation in
	Shareholder Proposals Submitted by Bluebell Capital Partners Ltd	Mgmt		
10	Approve Increase in Size of Board to Six Members	SH	Against	For
	directors, and these representatives could	provide an impo reholders. Mored	ortant control mechanism cons over, given that class A shareho	meaningful representation on the board of idering the company's capital structure if olders represent c. 90 percent of the equity

capital, the proposal for equal representation on the board appears balanced.

# **Compagnie Financiere Richemont SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
11	Amend Articles Re: Representatives of Holders of Category A and B Registered Shares	SH	Against	For
	directors, and these representatives could	l provide an important o preholders. Moreover, gi	povide shareholders with meaningful represent control mechanism considering the company's even that class A shareholders represent c. 90 j ers balanced.	capital structure if
	Management Proposals	Mgmt		
12	Transact Other Business (Voting)	Mgmt	For	Against
	Voter Rationale: Any Other Business shou	ld not be a voting item.		

## **Constellation Brands, Inc.**

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

Meeting Type: Annual

Primary ISIN: US21036P1084 Primary SEDOL: 2170473

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Jennifer M. Daniels	Mgmt	For	Withhold		
		We encourage the c		s about audit committee effectiveness in ally prohibiting or severely restricting the		
1.2	Elect Director Jeremy S. G. Fowden	Mgmt	For	For		
		at restrict investors' a ors are elected in clas	occess to courts, and reverse to sess rather than annually, but s	he measure or, at the very least, put the hareholders should have the opportunity to		
1.3	Elect Director Jose Manuel Madero Ga	rza 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.					
1.4	Elect Director Daniel J. McCarthy	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.					
2	Ratify KPMG LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.					
3	Advisory Vote to Ratify Named Executi Officers' Compensation	ive Mgmt	For	Against		
	Voter Rationale: A larger percentage of practice. Also, the remuneration commonsidered to be rewarding under perfection demonstrate shareholder value creation.	nittee should not allow Formance of peers. All	vesting of incentive awards for exceptional awards should be	clearly linked to performance and		

# **Consumer Portfolio Services, Inc.**

Meeting Date: 08/25/2022

Country: USA

Meeting Type: Annual

Ticker: CPSS

**Primary ISIN:** US2105021008

Primary SEDOL: 2223872

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Charles E. Bradley, Jr.	Mgmt	For	For
		e between executives rector to establish app the Chairman, and ac	and outside shareholders and propriate checks and balances t as a point of contact for shar	reholders, non-executive directors and
1.2	Elect Director Stephen H. Deckoff	Mgmt	For	For
1.3	Elect Director Louis M. Grasso	Mgmt	For	For
1.4	Elect Director William W. Grounds	Mgmt	For	For
1.5	Elect Director Brian J. Rayhill	Mgmt	For	For
	than 12 years lack balance. The nomin proportion of long standing directors to serve on committees that require absor membership could hamper the commit	ating committee shou o reduce the risk of er lute independence. To tee's impartiality and amper the committee	Ild take action to ensure an ap ntrenchment. Moreover, directo he audit committee should be i effectiveness. The nomination i's impartiality and effectivenes	ors with long board tenures should not fully independent and this director's committee should be majority independen s. Given that there has been meaningful
1.6	Elect Director William B. Roberts	Mgmt	For	Withhold
	Voter Rationale: The compensation con years. In particular, we believe the com including policies related to hedging an year's low support. Consequently, we w	nmittee has failed to r nd clawbacks. Moreov	emedy structural concerns rela er, the company has not disclo	ated to subpar performance metrics, sed shareholder engagement related to last
1.7	Elect Director James E. Walker, III	Mgmt	For	For
1.8	Elect Director Gregory S. Washer	Mgmt	For	Withhold
	appropriate balance of independence a than 12 years lack balance. The nomin proportion of long standing directors to serve on committees that require absor membership could hamper the commit and this director's membership could h board refreshment during the year und	nd objectivity. In add ating committee show oreduce the risk of er dute independence. The tee's impartiality and amper the committee fer review, the matter policies in place to in	ition, boards where more than old take action to ensure an ap otrenchment. Moreover, directo he audit committee should be a effectiveness. The nomination is impartiality and effectivenes owill be kept under review. Ho ocrease racial and gender divent	ors with long board tenures should not fully independent and this director's committee should be majority independent s. Given that there has been meaningful
1.9	Elect Director Daniel S. Wood	Mgmt	For	Withhold
	Voter Rationale: The compensation con years. In particular, we believe the com including policies related to hedging an	nmittee has failed to r	remedy structural concerns rela	

year's low support. Consequently, we will vote against the incumbent compensation committee members.

# **Consumer Portfolio Services, Inc.**

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

# **CorVel Corporation**

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

Meeting Type: Annual

membership could hamper the committee's impartiality and effectiveness.

Primary ISIN: US2210061097 Primary SEDOL: 2347277

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director V. Gordon Clemons	Mgmt	For	For
	support the Chairman, ensure orderl	y succession process	for the Chairman, and act as a	ropriate checks and balances on the Board, point of contact for shareholders, through the board Chairman are considered
1.2	Elect Director Steven J. Hamerslag	Mgmt	For	Withhold
	appropriate balance of independence years lack balance. The nominating of of long standing directors to reduce to committees that require absolute inde	and objectivity. Also, ommittee should take he risk of entrenchme ependence. The audi iality and effectivene	boards where more than a thing action to ensure an appropria ent. In addition, directors with a tommittee should be fully indiges. The nomination committee	ndent non-executive directors to ensure in of directors have served for more than 12 tely fresh board and reduce the proportion long board tenures should not serve on ependent and this director's membership should be majority independent and this
1.3	Elect Director Alan R. Hoops	Mgmt	For	Withhold
	appropriate balance of independence years lack balance. The nominating of of long standing directors to reduce to committees that require absolute inde	and objectivity. Also, ommittee should take he risk of entrenchme ependence. The audi	boards where more than a thing eaction to ensure an appropria ent. In addition, directors with t committee should be fully indi	ndent non-executive directors to ensure ird of directors have served for more than 12 tely fresh board and reduce the proportion long board tenures should not serve on ependent and this director's membership ee should be independent and this director's

## **CorVel Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director R. Judd Jessup	Mgmt	For	Withhold
	years lack balance. The nominating comr of long standing directors to reduce the r committees that require absolute indeper	d objectivity. Also, mittee should take risk of entrenchme ndence. The audit	boards where more than a the eaction to ensure an approprient. In addition, directors with t committee should be fully inc	ird of directors have served for more than 12 ately fresh board and reduce the proportion
1.5	Elect Director Jean H. Macino	Mgmt	For	Withhold
	years lack balance. The nominating common of long standing directors to reduce the n	d objectivity. Also, mittee should take risk of entrenchme ndence. The comp	boards where more than a the eaction to ensure an approprient. In addition, directors with pensation committee should be	ird of directors have served for more than 12 ately fresh board and reduce the proportion
1.6	Elect Director Jeffrey J. Michael	Mgmt	For	Withhold
		d objectivity. Also, mittee should take risk of entrenchmen ndence. Moreover, as their interests pendent and this of should be majon	boards where more than a the eaction to ensure an approprient. In addition, directors with directors who represent major may not be well aligned with director's membership could h	ird of directors have served for more than 12 ately fresh board and reduce the proportion long board tenures should not serve on or shareholders are not sufficiently the wider group of shareholders The amper the committee's impartiality and
2	Ratify Haskell & White LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have ha bringing in a new auditing firm.	d the same audito	or for a period of over 10 year	s should consider a plan or tender process for
3	Report on Steps to Improve Racial and	SH	Against	For

# **COSMOS Pharmaceutical Corp.**

Meeting Date: 08/23/2022 Country: Japan Ticker: 3349

Meeting Type: Annual

TICKCIT 33 13

Primary ISIN: JP3298400007 Primary SEDOL: B036QP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 40	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings - Authorize Board to Determine Income Allocation	Mgmt	For	Against

Voter Rationale: Excess cash should be returned to shareholders when it is not otherwise invested. Shareholders should retain the right to approve the company's dividend policy. Also, in-person shareholder meetings enable essential scruitiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.

# **COSMOS Pharmaceutical Corp.**

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

### **CRA International, Inc.**

Meeting Date: 07/19/2022

Country: USA

Meeting Type: Annual

Ticker: CRAI

Primary ISIN: US12618T1051

Primary SEDOL: 2240622

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Paul Maleh	Mgmt	For	For
	Voter Rationale: The roles of Chairman an important for securing a proper balance b should appoint a Lead Independent Direct ensure orderly succession process for the senior executives where normal channels	etween executives a for to establish appro Chairman, and act	nd outside shareholders and p opriate checks and balances c as a point of contact for share	preserving accountability. Also, the board on the Board, support the Chairman, eholders, non-executive directors and
1.2	Elect Director Thomas Avery	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: Severance payments show separate shareholder approval. Also, all ex- value creation in addition to and above the executives should include robust performations long period of time defined as at least thre	rceptional awards sh at expected of direct ance targets that rev	ould be clearly linked to perfo tors as a normal part of their	ormance and demonstrate shareholder jobs. In addition, incentive awards to

# **CRE Logistics REIT, Inc.**

Meeting Date: 09/28/2022

Country: Japan

Meeting Type: Special

Ticker: 3487

## **CRE Logistics REIT, Inc.**

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

## **Create SD Holdings Co., Ltd.**

Meeting Date: 08/26/2022

Country: Japan

Meeting Type: Annual

**Ticker:** 3148

**Primary ISIN:** JP3269940007

Primary SEDOL: B3V2XQ2

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

## **CSW Industrials, Inc.**

Meeting Date: 08/25/2022

Country: USA

Meeting Type: Annual

Ticker: CSWI

**Primary ISIN:** US1264021064

Primary SEDOL: BYQD1J6

### **CSW Industrials, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Joseph B. Armes	Mgmt	For	For	
	Voter Rationale: The roles of Chairman an important for securing a proper balance be			should be separated. Separation of roles is d preserving accountability.	
1.2	Elect Director Michael R. Gambrell	Mgmt	For	For	
1.3	Elect Director Bobby Griffin	Mgmt	For	For	
1.4	Elect Director Terry L. Johnston	Mgmt	For	For	
1.5	Elect Director Linda A. Livingstone	Mgmt	For	For	
1.6	Elect Director Anne B. Motsenbocker	Mgmt	For	For	
1.7	Elect Director Robert M. Swartz	Mgmt	For	For	
1.8	Elect Director J. Kent Sweezey	Mgmt	For	For	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	
	Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, a larger percentage of the equity awards should be tied				

disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers.

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

3 Advisory Vote on Say on Pay Frequency Mgmt One Year One Year
4 Ratify Grant Thornton LLP as Auditors Mgmt For For

### **Cushman & Wakefield plc**

**Meeting Date:** 09/21/2022 **Country:** United Kingdom

Meeting Type: Special

Ticker: CWK

**Primary SEDOL: BFZ4N46** 

Primary ISIN: GB00BFZ4N465

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

## Daikokutenbussan Co., Ltd.

Meeting Date: 08/24/2022

Country: Japan

Meeting Type: Annual

Ticker: 2791

Primary ISIN: JP3483050005

Primary SEDOL: 6713186

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

Voter Rationale: The Kansayaku statutory auditor board should be majority independent and work closely with the independent directors to ensure a robust system of oversight and internal control.

## **Daiwa Office Investment Corp.**

Meeting Date: 08/26/2022 Country: Japan Ticker: 8976

Meeting Type: Special

Primary ISIN: JP3046310003 Primary

Primary SEDOL: B0LNTF5

# **Daiwa Office Investment Corp.**

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

## **Daktronics, Inc.**

Meeting Date: 09/07/2022

Country: USA

Meeting Type: Annual

Ticker: DAKT

**Primary ISIN:** US2342641097

Primary SEDOL: 2254010

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Kevin P. McDermott	Mgmt	For	For
1.2	Elect Director Andrew Siegel	Mgmt	For	For
	Voter Rationale: Directors are elected in clawith directors regularly on their performan accountability.	asses rather than anr ce. The board should	nually, but shareholders should have the oppor I take immediate steps to declassify itself, there	tunity to communicate eby enhancing
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. Also, the company should put cla	wback provisions in p	ld be tied to performance conditions. At least s lace to enable it to re-coup funds should it ide hich were detrimental to the long-term interes	ntify any facts of
3	Ratify Deloitte & Touche, LLP as Auditors	Mgmt	For	For
4	Amend Qualified Employee Stock	Mgmt	For	For
4	Purchase Plan			

### Daseke, Inc.

Meeting Date: 07/06/2022 Country: USA Ticker: DSKE

Meeting Type: Annual

Primary ISIN: US23753F1075

Primary SEDOL: BF00KC6

### Daseke, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Brian Bonner	Mgmt	For	Withhold
	last year's low say-on-pay vote results. The establish compensation packages that rew or company founders are not sufficiently in independent and this director's membersh	e compensation comm vard strong performance andependent to serve of ip could hamper the co	performance because the company has not ade tittee should do more to respond to best practive and build shareholder value over time. All how key board committees. The audit committ committee's impartiality and effectiveness. The coould hamper the committee's impartiality and	ces in pay that help lso, former employees tee should be fully the compensation
1.2	Elect Director Don R. Daseke	Mgmt	For	For
1.3	Elect Director Catharine Ellingsen	Mgmt	For	Withhold
	increased performance-based metrics and	a decrease in discretion	quately respond to last year's low SOP vote. Con. Nevertheless, we would have liked to see constructure detailed in the SOP vote rationale bel	omprehensive
1.4	Elect Director Grant Garbers	Mgmt	For	For
1.5	Elect Director Melendy Lovett	Mgmt	For	For
1.6	Elect Director Charles "Chuck" F. Serianni	Mgmt	For	For
1.7	Elect Director Jonathan Shepko	Mgmt	For	For
1.8	Elect Director Ena Williams	Mgmt	For	Withhold
	increased performance-based metrics and	a decrease in discretion	quately respond to last year's low SOP vote. Co nn. Nevertheless, we would have liked to see co structure detailed in the SOP vote rationale bel	omprehensive
2	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	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, 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

### **DHI Group, Inc.**

Meeting Date: 07/13/2022 Ticker: DHX Country: USA

Meeting Type: Special

Primary ISIN: US23331S1006 Primary SEDOL: BWX70S9

## **DHI Group, Inc.**

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

#### **Dorian LPG Ltd.**

Meeting Date: 09/27/2022

Country: Marshall Isl

Meeting Type: Annual

Ticker: LPG

Primary ISIN: MHY2106R1100

Primary SEDOL: BM4QJF5

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John C. Hadjipateras	Mgmt	For	For
	Voter Rationale: The roles of Chairman important for securing a proper balance should appoint a Lead Independent Dinensure orderly succession process for the senior executives where normal channets.	e between executives ector to establish ap <sub>l</sub> the Chairman, and ac	and outside shareholders and propriate checks and balances on The transition of contact for shareh	eserving accountability. Also, the board the Board, support the Chairman, olders, non-executive directors and
1.2	Elect Director Malcolm McAvity	Mgmt	For	For
	Voter Rationale: Directors are elected in with directors regularly on their perform accountability.			
2	Ratify Deloitte Certified Public Accountants S.A. as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	ve Mgmt	For	Against
	Voter Rationale: A larger percentage of practice. In addition, severance paymer separate shareholder approval. Moreove performance, including in the event of and include robust and stretching perfolong period of time. Also, incentive awa and drive shareholder value over a sufficient should be clearly linked to performance directors as a normal part of their jobs. should it identify any facts of manipulatinterests of its shareholders. Lastly, con Hedging activity by executives should be	nts should not exceeder, on early terminating change of control. It is a change of control. It is a change of control. It is a change of control of ciently long period of and demonstrate should established on of reported indicappanies should established.	In two times annual pay. Larger se on, all share-based awards should Furthermore, incentive awards to ward strong performance and dri ould include robust performance to time defined as at least three you hareholder value creation in addition only should put clawback provision that actions we wish and disclose a policy on hedge	everance packages should be subject to d be time pro-rated and tested for executives should be clearly disclosed we shareholder value over a sufficiently targets that reward strong performance ears. As well as, all exceptional awards on to and above that expected of is in place to enable it to re-coup funds which were detrimental to the long-term ting of company stock by executives.

# **Duke Realty Corporation**

**Meeting Date:** 09/28/2022

Country: USA

Ticker: DRE

Meeting Type: Special

**Primary ISIN:** US2644115055 Primary SEDOL: 2284084

## **Duke Realty Corporation**

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

# **DXC Technology Company**

**Meeting Date:** 07/26/2022 Country: USA Ticker: DXC

Meeting Type: Annual

Primary ISIN: US23355L1061 **Primary SEDOL:** BYXD7B3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Mukesh Aghi	Mgmt	For	For
1b	Elect Director Amy E. Alving	Mgmt	For	For
1c	Elect Director David A. Barnes	Mgmt	For	For
1d	Elect Director Raul J. Fernandez	Mgmt	For	For
1e	Elect Director David L. Herzog	Mgmt	For	For
1f	Elect Director Dawn Rogers	Mgmt	For	For
1g	Elect Director Michael J. Salvino	Mgmt	For	For
	Voter Rationale: The roles of Chairman ar important for securing a proper balance b			ally should be separated. Separation of roles is and preserving accountability.
1h	Elect Director Carrie W. Teffner	Mgmt	For	For
1i	Elect Director Akihiko Washington	Mgmt	For	For
1j	Elect Director Robert F. Woods	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
		mpanies that have	e had the same auditor for	rs. There is value for investors in gaining new a long period of time should consider a plan or
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	1/ 1 2 / 1 2		, ,	

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

# **Dynatrace, Inc.**

Meeting Date: 08/24/2022

Country: USA

Meeting Type: Annual

Ticker: DT

**Primary ISIN:** US2681501092

Primary SEDOL: BJV2RD9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ambika Kapur Gadre	Mgmt	For	For
	Voter Rationale: Directors are elected in comments with directors regularly on their performant accountability.			ould have the opportunity to communicate declassify itself, thereby enhancing
1b	Elect Director Steve Rowland	Mgmt	For	For
1c	Elect Director Kenneth 'Chip' Virnig	Mgmt	For	Withhold
	to shareholder approval. Specifically, the be requirement to enact certain changes to to shareholder rights. Also, directors are elect communicate with directors regularly on to enhancing accountability.	he governing docume ted in classes rather	ents and the classified boar than annually, but sharehol	d, each of which adversely impacts ders should have the opportunity to
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
			_	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

# e.l.f. Beauty, Inc.

shareholder rights.

**Meeting Date:** 08/25/2022

Country: USA

Meeting Type: Annual

Ticker: ELF

Primary ISIN: US26856L1035

Primary SEDOL: BDDQ975

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Tarang Amin	Mgmt	For	For
	Voter Rationale: The roles of Chairn important for securing a proper bala			hould be separated. Separation of roles is preserving accountability.
1.2	Elect Director Tiffany Daniele	Mgmt	For	For
1.3	Elect Director Lori Keith	Mgmt	For	Withhold
	Voter Rationale: Changes in compar	ny bylaws or articles of y, the board's failure to	incorporation should not erode s remove, or subject to a sunset r	shareholders' rights and should be sub requirement, the supermajority vote

# e.l.f. Beauty, Inc.

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

# **Eagle Materials Inc.**

Meeting Date: 08/05/2022 Country: USA Ticker: EXP

Meeting Type: Annual

Primary ISIN: US26969P1084 Primary SEDOL: 2191399

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director George J. Damiris	Mgmt	For	For	
1b	Elect Director Martin M. Ellen	Mgmt	For	Against	
	Voter Rationale: We expect companies to expectation is that female directors comprant 30% in the future.			er diversity on the board. Our minimum ny of this size, with an aspiration to achieve	
1c	Elect Director David B. Powers	Mgmt	For	For	
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. 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.				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	

# **Eagle Pharmaceuticals, Inc.**

Meeting Date: 07/28/2022 Country: USA Ticker: EGRX

Meeting Type: Annual

Primary ISIN: US2697961082 Primary SEDOL: BJH7VB4

# **Eagle Pharmaceuticals, Inc.**

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

# easyJet Plc

Meeting Date: 07/20/2022 Country: United Kingdom Ticker: EZJ

Meeting Type: Special

Primary ISIN: GB00B7KR2P84 Primary SEDOL: B7KR2P8

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

#### **EC** Healthcare

Meeting Date: 08/23/2022 Country: Cayman Islands Ticker: 2138

Meeting Type: Annual

Primary ISIN: KYG3037S1021 Primary SEDOL: BMGGJ42

#### **EC** Healthcare

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

# **Educational Development Corporation**

Meeting Date: 07/06/2022 Ticker: EDUC Country: USA

Meeting Type: Annual

**Primary ISIN:** US2814791057 Primary SEDOL: 2305640

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

# **Educational Development Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	appropriate balance of independence and that require absolute independence. The a the committee's impartiality and effectiven could hamper the committee's impartiality independent lead director. Lastly, directors	objectivity. In addition, nudit committee should ness. The compensation and effectiveness. Also are elected in classes i	ude at least 50% independent non-executive directors with long board tenures should not be fully independent and this director's member committee should be independent and this dother than annually, but shareholders should be board should take immediate steps to declar	serve on committees pership could hamper irector's membership o serve as the have the opportunity
1.2	Elect Director Randall W. White	Mgmt	For	For
	support the Chairman, ensure orderly suc non-executive directors and senior executi inappropriate.	cession process for the ives where normal chan	irector to establish appropriate checks and ba Chairman, and act as a point of contact for si nels of communication through the board Cha	hareholders, hirman are considered
2	Ratify HoganTaylor LLP as Auditors  Voter Rationale: Companies that have had bringing in a new auditing firm.	Mgmt the same auditor for a	For period of over 10 years should consider a pla	For n or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	event of a change of control. In addition, a value creation in addition to and above the clawback provisions in place to enable it to bad faith actions which were detrimental t	all exceptional awards s at expected of directors o re-coup funds should to the long-term interes executives. Hedging act	uld be time pro-rated and tested for performa- hould be clearly linked to performance and de as a normal part of their jobs. Moreover, the it identify any facts of manipulation of reporte ts of its shareholders. Also, companies should ivity by executives should be prohibited as it p	emonstrate shareholder company should put ed indicators or other establish and disclose
4	Advisory Vote on Say on Pay Frequency	Mgmt	Two Years	One Year

#### **Electronic Arts Inc.**

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

Meeting Type: Annual

Primary ISIN: US2855121099 Primary SEDOL: 2310194

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kofi A. Bruce	Mgmt	For	For
1b	Elect Director Rachel A. Gonzalez	Mgmt	For	For
1c	Elect Director Jeffrey T. Huber	Mgmt	For	Against
				s that require absolute independence. The audit ter the committee's impartiality and effectiveness.
1d	Elect Director Talbott Roche	Mgmt	For	For
1e	Elect Director Richard A. Simonson	Mgmt	For	Against
				s that require absolute independence. The audit per the committee's impartiality and effectiveness.
1f	Elect Director Luis A. Ubinas	Mgmt	For	For

#### **Electronic Arts Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Heidi J. Ueberroth	Mgmt	For	For
1h	Elect Director Andrew Wilson	Mgmt	For	For
			lly different and generally should be separated. d outside shareholders and preserving account	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: The remuneration commic considered to be rewarding under perforn		vesting of incentive awards for below median	performance as this is
3	Ratify KPMG LLP as Auditors	Mgmt	For	Against
		mpanies that have ha	n for more than 20 years. There is value for inv d the same auditor for a long period of time sh v 10 years.	
4	Amend Omnibus Stock Plan	Mgmt	For	Against
		nould be eliminated. A	ddition, incentive plan features that allow for lo lso, on early termination, all share-based awar a change of control.	
5	Reduce Ownership Threshold for Shareholders to Call Special Meetings to 15%	Mgmt	For	For
	Voter Rationale: Holders of significant sha suitable threshold to prevent abuse.	re capital should be e	ntitled to call a special meeting. A total holding	requirement of 5% is a
6	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For
			nsation policies covering severance packages an merger or acquisition from the compensation p	

## **Elekta AB**

Meeting Date: 08/25/2022

Country: Sweden

Meeting Type: Annual

Ticker: EKTA.B

**Primary ISIN:** SE0000163628

Primary SEDOL: B0M42T2

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

#### **Elekta AB**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Acknowledge Proper Convening of Meeting	Mgmt	For	For
7	Receive Financial Statements and Statutory Reports	Mgmt		
8	Accept Financial Statements and Statutory Reports	Mgmt	For	For
9	Approve Allocation of Income and Dividends of SEK 2.40 Per Share	Mgmt	For	For
10.1	Approve Discharge of Board Member and Chair Laurent Leksell	Mgmt	For	For
10.2	Approve Discharge of Board Member Caroline Leksell Cooke	Mgmt	For	For
10.3	Approve Discharge of Board Member Johan Malmquist	Mgmt	For	For
10.4	Approve Discharge of Board Member Wolfgang Reim	Mgmt	For	For
10.5	Approve Discharge of Board Member Jan Secher	Mgmt	For	For
10.6	Approve Discharge of Board Member Birgitta Stymne Goransson	Mgmt	For	For
10.7	Approve Discharge of Board Member Cecilia Wikstrom	Mgmt	For	For
10.8	Approve Discharge of President and CEO Gustaf Salford	Mgmt	For	For
11.1	Determine Number of Members (8) of Board	Mgmt	For	For
11.2	Determine Number Deputy Members (0) of Board	Mgmt	For	For
12.1	Approve Remuneration of Directors in the Aggregate Amount of SEK 6.02 Million	Mgmt	For	For
12.2	Approve Remuneration of Auditors	Mgmt	For	For
13.1	Reelect Laurent Leksell as Director	Mgmt	For	For
13.2	Reelect Caroline Leksell Cooke as Director	Mgmt	For	For
13.3	Reelect Johan Malmquist as Director	Mgmt	For	Against
			er of directorships and ensure they have suff mpany situations requiring substantial amoun	
13.4	Reelect Wolfgang Reim as Director	Mgmt	For	For
13.5	Reelect Jan Secher as Director	Mgmt	For	For
13.6	Reelect Birgitta Stymne Goransson as Director	Mgmt	For	For
13.7	Reelect Cecilia Wikstrom as Director	Mgmt	For	For
13.8	Elect Kelly Londy as New Director	Mgmt	For	For

#### **Elekta AB**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13.9	Reelect Laurent Leksell as Board Chair	Mgmt	For	For
	support the Chairman, ensure orderly suc	ccession process for the	Director to establish appropriate checks and be e Chairman, and act as a point of contact for s nnels of communication through the board Ch	shareholders,
14	Ratify Ernst & Young as Auditors	Mgmt	For	For
15	Approve Remuneration Report	Mgmt	For	Against
	shareholder approval. The company shou manipulation of reported indicators or oth	ld put in place a proced her bad faith actions on	or s pay. Larger severance packages should be dure which would enable it, should it identify a the part of any of its executive directors and ders, to ensure that any funds wrongfully obta	ny facts of other key managers
16.a	Approve Performance Share Plan 2022	Mgmt	For	For
	reported indicators or other bad faith action	ons on the part of any	which would enable it, should it identify any factor of its executive directors and other key managure that any funds wrongfully obtained in such	ers which were
16.b	Approve Equity Plan Financing	Mgmt	For	For
17	Approve Equity Plan Financing of 2020, 2021 and 2022 Performance Share Plans	Mgmt	For	For
18.a	Authorize Share Repurchase Program	Mgmt	For	For
18.b	Authorize Reissuance of Repurchased Shares	Mgmt	For	For
	Shareholder Proposal Submitted by Thorwald Arvidsson	Mgmt		
19.a	Amend Articles Re: Editorial Changes	SH	Against	Against
	Voter Rationale: We do not support share sufficiently addressed by the company or		e we consider that the issue raised is not mate urdensome or impractical.	rial, is already
19.b	Amend Articles Re: Governance-Related	SH	None	Against
	Voter Rationale: We do not support share sufficiently addressed by the company or		e we consider that the issue raised is not mate urdensome or impractical.	rial, is already
19.c	Amend Procedures for Nomination Committee	SH	Against	Against
	Voter Rationale: We do not support share sufficiently addressed by the company or		e we consider that the issue raised is not mate urdensome or impractical.	rial, is already
19.d	Instruct Board to Investigate the Conditions for the Introduction of Performance-Based Remuneration for Members of the Board	SH	Against	Against
	Voter Rationale: We do not support share sufficiently addressed by the company or		e we consider that the issue raised is not mate urdensome or impractical.	rial, is already
	Management Proposal	Mgmt		
20	Close Meeting	Mgmt		

# **Emaar Properties PJSC**

Meeting Date: 09/21/2022

Country: United Arab Emirates

Meeting Type: Special

Ticker: EMAAR

Primary ISIN: AEE000301011

Primary SEDOL: B01RM25

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

### **EnerSys**

Meeting Date: 08/04/2022

Country: USA

Meeting Type: Annual

Ticker: ENS

Primary ISIN: US29275Y1029

Primary SEDOL: B020GQ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Howard I. Hoffen	Mgmt	For	Against
	Voter Rationale: For widely held compan appropriate balance of independence an than 12 years lack balance. The nominal proportion of long standing directors to annually, but shareholders should have to should take immediate steps to declassit	d objectivity. In addition of the committee should reduce the risk of entithe opportunity to continuous to continu	tion, boards where more than o Id take action to ensure an app trenchment. Moreover, director mmunicate with directors regu	a third of directors have served for more ropriately fresh board and reduce the s are elected in classes rather than
1.2	Elect Director David M. Shaffer	Mgmt	For	For
1.2 1.3	Elect Director David M. Shaffer Elect Director Ronald P. Vargo	Mgmt Mgmt	For For	For For

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.

### **EnerSys**

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

## Ennis, Inc.

Meeting Date: 07/14/2022

Country: USA

Meeting Type: Annual

Ticker: EBF

**Primary ISIN:** US2933891028

Primary SEDOL: 2316103

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John R. Blind	Mgmt	For	For
	Voter Rationale: Directors are elected in a with directors regularly on their performa accountability.			uld have the opportunity to communicate eclassify itself, thereby enhancing
1.2	Elect Director Barbara T. Clemens	Mgmt	For	For
1.3	Elect Director Michael J. Schaefer	Mgmt	For	Against
2		s. Mgmt	For	director's membership could hamper the For should consider a plan or tender process for
3	bringing in a new auditing firm.  Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	considered to be rewarding under perforn pro-rated and tested for performance, ind times annual pay. Larger severance packe awards should be clearly linked to perforn	mance of peers. Fu cluding in the even ages should be sub mance and demons Moreover, the comp	rthermore, on early termination t of a change of control. Also, s iect to a separate shareholder trate shareholder value creatio any should put clawback provis	everance payments should not exceed two approval. In addition, all exceptional on in addition to and above that expected o sions in place to enable it to re-coup funds
4	considered to be rewarding under perform pro-rated and tested for performance, inc times annual pay. Larger severance packs awards should be clearly linked to perform directors as a normal part of their jobs. M should it identify any facts of manipulatio	mance of peers. Fu cluding in the even ages should be sub mance and demons Moreover, the comp	rthermore, on early termination t of a change of control. Also, s iect to a separate shareholder trate shareholder value creatio any should put clawback provis	n, all share-based awards should be time reverance payments should not exceed two approval. In addition, all exceptional In in addition to and above that expected o sions in place to enable it to re-coup funds

## **Eurobank Ergasias Services & Holdings SA**

Meeting Date: 07/21/2022

Country: Greece

Meeting Type: Annual

Ticker: EUROB

Primary ISIN: GRS323003012

Primary SEDOL: BYZ43T4

# **Eurobank Ergasias Services & Holdings SA**

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

# **Experian Plc**

Meeting Date: 07/21/2022

**Country:** Jersey **Meeting Type:** Annual

Ticker: EXPN

Primary ISIN: GB00B19NLV48

Primary SEDOL: B19NLV4

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

## **Experian Plc**

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

#### **Far East Consortium International Limited**

**Meeting Date:** 08/30/2022 **Country:** Cayman Islands

Meeting Type: Annual

Ticker: 35

Primary ISIN: KYG3307Z1090 Primary SEDOL: 6331555

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

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

### **Far East Consortium International Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
5	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For			
6	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For			
7	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against			
		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.					
8	Authorize Repurchase of Issued Share Capital	Mgmt	For	For			
9	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against			
	Voter Rationale: Treasury stock, when re-issued without pre-emption rights, should be subject to the same limitations as newly issued stock.						
10	Approve Issuance of Bonus Shares	Mgmt	For	For			
11	Adopt New Share Option Scheme and Related Transactions	Mgmt	For	Against			
	approval as separate to reward strong I include robust and ng period of time. luding in the event of a v any facts of ther key managers ined in such manner						
12	Adopt Amended and Restated Memorandum and Articles of Association and Related Transactions	Mgmt	For	For			

#### FirstRand Ltd.

Meeting Date: 08/25/2022

Country: South Africa

Meeting Type: Special

Ticker: FSR

Primary ISIN: ZAE000066304

Primary SEDOL: 6606996

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

# **Fisher & Paykel Healthcare Corporation Limited**

Meeting Date: 08/24/2022

**Country:** New Zealand **Meeting Type:** Annual

Ticker: FPH

Primary ISIN: NZFAPE0001S2

Primary SEDOL: 6340250

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Lewis Gradon as Director	Mgmt	For	For
2	Elect Neville Mitchell as Director	Mgmt	For	For
3	Elect Donal O'Dwyer as Director	Mgmt	For	For
4	Elect Lisa McIntyre as Director	Mgmt	For	For
5	Elect Cather Simpson as Director	Mgmt	For	For
6	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
7	Approve Issuance of Performance Share Rights to Lewis Gradon	Mgmt	For	For
				should it identify any facts of manipulation of rs and other key managers which were
8	Voter Rationale: The company should put reported indicators or other bad faith action detrimental to the long-term interests of it it. Moreover, the long-term incentive plant	ons on the part of ts shareholders, t is linked to a sing plute and relative	f any of its executive director to ensure that any funds wro ple performance target. Comp financial metrics rather than	
8	Voter Rationale: The company should put reported indicators or other bad faith actic detrimental to the long-term interests of it it. Moreover, the long-term incentive plan performance criteria that reflect both absorbated by the stagger vesting to reward progressively be approve Issuance of Options to Lewis Gradon  Voter Rationale: The company should put reported indicators or other bad faith actic detrimental to the long-term interests of it it. Moreover, the long-term incentive plan	ons on the part of the shareholders, the shareholders, the shareholders and relative etter performance.  Mgmt  In place a proceed one on the part of the shareholders, the shareholders, the shareholders and relative.	f any of its executive director o ensure that any funds wro- nle performance target. Comp financial metrics rather than e.  For fure which would enable it, s f any of its executive director o ensure that any funds wro- nle performance target. Comp financial metrics rather than	rs and other key managers which were ingfully obtained in such manner are repaid to panies should base vesting levels on multiple a a single performance criterion, and should  For should it identify any facts of manipulation of its and other key managers which were
9	Voter Rationale: The company should put reported indicators or other bad faith actic detrimental to the long-term interests of it it. Moreover, the long-term incentive plan performance criteria that reflect both absorbated by the stagger vesting to reward progressively be approve Issuance of Options to Lewis Gradon  Voter Rationale: The company should put reported indicators or other bad faith actic detrimental to the long-term interests of it it. Moreover, the long-term incentive plan performance criteria that reflect both absorbers.	ons on the part of the shareholders, the shareholders, the shareholders, the shareholders and relative etter performance.  Mgmt  In place a procedure of the part of the shareholders, the shareholders is linked to a singulate and relative etter performance.	f any of its executive director o ensure that any funds wro- nle performance target. Comp financial metrics rather than e.  For fure which would enable it, s f any of its executive director o ensure that any funds wro- nle performance target. Comp financial metrics rather than	rs and other key managers which were ingfully obtained in such manner are repaid to panies should base vesting levels on multiple a single performance criterion, and should  For should it identify any facts of manipulation of rs and other key managers which were ingfully obtained in such manner are repaid to panies should base vesting levels on multiple
	Voter Rationale: The company should put reported indicators or other bad faith actic detrimental to the long-term interests of it it. Moreover, the long-term incentive plan performance criteria that reflect both absorbated by the Approve Issuance of Options to Lewis Gradon  Voter Rationale: The company should put reported indicators or other bad faith actic detrimental to the long-term incentive plan performance criteria that reflect both absorbated by the Stagger vesting to reward progressively be Approve 2022 Employee Stock Purchase	ons on the part of the shareholders, the shareholders, the shareholders and relative etter performance.  Mgmt  In place a proceed ons on the part of the shareholders, the shareholders and relative etter performance.  Mgmt  Mgmt	f any of its executive director to ensure that any funds wrongle performance target. Complinancial metrics rather than experience.  For  fure which would enable it, so f any of its executive director to ensure that any funds wrongle performance target. Complinancial metrics rather than experience.	rs and other key managers which were ingfully obtained in such manner are repaid to panies should base vesting levels on multiple a a single performance criterion, and should  For thould it identify any facts of manipulation of the rs and other key managers which were ingfully obtained in such manner are repaid to panies should base vesting levels on multiple a single performance criterion, and should

#### **Frasers Hospitality Trust**

Meeting Date: 09/12/2022 Country: Singapore Ticker: ACV

Meeting Type: Extraordinary Shareholders

Primary ISIN: SG1AA5000001 Primary SEDOL: BNG6J61

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

#### **Frasers Hospitality Trust**

Meeting Date: 09/12/2022

Country: Singapore

Meeting Type: Court

Ticker: ACV

Primary ISIN: SG1AA5000001

Primary SEDOL: BNG6J61

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

#### freee K.K.

Meeting Date: 09/29/2022

Country: Japan

Meeting Type: Annual

Ticker: 4478

**Primary ISIN:** JP3826520003

Primary SEDOL: BKLFVR7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	Mgmt	For	Against		
	Voter Rationale: In-person shareholder 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.					
2.1	Elect Director Sasaki, Daisuke	Mgmt	For	For		
2.2	Elect Director Togo, Sumito	Mgmt	For	For		
2.3	Elect Director Yokoji, Ryu	Mgmt	For	For		
2.4	Elect Director Yumi Hosaka Clark	Mgmt	For	For		

### **Genky DrugStores Co., Ltd.**

Meeting Date: 09/09/2022

Country: Japan

Meeting Type: Annual

Ticker: 9267

**Primary ISIN:** JP3282750003

Primary SEDOL: BF41GY9

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

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

### **Genky DrugStores Co., Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.2	Elect Director Yoshioka, Nobuhiro	Mgmt	For	Against		
	Voter Rationale: The board should establis objectivity.	sh one-third board inde	pendence to ensure appropriate balance of inc	lependence and		
3.3	Elect Director Yamagata, Hiroyuki	Mgmt	For	Against		
	Voter Rationale: The board should establis objectivity.	sh one-third board inde <sub>l</sub>	pendence to ensure appropriate balance of inc	lependence and		
3.4	Elect Director Kobayashi, Yuji	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
4	Elect Director and Audit Committee Member Kurokawa, Toshihiko	Mgmt	For	Against		
	Voter Rationale: The board should establis objectivity.	sh one-third board inde	pendence to ensure appropriate balance of inc	lependence and		
5	Approve Stock Option Plan	Mgmt	For	Against		
	Voter Rationale: This plan does not effects targets that reward strong performance as	, , ,	to performance. The board should introduce s lue over time.	tretching performance		

## **Global Blood Therapeutics, Inc.**

Meeting Date: 09/30/2022

Country: USA

Meeting Type: Special

Ticker: GBT

**Primary ISIN:** US37890U1088

Primary SEDOL: BZ05388

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

#### **GMO Internet, Inc.**

Meeting Date: 08/09/2022

Country: Japan

Meeting Type: Special

Ticker: 9449

**Primary ISIN:** JP3152750000

Primary SEDOL: 6170167

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

#### **Goodman Property Trust**

**Meeting Date:** 07/08/2022

Country: New Zealand

Meeting Type: Annual

Ticker: GMT

Primary ISIN: NZCPTE0001S9

Primary SEDOL: 6299192

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

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

#### **Graham Corporation**

Meeting Date: 07/27/2022

Country: USA

Meeting Type: Annual

Ticker: GHM

**Primary ISIN:** US3845561063

Primary SEDOL: 2380904

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Cari L. Jaroslawsky	Mgmt	For	Withhold
	and energy to discharge their roles prope In addition, directors are elected in classe	erly, particularly du es rather than ann	uring unexpected company situa qually, but shareholders should	orships to ensure they have sufficient time ations requiring substantial amounts of time have the opportunity to communicate with ssify itself, thereby enhancing accountability,
1.2	Elect Director Jonathan W. Painter	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	considered to be rewarding under perform and demonstrate shareholder value creat Moreover, severance payments should no shareholder approval. Furthermore, the c	mance of peers. In ion in addition to ot exceed two time company should pl	n addition, all exceptional award and above that expected of din es annual pay. Larger severance ut clawback provisions in place	packages should be subject to a separate
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
		ompanies that hav	e had the same auditor for a lo	There is value for investors in gaining new ng period of time should consider a plan or
4	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For

### **GREE**, Inc.

Meeting Date: 09/27/2022

Country: Japan

Meeting Type: Annual

**Ticker:** 3632

**Primary ISIN:** JP3274070006

Primary SEDOL: B3FJNX6

Proposal lumber	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 me physical meeting of the shareholders, and			management. There should be an annual
2.1	Elect Director Tanaka, Yoshikazu	Mgmt	For	Against
	Voter Rationale: The board lacks sufficient	t diversity to meet	our expectations.	
2.2	Elect Director Fujimoto, Masaki	Mgmt	For	For
2.3	Elect Director Oya, Toshiki	Mgmt	For	For
2.4	Elect Director Araki, Eiji	Mgmt	For	For
2.5	Elect Director Shino, Sanku	Mgmt	For	For
2.6	Elect Director Maeda, Yuta	Mgmt	For	For
2.7	Elect Director Yamagishi, Kotaro	Mgmt	For	For
2.8	Elect Director Natsuno, Takeshi	Mgmt	For	For
2.9	Elect Director Iijima, Kazunobu	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Matsushima, Kunihiro	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Shima, Koichi	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Watanabe, Nobuyuki	Mgmt	For	For
4	Approve Trust-Type Equity Compensation Plan	Mgmt	For	Against
	Voter Rationale: This plan does not effect targets that reward strong performance a			rd should introduce stretching performanc
5	Approve Transfer of Operations to Wholly Owned Subsidiary	Mgmt	For	For

## **Greenlight Capital Re, Ltd.**

**Meeting Date:** 07/26/2022

Country: Cayman Islands

Meeting Type: Annual

Ticker: GLRE

Primary ISIN: KYG4095J1094

Primary SEDOL: B1XRCZ3

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

# **Greenlight Capital Re, Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Voter Rationale: We oppose dual class struto allow for equal voting rights among sha	•	r enhanced voting rights. The company should	d amend its structure
1b	Elect David Einhorn as GLRE Director	Mgmt	For	For
	support the Chairman, ensure orderly suc non-executive directors and senior executi inappropriate. Furthermore, executive offic sufficient time and energy to discharge the	cession process for the ives where normal chan ers are expected to hole eir roles properly, partic ss structures with impal	Director to establish appropriate checks and bath Chairman, and act as a point of contact for some of communication through the board Chaird no more than one external directorships to cularly during unexpected company situations ired or enhanced voting rights. The company situations	hareholders, airman are considered ensure they have requiring substantial
1c	Elect Johnny Ferrari as GLRE Director	Mgmt	For	For
1d	Elect Ursuline Foley as GLRE Director	Mgmt	For	For
1e	Elect Leonard Goldberg as GLRE Director	Mgmt	For	Against
	committee should take action to ensure at the risk of entrenchment. Given that there at this time and the matter will be kept un	n appropriately fresh bo has been meaningful b oder review.However, w	e served for more than 12 years lack balance. hard and reduce the proportion of long standir. oard refreshment during the year under reviel e are still opposing this nominee because for v e directors to ensure appropriate balance of in	ng directors to reduce w, support is warranted widely held companies,
1f	Elect Victoria Guest as GLRE Director	Mgmt	For	For
1g	Elect Ian Isaacs as GLRE Director	Mgmt	For	For
	appropriate balance of independence and than 12 years lack balance. The nominatin proportion of long standing directors to re- committees that require absolute independ	objectivity. Furthermore og committee should ta duce the risk of entrend dence. The compensation and effectiveness. Give	lude at least 50% independent non-executive , boards where more than a third of directors ke action to ensure an appropriately fresh boa chment.Also, directors with long board tenures on committee should be independent and this in that there has been meaningful board refres ill be kept under review.	have served for more ord and reduce the or should not serve on director's membership
1h	Elect Bryan Murphy as GLRE Director	Mgmt	For	For
	appropriate balance of independence and than 12 years lack balance. The nominatin proportion of long standing directors to re committees that require absolute independ	objectivity. Furthermore og committee should tal duce the risk of entrend dence. The compensation and effectiveness. Give	lude at least 50% independent non-executive to boards where more than a third of directors ke action to ensure an appropriately fresh boa chment. Also, directors with long board tenure on committee should be independent and this in that there has been meaningful board refres till be kept under review.	have served for more ord and reduce the or should not serve on director's membership
1i	Elect Joseph Platt as GLRE Director	Mgmt	For	For
2a	Elect Simon Burton as Greenlight Re Subsidiary Director	Mgmt	For	For
2b	Elect David Einhorn as Greenlight Re Subsidiary Director	Mgmt	For	For
2c	Elect Johnny Ferrari as Greenlight Re Subsidiary Director	Mgmt	For	For
2d	Elect Ursuline Foley as Greenlight Re Subsidiary Director	Mgmt	For	For
2e	Elect Leonard Goldberg as Greenlight Re Subsidiary Director	Mgmt	For	For
2f	Elect Victoria Guest as Greenlight Re Subsidiary Director	Mgmt	For	For

#### **Greenlight Capital Re, Ltd.**

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

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

### **GSI Technology, Inc.**

Meeting Date: 08/25/2022 Country: USA Ticker: GSIT

Meeting Type: Annual

Primary ISIN: US36241U1060 Primary SEDOL: B00SMG3

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

### **GSI Technology, Inc.**

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

#### **GSK Plc**

Meeting Date: 07/06/2022 Country: United Kingdom

Meeting Type: Special

Ticker: GSK

Primary ISIN: GB0009252882 Primary SEDOL: 0925288

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

# **Haemonetics Corporation**

Meeting Date: 08/05/2022 Country: USA Ticker: HAE

Meeting Type: Annual

# **Haemonetics Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robert E. Abernathy	Mgmt	For	For
1.2	Elect Director Catherine M. Burzik	Mgmt	For	For
1.3	Elect Director Michael J. Coyle	Mgmt	For	For
1.4	Elect Director Charles J. Dockendorff	Mgmt	For	For
1.5	Elect Director Lloyd E. Johnson	Mgmt	For	For
1.6	Elect Director Mark W. Kroll	Mgmt	For	Withhold
			ve on committees that require absolute indep 's membership could hamper the committee's	
1.7	Elect Director Claire Pomeroy	Mgmt	For	For
1.8	Elect Director Christopher A. Simon	Mgmt	For	For
1.9	Elect Director Ellen M. Zane	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, the remuneration con is considered to be rewarding under perfo. Larger severance packages should be subj	mmittee should not allo rmance of peers. Mored iect to a separate share	be tied to performance conditions. At least 50 w vesting of incentive awards for below medioner, severance payments should not exceed the holder approval. Furthermore, all exceptional creation in addition to and above that expect	an performance as this wo times annual pay. awards should be
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same auditor for a	period of over 10 years should consider a pla	n or tender process for

### **Halma Plc**

Meeting Date: 07/21/2022

Country: United Kingdom

m **Ticker:** HLMA

Meeting Type: Annual

Primary ISIN: GB0004052071 Primary SEDOL: 0405207

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

#### **Halma Plc**

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

## **Hamilton Lane Incorporated**

Meeting Date: 09/01/2022 Country: USA

Meeting Type: Annual

Ticker: HLNE

Primary ISIN: US4074971064 Primary SEDOL: BF0SR29

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

## **Hamilton Lane Incorporated**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	impartiality and effectiveness. In addition, balances on the Board, support the Chairs shareholders, non-executive directors and are considered inappropriate. Moreover, cand should be subject to shareholder apprequirement, the multi-class share capital	the board should apport man, ensure orderly su I senior executives when hanges in company byla roval. Specifically, the b I structure and the class	Indent and this director's membership could have int a Lead Independent Director to establish a ccession process for the Chairman, and act as are normal channels of communication through aws or articles of incorporation should not eroward's failure to remove, or subject to a reasoutified board structure, which adversely impact voting rights. The company should amend its	appropriate checks and s a point of contact for n the board Chairman de shareholders' rights nable sunset shareholder rights.
1.2	Elect Director Mario L. Giannini	Mgmt	For	For
	Voter Rationale: The compensation committee should be independent and this director's membership could hamper the comimpartiality and effectiveness. In addition, changes in company bylaws or articles of incorporation should not erode sharehold rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a reasonable sequirement, the multi-class share capital structure and the classified board structure, which adversely impact shareholder rights, we oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to a equal voting rights among shareholders.			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			place to enable it to re-coup funds should it ic ich were detrimental to the long-term interest	
3	Amend Omnibus Stock Plan	Mgmt	For	For
	event of a change of control. Also, the con	mpany should put clawl	ould be time pro-rated and tested for perform back provisions in place to enable it to re-coup bad faith actions which were detrimental to th	o funds should it
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	d the same auditor for a	period of over 10 years should consider a pla	on or tender process for

## Hankyu Hanshin REIT, Inc.

Meeting Date: 08/25/2022 Country: Japan Ticker: 8977

Meeting Type: Special

Primary ISIN: JP3046320002 Primary SEDOL: B0LLJ37

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

## Hawkins, Inc.

Meeting Date: 08/04/2022

Country: USA

Meeting Type: Annual

Ticker: HWKN

**Primary ISIN:** US4202611095

Primary SEDOL: 2415594

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director James A. Faulconbridge	Mgmt	For	Withhold	
	appropriate balance of independence and	l objectivity. Also, I nittee should take isk of entrenchmen ndence. The audit of and effectiveness committee's impar	boards where more than a thin action to ensure an appropria nt. In addition, directors with committee should be fully inde s. The nomination committee tiality and effectiveness. More	ependent and this director's membership should be majority independent and this eover, we voted against this director as a	
1.2	Elect Director Patrick H. Hawkins	Mgmt	For	For	
1.3	Elect Director Yi "Faith" Tang	Mgmt	For	For	
1.4	Elect Director Mary J. Schumacher	Mgmt	For	Withhold	
	Voter Rationale: We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.				
1.5	Elect Director Daniel J. Stauber	Mgmt	For	For	
1.6	Elect Director James T. Thompson	Mgmt	For	Withhold	
	years lack balance. The nominating common of long standing directors to reduce the management of the standard process.	nittee should take of isk of entrenchment andence. The composition and effectiveness	action to ensure an appropria nt. In addition, directors with ensation committee should be s. The nomination committee	e independent and this director's membership	
1.7	Elect Director Jeffrey L. Wright	Mgmt	For	Withhold	
	appropriate balance of independence and years lack balance. The nominating comm of long standing directors to reduce the n committees that require absolute indepen could hamper the committee's impartiality membership could hamper the committee	objectivity. Also, I nittee should take isk of entrenchmen ndence. The audit of and effectiveness of simpartiality and oper the committee	boards where more than a thin action to ensure an appropria nt. In addition, directors with committee should be fully indeas. The compensation committe effectiveness. The nomination efsimpartiality and effectivene	ependent and this director's membership ee should be independent and this director's In committee should be majority independent ess. Moreover, we voted against this director	
1.8	Elect Director Jeffrey E. Spethmann	Mgmt	For	Withhold	
	Voter Rationale: We voted against this dir opportunity to approve the auditors annu		r of the audit committee beca	nuse shareholders should be given the	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	
	shareholder value over a sufficiently long	period of time def funds should it ide	fined as at least three years. A entify any facts of manipulatio	ts that reward strong performance and drive Also, the company should put clawback on of reported indicators or other bad faith	

#### **HDFC Bank Limited**

Meeting Date: 07/16/2022

Country: India

Meeting Type: Annual

Ticker: 500180

Primary ISIN: INE040A01034

Primary SEDOL: BK1N461

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
3	Approve Dividend	Mgmt	For	For
4	Reelect Renu Karnad as Director	Mgmt	For	For
5		ly, particularly during u	than one external directorships to ensure the inexpected company situations requiring subs	
6	Approve Payment of Additional Audit Fees to MSKA & Associates, Chartered Accountants and M.M. Nissim & Co. LLP, Chartered Accountants	Mgmt	For	For
7	Approve Reappointment and Remuneration of Renu Karnad as Non-Executive Director	Mgmt	For	For
8	Authorize Issuance of Unsecured Perpetual Debt Instruments, Tier II Capital Bonds and Long Term Bonds on Private Placement Basis	Mgmt	For	For

### **Healthcare Realty Trust Incorporated**

**Meeting Date:** 07/15/2022

Country: USA

Meeting Type: Special

Ticker: HR

**Primary ISIN:** US4219461047

Primary SEDOL: 2417921

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

### **Healthcare Trust of America, Inc.**

Meeting Date: 07/15/2022

Country: USA

Meeting Type: Special

Ticker: HTA

Primary ISIN: US42225P5017

Primary SEDOL: BT9QF28

### **Healthcare Trust of America, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Issue Shares in Connection with Merger	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	ance, including in the ull in connection with a \$2.2 million			
3	Adjourn Meeting	Mgmt	For	For

### **Helen of Troy Limited**

Meeting Date: 08/24/2022

Country: Bermuda

Meeting Type: Annual

Ticker: HELE

Primary ISIN: BMG4388N1065 Primary SEDOL: 2419530

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Julien R. Mininberg	Mgmt	For	For
1b	Elect Director Timothy F. Meeker	Mgmt	For	For
	effectiveness. The nomination committ committee's impartiality and effectiven support is warranted at this time and Director to establish appropriate checi	dependent and this of the should be majoring the should be majoring that there the matter will be kest and balances on the for shareholders, it	director's membership could ha ty independent and this directo e has been meaningful board re ept under review.Also, the boan the Board, support the Chairma non-executive directors and ser	amper the committee's impartiality and r's membership could hamper the efreshment during the year under review,
_	Elect Director Krista L. Berry	Mgmt	For	For
1c	Liect Director Krista L. Berry	Mymic	101	101
1c 1d	Elect Director Vincent D. Carson	Mgmt	For	For
	Elect Director Vincent D. Carson  Voter Rationale: Former employees ar	Mgmt e not sufficiently ind or's membership cou	For ependent to serve on key board ald hamper the committee's imp	For d committees. The compensation committee partiality and effectiveness. The nomination
	Voter Rationale: Former employees ar should be independent and this direct committee should be majority independent.	Mgmt e not sufficiently ind or's membership cou	For ependent to serve on key board ald hamper the committee's imp	For d committees. The compensation committee partiality and effectiveness. The nomination
1d	Elect Director Vincent D. Carson  Voter Rationale: Former employees ar should be independent and this direct committee should be majority independent effectiveness.	Mgmt e not sufficiently ind or's membership cou dent and this directo	For  Tependent to serve on key boan  Id hamper the committee's impor's membership could hamper	For d committees. The compensation committee partiality and effectiveness. The nomination the committee's impartiality and
1d	Elect Director Vincent D. Carson  Voter Rationale: Former employees ar should be independent and this direct committee should be majority independent effectiveness.  Elect Director Thurman K. Case	Mgmt e not sufficiently indoor's membership cou adent and this director  Mgmt	For Sependent to serve on key boar Indid hamper the committee's impor's membership could hamper  For	For  d committees. The compensation committee partiality and effectiveness. The nomination the committee's impartiality and  For
1d  1e  1f	Elect Director Vincent D. Carson  Voter Rationale: Former employees ar should be independent and this direct committee should be majority independent effectiveness.  Elect Director Thurman K. Case  Elect Director Tabata L. Gomez	Mgmt  e not sufficiently ind or's membership cou odent and this directo  Mgmt  Mgmt	For dependent to serve on key boar uld hamper the committee's imp or's membership could hamper  For  For	For  d committees. The compensation committee partiality and effectiveness. The nomination the committee's impartiality and  For  For

Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.

## **Helen of Troy Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Approve Grant Thornton LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	d the same auditor for	a period of over 10 years should consider a p	olan or tender process for

## Hill International, Inc.

Meeting Date: 07/06/2022 Country: USA Ticker: HIL

Meeting Type: Annual

Primary ISIN: US4314661012 Primary SEDOL: B01TPN3

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Declassify the Board of Directors	Mgmt	For	For
	Voter Rationale: The decision to declas accountability to shareholders and is a	•	lable. The annual election of dir	rectors provides greater board
2.1	Elect Director David Sgro	Mgmt	For	For
2.2	Elect Director Grant G. McCullagh	Mgmt	For	Withhold
				nd accounts. Substantial restatements or
	other serious problems are indicative of	of inadequate oversig	nt and controls by the audit con	mmittee.
2.3	other serious problems are indicative of Elect Director Sue Steele	of inadequate oversig.  Mgmt	nt and controis by the audit con For	<i>mmittee.</i> Withhold
2.3	Elect Director Sue Steele	Mgmt is responsible for the	For integrity of the annual report a	Withhold accounts. Substantial restatements or
2.3	Elect Director Sue Steele  Voter Rationale: The audit committee is	Mgmt is responsible for the of inadequate oversig	For integrity of the annual report a	Withhold accounts. Substantial restatements or
2.3	Voter Rationale: The audit committee of other serious problems are indicative of Advisory Vote to Ratify Named Execut Officers' Compensation  Voter Rationale: The company should imanipulation of reported indicators or	Mgmt  is responsible for the of inadequate oversign  ive Mgmt  put clawback provision other bad faith action disclose a policy on he	For  integrity of the annual report and the and controls by the audit controls  For  ons in place to enable it to re-controls which were detrimental to the edging of company stock by exceptions.	Withhold  Ind accounts. Substantial restatements or inmittee.  For  Sup funds should it identify any facts of its shareholders ecutives. Hedging activity by executives

## Hilltop Holdings, Inc.

Meeting Date: 07/21/2022 Country: USA Ticker: HTH

Meeting Type: Annual

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

## Hilltop Holdings, Inc.

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	appropriate balance of independence a than 12 years lack balance. The nomin proportion of long standing directors to	and objectivity. In add nating committee show o reduce the risk of e pendence. The compe	dition, boards where more than uld take action to ensure an ap, ntrenchment. Also, directors wi ensation committee should be i	ndent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the ith long board tenures should not serve on independent and this director's membership
1.2	Elect Director Tracy A. Bolt	Mgmt	For	For
1.3	Elect Director J. Taylor Crandall	Mgmt	For	For
1.4	Elect Director Hill A. Feinberg	Mgmt	For	For
1.5	Elect Director Gerald J. Ford	Mgmt	For	Withhold
	appropriate balance of independence a	and objectivity. Also, l Immittee should take	boards where more than a third action to ensure an appropriate	ndent non-executive directors to ensure d of directors have served for more than 12 ely fresh board and reduce the proportion
1.6	Elect Director Jeremy B. Ford	Mgmt	For	For
1.7	Elect Director J. Markham Green	Mgmt	For	Withhold
	than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute inde	nating committee show To reduce the risk of e	uld take action to ensure an ap <sub>l</sub> ntrenchment. Also, directors wi	a third of directors have served for more propriately fresh board and reduce the ith long board tenures should not serve on pendent and this director's membership
	could hamper the committee's impartion	ality and effectiveness	5.	
1.8	could hamper the committee's impartion	ality and effectiveness  Mgmt	5. For	Withhold
1.8	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held company appropriate balance of independence at than 12 years lack balance. The noming proportion of long standing directors to	Mgmt  anies, the board shou and objectivity. In add nating committee show to reduce the risk of expendence. The compe	For Id include at least 50% indeper lition, boards where more than uld take action to ensure an ap, ntrenchment. Also, directors wi ensation committee should be in	ndent non-executive directors to ensure a third of directors have served for more
1.8	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The noming proportion of long standing directors to committees that require absolute independence.	Mgmt  anies, the board shou and objectivity. In add nating committee show to reduce the risk of expendence. The compe	For Id include at least 50% indeper lition, boards where more than uld take action to ensure an ap, ntrenchment. Also, directors wi ensation committee should be in	ndent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the ith long board tenures should not serve on
	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute independent hamper the committee's imparticular.	Mgmt  anies, the board shou and objectivity. In add nating committee shou o reduce the risk of e pendence. The compe ality and effectiveness	For  Id include at least 50% indeper  Idition, boards where more than  uld take action to ensure an ap,  ntrenchment. Also, directors wiensation committee should be in	ndent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the ith long board tenures should not serve on ndependent and this director's membership
1.9	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The noming proportion of long standing directors to committees that require absolute independent hamper the committee's imparticular Director Charlotte Jones  Elect Director Lee Lewis	Mgmt  anies, the board shou and objectivity. In add nating committee shou o reduce the risk of ele pendence. The compe ality and effectiveness  Mgmt  Mgmt  anies, the board shou	For  Id include at least 50% independition, boards where more than uld take action to ensure an apportenchment. Also, directors with ensation committee should be insected.  For  For	ndent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the tith long board tenures should not serve on independent and this director's membership
1.9	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The noming proportion of long standing directors to committees that require absolute independent hamper the committee's imparticular Director Charlotte Jones  Elect Director Lee Lewis  Voter Rationale: For widely held compa	Mgmt  anies, the board shou and objectivity. In add nating committee shou o reduce the risk of ele pendence. The compe ality and effectiveness  Mgmt  Mgmt  anies, the board shou	For  Id include at least 50% independition, boards where more than uld take action to ensure an apportenchment. Also, directors with ensation committee should be insected.  For  For	ndent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the ith long board tenures should not serve on independent and this director's membership For Withhold
1.9 1.10	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute indecould hamper the committee's impartial Elect Director Charlotte Jones  Elect Director Lee Lewis  Voter Rationale: For widely held compappropriate balance of independence as	Mgmt  anies, the board shou and objectivity. In add nating committee shot o reduce the risk of e pendence. The compe ality and effectiveness  Mgmt  Mgmt  anies, the board shou and objectivity.	For  Id include at least 50% independition, boards where more than uld take action to ensure an apportenchment. Also, directors whensation committee should be infected.  For  For  Id include at least 50% independent.	ndent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the ith long board tenures should not serve on independent and this director's membership  For  Withhold indent non-executive directors to ensure
1.9 1.10	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute indecould hamper the committee's impartial Elect Director Charlotte Jones  Elect Director Lee Lewis  Voter Rationale: For widely held compappropriate balance of independence at Elect Director W. Robert Nichols, III  Voter Rationale: For widely held compappropriate balance of independence appropriate appropriate balance of independence appropriate appropriate appropriate appropriate appropriate appropriate appropriate appropriate appropriate appropri	Mgmt  anies, the board shou and objectivity. In add nating committee shou o reduce the risk of expendence. The composality and effectiveness  Mgmt  Mgmt  anies, the board shou and objectivity.  Mgmt  anies, the board shou and objectivity. Also, Is ammittee should take of	For  Id include at least 50% independition, boards where more that a appropriate for the formulation of the	ndent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the th long board tenures should not serve on independent and this director's membership  For  Withhold Indent non-executive directors to ensure  For
1.9 1.10	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute indecould hamper the committee's impartial Elect Director Charlotte Jones  Elect Director Lee Lewis  Voter Rationale: For widely held compappropriate balance of independence at Elect Director W. Robert Nichols, III  Voter Rationale: For widely held compappropriate balance of independence at years lack balance. The nominating companies that the sum of the properties of the properties and the properties and the properties of the properties and the properties are the properties and the pro	Mgmt  anies, the board shou and objectivity. In add nating committee shou o reduce the risk of expendence. The composality and effectiveness  Mgmt  Mgmt  anies, the board shou and objectivity.  Mgmt  anies, the board shou and objectivity. Also, Is ammittee should take of	For  Id include at least 50% independition, boards where more that a appropriate for the formulation of the	rident non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the ith long board tenures should not serve on independent and this director's membership  For Withhold indent non-executive directors to ensure If of directors have served for more than 12
1.9 1.10 1.11 1.12	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute independence in the could hamper the committee's impartice.  Elect Director Charlotte Jones  Elect Director Lee Lewis  Voter Rationale: For widely held compappropriate balance of independence at Elect Director W. Robert Nichols, III  Voter Rationale: For widely held compappropriate balance of independence at years lack balance. The nominating coof long standing directors to reduce the	Mgmt  anies, the board shou and objectivity. In add nating committee shou or reduce the risk of expendence. The compe ality and effectiveness  Mgmt  Mgmt  Annies, the board shou and objectivity.  Mgmt  Mgmt  Agmt  Mgmt  Anies, the board shou and objectivity. Also, is ammittee should take and risk of entrenchment	For  Ild include at least 50% independition, boards where more than uld take action to ensure an apportenchment. Also, directors when sation committee should be in a second to be in a second t	rident non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the propriately fresh board and reduce the property of the long board tenures should not serve on independent and this director's membership  For  Withhold Indent non-executive directors to ensure If of directors have served for more than 12 also fresh board and reduce the proportion
1.9 1.10 1.11 1.12	Elect Director William T. Hill, Jr.  Voter Rationale: For widely held compappropriate balance of independence at than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute indecould hamper the committee's impartial Elect Director Charlotte Jones  Elect Director Lee Lewis  Voter Rationale: For widely held compappropriate balance of independence at Elect Director W. Robert Nichols, III  Voter Rationale: For widely held compappropriate balance of independence at years lack balance. The nominating coof long standing directors to reduce the Elect Director Thomas C. Nichols  Elect Director Kenneth D. Russell	Mgmt  anies, the board shou and objectivity. In add nating committee shou or reduce the risk of expendence. The compe ality and effectiveness  Mgmt  Mgmt  Annies, the board shou and objectivity.  Mgmt  Annies, the board shou and objectivity. Also, is ammittee should take and or risk of entrenchment Mgmt  Mgmt  Mgmt  Mgmt  Mgmt  Mgmt  Anies, the board shou and objectivity. Also, is ammittee should take and objectivity.	For  Ild include at least 50% independition, boards where more than uld take action to ensure an apportment. Also, directors when a station committee should be in the station committee should include at least 50% independent of the station of the	redent non-executive directors to ensure a third of directors have served for more propriately fresh board and reduce the eith long board tenures should not serve on independent and this director's membership  For  Withhold  W

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

## Hilltop Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.16	Elect Director Jonathan S. Sobel	Mgmt	For	Withhold		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.					
1.17	Elect Director Robert C. Taylor, Jr.	Mgmt	For	For		
1.18	Elect Director Carl B. Webb	Mgmt	For	Withhold		
	appropriate balance of independence and	, objectivity. Also, boards ittee should take action	ude at least 50% independent non-executive where more than a third of directors have se to ensure an appropriately fresh board and re	rved for more than 12		
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, 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 Qualified Employee Stock Purchase Plan	Mgmt	For	For		
4	Ratify PricewaterhouseCoopers LLP as Auditors	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.			

## **Ichigo Office REIT Investment Corp.**

Meeting Date: 07/30/2022 Country: Japan Ticke

Meeting Type: Special

Ticker: 8975

Primary ISIN: JP3046300004 Primary SEDOL: B0LNCF6

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

### **ICICI Bank Limited**

Meeting Date: 08/30/2022

Country: India

Ticker: 532174

Meeting Type: Annual

Primary ISIN: INE090A01021

Primary SEDOL: BSZ2BY7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect Sandeep Batra as Director	Mgmt	For	For
			e than one external directorships to ensure the nexpected company situations requiring subst	
4	Approve MSKA & Associates, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Approve KKC & Associates LLP, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
6	Reelect Neelam Dhawan as Director	Mgmt	For	For
7	Reelect Uday Chitale as Director	Mgmt	For	For
8	Reelect Radhakrishnan Nair as Director	Mgmt	For	For
9	Elect Rakesh Jha as Director	Mgmt	For	For
10	Approve Appointment and Remuneration of Rakesh Jha as Whole Time Director Designated as Executive Director	Mgmt	For	For
11	Approve Revision in the Remuneration of Sandeep Bakhshi as Managing Director & ChiefExecutive Officer (MD & CEO)		For	For
12	Approve Revision in the Remuneration of Anup Bagchi as Executive Director	Mgmt	For	For
13	Approve Revision in the Remuneration of Sandeep Batra as Executive Director	Mgmt	For	For
14	Approve Revision in the Remuneration of Vishakha Mulye as Erstwhile Executive Director	Mgmt	For	For
15	Approve Material Related Party Transactions for Current Account Deposits	Mgmt s	For	For
16	Approve Material Related Party Transactions for Subscription of Securities Issued by Related Parties and Purchase of Securities from Related Parties		For	For
17	Approve Material Related Party Transactions for Sale of Securities to Related Parties	Mgmt	For	For

#### **ICICI Bank Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
18	Approve Material Related Party Transactions for Fund Based and Non-Fund Based Credit Facilities	Mgmt	For	For
19	Approve Material Related Party Transactions for Repurchase Transactions and Other Permitted Short-Term Borrowing Transactions	Mgmt	For	For
20	Approve Material Related Party Transactions for Reverse Repurchase Transactions and Other Permitted Short-Term Lending Transactions	Mgmt	For	For
21	Approve Material Related Party Transactions for Availing Manpower Services for Certain Activities of the Bank	Mgmt	For	For
22	Approve Material Related Party Transactions for Availing Insurance Services	Mgmt	For	For
23	Approve and Adopt ICICI Bank Employees Stock Unit Scheme - 2022	Mgmt	For	Against
	not exceed 20% on a fixed date. Also, ince	ntive awards to executi	price, except for an all-employee plan where wes should be clearly disclosed and include rowerholder value over a sufficiently long period c	bust and stretching
24	Approve Grant of Units to Eligible Employees of Select Unlisted Wholly Owned Subsidiaries Under ICICI Bank Employees Stock Unit Scheme - 2022	Mgmt	For	Against
	Votor Pationalas Ontiona abould be issued	at na lace than market	nuice execut for an all ampleyee plan where	the discount should

Voter Rationale: Options should be issued at no less than market price, except for an all-employee plan where the discount should not exceed 20% on a fixed date. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.

## **IG Group Holdings Plc**

Meeting Date: 09/21/2022 Country: United Kingdom

Meeting Type: Annual

Ticker: IGG

Primary ISIN: GB00B06QFB75

Primary SEDOL: B06QFB7

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

## **IG Group Holdings Plc**

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

## Immunovant, Inc.

**Meeting Date:** 08/17/2022

Country: USA

Meeting Type: Annual

Ticker: IMVT

**Primary ISIN:** US45258J1025

Primary SEDOL: BJRFSB7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter Salzmann	Mgmt	For	For
1.2	Elect Director Douglas Hughes	Mgmt	For	Withhold
	is that there be at least one female d performance. The compensation com	irector on the board mittee should do mo ance and build share	for a company of this size. Fore to respond to best pract Cholder value over time. Spa	d gender diversity on the board. Our expectation Also, executive pay is not in line with company tices in pay that help establish compensation ecifically, the consecutive years of high pay to the
1.3	Elect Director George Migausky	Mgmt	For	For

#### Immunovant, Inc.

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

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

#### **Industria de Diseno Textil SA**

Meeting Date: 07/12/2022 Country: Spain Ticker: ITX

Meeting Type: Annual

Primary ISIN: ES0148396007 Primary SEDOL: BP9DL90

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

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

#### **Industria de Diseno Textil SA**

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

#### **Infratil Ltd.**

Meeting Date: 08/25/2022

**Country:** New Zealand **Meeting Type:** Annual

Ticker: IFT

Primary ISIN: NZIFTE0003S3

**Primary SEDOL:** 6459286

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

## **Inter Parfums, Inc.**

**Meeting Date:** 09/09/2022

Country: USA

Meeting Type: Annual

Ticker: IPAR

**Primary ISIN:** US4583341098

Primary SEDOL: 2473150

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Jean Madar	Mgmt	For	For		
	Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. 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.					
1.2	Elect Director Philippe Benacin	Mgmt	For	For		
1.3	Elect Director Philippe Santi	Mgmt	For	For		

# **Inter Parfums, Inc.**

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Francois Heilbronn	Mgmt	For	Withhold
	committees that require absolute indepen- could hamper the committee's impartiality membership could hamper the committee and this director's membership could ham	objectivity. Moreon of committee should the risk of of dence. The audity and effectiveness's impartiality and per the committe	over, boards where more than a buld take action to ensure an ap- entrenchment. Also, directors wi committee should be fully inder is. The compensation committee d effectiveness. The nomination he's impartiality and effectivenes	third of directors have served for more propriately fresh board and reduce the ith long board tenures should not serve on pendent and this director's membership a should be independent and this director's committee should be majority independent
1.5	Elect Director Robert Bensoussan	Mgmt	For	Withhold
	Voter Rationale: For widely held companie appropriate balance of independence and years lack balance. The nominating commof long standing directors to reduce the rise	objectivity. Also, pittee should take	boards where more than a third action to ensure an appropriate	d of directors have served for more than 12
1.6	Elect Director Patrick Choel	Mgmt	For	Withhold
1.7	committees that require absolute indepen- could hamper the committee's impartiality membership could hamper the committee and this director's membership could ham	dence. The audit and effectivenes s impartiality and per the committe	committee should be fully indep is. The compensation committee d effectiveness. The nomination he's impartiality and effectivenes	e should be independent and this director's committee should be majority independen
1.8	Elect Director Veronique Gabai-Pinsky	Mgmt	For	Withhold
1.0	Voter Rationale: We voted against this din opportunity to approve the auditors annual	ector as a membe		
9	Elect Director Gilbert Harrison	Mgmt	For	For
1.10	Elect Director Michel Atwood	Mgmt	For	For
	Voter Rationale: Executive officers are exp and energy to discharge their roles proper			rships to ensure they have sufficient time titions requiring substantial amounts of time
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Companies should establi executives should be prohibited as it pote should put clawback provisions in place to or other bad faith actions which were deti	ntially severs mai enable it to re-c	nagement alignment with share oup funds should it identify any	holder interest. Moreover, the company facts of manipulation of reported indicator
3	Amend Stock Option Plan	Mgmt	For	For
	Voter Rationale: On early termination, all event of a change of control. Also, the con			d tested for performance, including in the

#### **IRESS Limited**

Meeting Date: 09/29/2022

Country: Australia

Meeting Type: Extraordinary Shareholders

Ticker: IRE

Primary ISIN: AU000000IRE2

Primary SEDOL: 6297497

Proposal Number	Proposal Text Pro	oponent	Mgmt Rec	Vote Instruction
1	Approve Grant of Equity Rights in Relation Mg to the 2022 Executive Remuneration Framework to Marcus Price	gmt	For	Against
	Voter Rationale: Incentive awards to executive reward strong performance and drive shareho.	,	2.	erformance targets to
2	Approve Grant of Performance Rights in Mg Relation to the 2022 Executive Remuneration Framework to Marcus Price	gmt	For	Against
	Voter Rationale: Performance shares should be relative performance.	e linked to clear and	stretching performance targets that reflect b	ooth absolute and
3	Approve Grant of Options to Marcus Price Mg	ymt	For	Against
	Voter Rationale: Incentive awards to executive reward strong performance and drive shareho, share-based awards should be time pro-rated	lder value over a suf	ficiently long period of time. Moreover, on ea	rly termination, all

#### Iteris, Inc.

Meeting Date: 09/08/2022

Country: USA

Meeting Type: Annual

Ticker: ITI

Primary ISIN: US46564T1079

Primary SEDOL: B0421J7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director J. Joseph "Joe" Bergera	Mgmt	For	For
1.2	Elect Director Gerard M. Mooney	Mgmt	For	For
1.3	Elect Director Laura L. Siegal	Mgmt	For	For
1.4	Elect Director Thomas L. Thomas	Mgmt	For	Against
	committee should be fully independent a	nd this director's r	membership could hampe	that require absolute independence. The audit or the committee's impartiality and effectiveness. To could hamper the committee's impartiality and
1.5	Elect Director Dennis W. Zank	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: A larger percentage of the	he equity awards s	should be tied to perform	nance conditions. At least 50% is a minimum good

Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, 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.

### Iteris, Inc.

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

#### ITO EN, LTD.

Meeting Date: 07/28/2022

Country: Japan

Meeting Type: Annual

Ticker: 2593

**Primary ISIN:** JP3143000002

Primary SEDOL: 6455789

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

## **Jazz Pharmaceuticals plc**

**Meeting Date:** 07/28/2022

Country: Ireland

Meeting Type: Annual

Ticker: JAZZ

Primary ISIN: IE00B4Q5ZN47

Primary SEDOL: B4Q5ZN4

# **Jazz Pharmaceuticals plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Jennifer E. Cook	Mgmt	For	For
1b	Elect Director Patrick G. Enright	Mgmt	For	For
1c	Elect Director Seamus Mulligan	Mgmt	For	For
1d	Elect Director Norbert G. Riedel	Mgmt	For	Against
			than one external directorships to ensure the nexpected company situations requiring subs	
2	Approve KPMG, Dublin as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the	-	out pre-emption rights should be undertaken	in exceptional
5	Adjourn Meeting	Mgmt	For	Against
	Voter Rationale: A vote AGAINST this prop	oosal is warranted, with	caution, given that support for Item 4 is not	warranted.

## JDC Corp. (Japan)

**Meeting Date:** 08/25/2022

Country: Japan

Meeting Type: Annual

Ticker: 1887

**Primary ISIN:** JP3707200006

**Primary SEDOL:** B17KTT1

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

## Joyful Honda Co. Ltd.

Meeting Date: 09/16/2022

Country: Japan

Meeting Type: Annual

**Ticker:** 3191

Primary ISIN: JP3392920009

Primary SEDOL: BKW7HH4

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

# **KeePer Technical Laboratory Co., Ltd.**

Meeting Date: 09/27/2022

Country: Japan

Meeting Type: Annual

Ticker: 6036

Primary ISIN: JP3236320002

Primary SEDOL: BVFNJ69

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For		
2.1	Elect Director Tani, Yoshimichi	Mgmt	For	For		
2.2	Elect Director Kaku, Toshiyuki	Mgmt	For	For		
2.3	Elect Director Suzuoki, Chikashi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.4	Elect Director Yajima, Hiroshi	Mgmt	For	Against		
	Voter Rationale: The board should establing objectivity.	sh one-third board	independence to ensure appro	ppriate balance of independence and		
2.5	Elect Director Miura, Kensuke	Mgmt	For	Against		

## **KeePer Technical Laboratory Co., Ltd.**

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

## **Kingstone Companies, Inc.**

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

Meeting Type: Annual

Primary ISIN: US4967191051 Primary SEDOL: B02NVQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Barry B. Goldstein	Mgmt	For	For
	important for securing a proper balance b board should appoint a Lead Independent ensure orderly succession process for the	etween executives and t Director to establish ap Chairman, and act as a	different and generally should be separated. outside shareholders and preserving accounta opropriate checks and balances on the Board, point of contact for shareholders, non-execu- igh the board Chairman are considered inappi	ability. In addition, the support the Chairman, tive directors and
1.2	Elect Director Meryl S. Golden	Mgmt	For	For
1.3	Elect Director Floyd R. Tupper	Mgmt	For	For
1.4	Elect Director William L. Yankus	Mgmt	For	For
1.5	Elect Director Carla A. D'Andre	Mgmt	For	For
1.6	Elect Director Timothy P. McFadden	Mgmt	For	For
2	Ratify Marcum LLP as Auditors	Mgmt	For	For

#### **Kingstone Companies, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	
	Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, companies should establish and disclose a policy on hedging of				

company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest. Furthermore, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests

of its shareholders

**Koc Holding A.S.** 

Meeting Date: 08/25/2022

Country: Turkey

Meeting Type: Special

Ticker: KCHOL.E

Primary ISIN: TRAKCHOL91Q8

Primary SEDOL: B03MVJ8

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

#### **Koninklijke Philips NV**

**Meeting Date:** 09/30/2022

Country: Netherlands

Meeting Type: Extraordinary Shareholders

Ticker: PHIA

Primary ISIN: NL0000009538 Primary SEDOL: 5986622

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

## Kusuri No Aoki Holdings Co., Ltd.

Meeting Date: 08/18/2022

Country: Japan

Meeting Type: Annual

**Ticker:** 3549

Primary ISIN: JP3266190002

Primary SEDOL: BYX8TV2

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

## L.K. Technology Holdings Limited

Meeting Date: 09/06/2022

Country: Cayman Islands

Meeting Type: Annual

Ticker: 558

Primary ISIN: KYG5548P1054

**Primary SEDOL:** B1FQ7Y2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3A1	Elect Chong Siw Yin as Director	Mgmt	For	For
	support the Chairman, ensure orderly su	iccession process foi	r the Chairman, and a	ish appropriate checks and balances on the Board, act as a point of contact for shareholders, ication through the board Chairman are considered
3A2	Elect Low Seow Chay as Director	Mgmt	For	Against
	independence and objectivity. Also, the committee's impartiality and effectivene.	audit committee sho ss. Moreover, the rer ee's impartiality and	nuld be fully independe muneration committee effectiveness. Lastly, i	ve directors to ensure appropriate balance of ent and this director's membership could hamper the e should be independent and this director's the nomination committee should be majority tiality and effectiveness.
3A3	Elect Look Andrew as Director	Mgmt	For	For

# L.K. Technology Holdings Limited

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

## **Lasertec Corp.**

Meeting Date: 09/28/2022 Country: Japan

Meeting Type: Annual

Ticker: 6920

**Primary ISIN:** JP3979200007 Primary SEDOL: 6506267

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

## **Lasertec Corp.**

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

## **La-Z-Boy Incorporated**

long period of time

Meeting Date: 08/30/2022 Country: USA Ticker: LZB

Meeting Type: Annual

Primary ISIN: US5053361078 Primary SEDOL: 2508405

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Erika L. Alexander	Mgmt	For	For
1.2	Elect Director Sarah M. Gallagher	Mgmt	For	For
1.3	Elect Director James P. Hackett	Mgmt	For	For
1.4	Elect Director Janet E. Kerr	Mgmt	For	For
	Voter Rationale: Directors with long boar compensation committee should be inde, effectiveness. Given that there has been time and the matter will be kept under re	pendent and this o meaningful board	director's membership could h	
1.5	Elect Director Michael T. Lawton	Mgmt	For	For
1.6	Elect Director W. Alan McCollough	Mgmt	For	For
	committee should be fully independent a The compensation committee should be	nd this director's r independent and t meaningful board	membership could hamper the this director's membership col	require absolute independence. The audit e committee's impartiality and effectiveness. uld hamper the committee's impartiality and under review, support is warranted at this
1.7	Elect Director Rebecca L. O'Grady	Mgmt	For	For
1.8	Elect Director Lauren B. Peters	Mgmt	For	For
1.9	Elect Director Melinda D. Whittington	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
		ompanies that hav	re had the same auditor for a	. There is value for investors in gaining new long period of time should consider a plan or
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against
	practice. Also, the remuneration committ	ree should not allo mance of peers. In	w vesting of incentive awards n addition, severance paymen	e conditions. At least 50% is a minimum good for below median performance as this is ats should not exceed two times annual pay.
4	Approve Omnibus Stock Plan	Mgmt	For	Against
				ds to executives should be clearly disclosed and drive shareholder value over a sufficiently

#### **Linde Plc**

Meeting Date: 07/25/2022

Country: Ireland
Meeting Type: Annual

Ticker: LIN

Primary ISIN: IE00BZ12WP82

Primary SEDOL: BZ12WP8

	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Stephen F. Angel	Mgmt	For	Against
	Voter Rationale: Retiring CEOs should in responsibility between executive management			t a proper balance of authority and
1b	Elect Director Sanjiv Lamba	Mgmt	For	For
1c	Elect Director Ann-Kristin Achleitner	Mgmt	For	For
1d	Elect Director Thomas Enders	Mgmt	For	For
1e	Elect Director Edward G. Galante	Mgmt	For	For
	Voter Rationale: A vote FOR the director	or nominees is warrar	nted.	
1f	Elect Director Joe Kaeser	Mgmt	For	For
1g	Elect Director Victoria E. Ossadnik	Mgmt	For	For
1h	Elect Director Martin H. Richenhagen	Mgmt	For	For
	Voter Rationale: In the context of incre members who have a good and recent			
1i	Elect Director Alberto Weisser	Mgmt	For	For
1j	Elect Director Robert L. Wood	Mgmt	For	Against
	Voter Rationale: This nominee is the le gender diverse and we expect compan	ies of this size to be a		
2-	the board, including the appointment of accountable for insufficient board diver	of two men to the boarsity.	ard in November of 2021. Accor	itment and maintain gender diversity on dingly, we will hold Robert Wood
2a	the board, including the appointment of	of two men to the boa		iitment and maintain gender diversity on
2a	the board, including the appointment of accountable for insufficient board divernable.  Ratify PricewaterhouseCoopers as Auditors  Voter Rationale: The company has eng	of two men to the boasity.  Mgmt  Taged the same audit  Companies that have	For firm for more than 20 years. The had the same auditor for a long	uitment and maintain gender diversity on dingly, we will hold Robert Wood Against here is value for investors in gaining new
2a 2b	the board, including the appointment of accountable for insufficient board diversible. Ratify PricewaterhouseCoopers as Auditors  Voter Rationale: The company has engineerspectives on finances and controls.	of two men to the boasity.  Mgmt  aged the same audit  Companies that have  uditing firm, ideally en	For firm for more than 20 years. The had the same auditor for a long	uitment and maintain gender diversity on dingly, we will hold Robert Wood  Against here is value for investors in gaining new
	the board, including the appointment of accountable for insufficient board diversible. Ratify PricewaterhouseCoopers as Auditors  Voter Rationale: The company has engineer perspectives on finances and controls. tender process for bringing in a new account and the second perspectives. Authorise Board to Fix Remuneration of Auditors  Voter Rationale: The company has engineer accounts and the second perspectives.	of two men to the boasity.  Mgmt  aged the same audit Companies that have uditing firm, ideally et of Mgmt  aged the same audit Companies that have	For  For  firm for more than 20 years. The had the same auditor for a longery 10 years  For  firm for more than 20 years. The had the same auditor for a longery 10 years. The had the same auditor for a longery than 20 years. The had the same auditor for a longery than 20 years.	uitment and maintain gender diversity on dingly, we will hold Robert Wood  Against  There is value for investors in gaining new g period of time should consider a plan of the Against  Against
	the board, including the appointment of accountable for insufficient board diversible. Ratify PricewaterhouseCoopers as Auditors  Voter Rationale: The company has engineerspectives on finances and controls. tender process for bringing in a new at Authorise Board to Fix Remuneration of Auditors  Voter Rationale: The company has engineerspectives on finances and controls.	of two men to the boasts;  Mgmt  aged the same audit Companies that have uditing firm, ideally et  Mgmt  aged the same audit Companies that have uditing firm, ideally et	For  For  firm for more than 20 years. The had the same auditor for a longery 10 years  For  firm for more than 20 years. The had the same auditor for a longery 10 years. The had the same auditor for a longery than 20 years. The had the same auditor for a longery than 20 years.	uitment and maintain gender diversity on dingly, we will hold Robert Wood  Against  There is value for investors in gaining new g period of time should consider a plan of the Against  Against
2b	the board, including the appointment of accountable for insufficient board diversus Ratify PricewaterhouseCoopers as Auditors  Voter Rationale: The company has engineer perspectives on finances and controls, tender process for bringing in a new at Authorise Board to Fix Remuneration of Auditors  Voter Rationale: The company has engineer perspectives on finances and controls, tender process for bringing in a new at Advisory Vote to Ratify Named Execution Officers' Compensation  Voter Rationale: A larger percentage of practice. In addition, the remuneration	of two men to the boasts.  Mgmt  aged the same audit Companies that have uditing firm, ideally et of Mgmt  aged the same audit Companies that have uditing firm, ideally et ve Mgmt  f the equity awards si committee should no erformance of peers.	For  For  firm for more than 20 years. The had the same auditor for a longery 10 years.  For  firm for more than 20 years. The had the same auditor for a longery 10 years.  For  For  For  For  For  For  For  Fo	uitment and maintain gender diversity on dingly, we will hold Robert Wood  Against  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, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

#### **Linde Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For
6	Adopt Simple Majority Vote	SH	Against	For
	Voter Rationale: Supermajority provisions policies.	create artificial barriers	for shareholders. Majority voting should be s	sufficient to change

## **Link Administration Holdings Limited**

Meeting Date: 08/22/2022 Country: Australia

Meeting Type: Special

Ticker: LNK

Primary ISIN: AU000000LNK2 Primary SEDOL: BYZBCY3

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

#### **Link Real Estate Investment Trust**

Meeting Date: 07/20/2022 Country: Hong Kong

Meeting Type: Annual

Ticker: 823

Primary ISIN: HK0823032773 Primary SEDOL: B0PB4M7

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

#### LivePerson, Inc.

Meeting Date: 08/04/2022

Country: USA

Meeting Type: Annual

Ticker: LPSN

Primary ISIN: US5381461012

Primary SEDOL: 2577052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Ernest Cu	Mgmt	For	For		
1.2	Elect Director Jill Layfield	Mgmt	For	For		
1.3	Elect Director William G. Wesemann	Mgmt	For	Withhold		
	the risk of entrenchment. Moreover, dire independence. The audit committee sho impartiality and effectiveness. The comp committee's impartiality and effectivenes	ctors with long board uld be fully independe ensation committee si ss. Also, directors are (	board and reduce the proportion of long stand tenures should not serve on committees that re nt and this director's membership could hampe nould be independent and this director's memb elected in classes rather than annually, but sha pir performance. The board should take immed	equire absolute er the committee's pership could hamper the preholders should have		
2	Ratify BDO USA, LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against		
	Voter Rationale: A larger percentage of t practice.	he equity awards shou	uld be tied to performance conditions. At least	50% is a minimum good		

## LiveRamp Holdings, Inc.

Meeting Date: 08/09/2022

Country: USA

Meeting Type: Annual

Ticker: RAMP

Primary ISIN: US53815P1084

Primary SEDOL: BGLN838

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Clark M. Kokich	Mgmt	For	For
	support the Chairman, ensure order	ly succession process	for the Chairman, and act as a	opriate checks and balances on the Board, point of contact for shareholders, through the board Chairman are considered
1b	Elect Director Kamakshi Sivaramakri	shnan Mamt	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. 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.

## **LiveRamp Holdings, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Amend Omnibus Stock Plan	Mgmt	For	Against
	range of corporate restructuring scenario	s and such provisions fa	the plan improperly allows for accelerated ves fil to reward performance. Rather, equity show In only to the extent that performance conditi	ld be rolled forward
3	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
4	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against
	considered to be rewarding under perfor Larger severance packages should be su	mance of peers. In addi bject to a separate shan	esting of incentive awards for below median ption, severance payments should not exceed teholder approval. Also, incentive awards to exdrive shareholder value over a sufficiently long	iwo times annual pay. Pecutives should include
5	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have habinging in a new auditing firm.	nd the same auditor for a	a period of over 10 years should consider a pla	an or tender process for

# **Luk Fook Holdings (International) Limited**

Meeting Date: 08/18/2022 Country: Bermuda Ticker: 590

Meeting Type: Annual

Primary ISIN: BMG5695X1258 Primary SEDOL: 6536156

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

## **Luk Fook Holdings (International) Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	Voter Rationale: Treasury stock, when re stock.	-issued without pre-emp	ption rights, should be subject to the same lin	nitations as newly issued

#### **LXI REIT PLC**

Meeting Date: 09/05/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: LXI

Primary ISIN: GB00BYQ46T41

Primary SEDOL: BYQ46T4

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

### Maeda Kosen Co., Ltd.

**Meeting Date:** 09/28/2022

Country: Japan

Meeting Type: Annual

**Ticker:** 7821

**Primary ISIN:** JP3861250003

Primary SEDOL: B1ZBYD5

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

### **Mahindra & Mahindra Limited**

Meeting Date: 08/19/2022 Country: India

Meeting Type: Court

**Ticker:** 500520

Primary ISIN: INE101A01026

**Primary SEDOL:** 6100186

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

## **Mandiant, Inc.**

Meeting Date: 07/07/2022 Country: USA Ticker: MNDT

Meeting Type: Annual

Primary ISIN: US5626621065

Primary SEDOL: BPH0580

### **Mandiant, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kevin R. Mandia	Mgmt	For	For
	Voter Rationale: We oppose dual class struto allow for equal voting rights among sha		r enhanced voting rights. The company should	d amend its structure
1b	Elect Director Enrique Salem	Mgmt	For	For
	Voter Rationale: We oppose dual class struto allow for equal voting rights among sha		r enhanced voting rights. The company should	d amend its structure
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Voter Rationale: Companies that have had bringing in a new auditing firm.  Advisory Vote to Ratify Named Executive Officers' Compensation		period of over 10 years should consider a pla	n or tender process for  Against
	Voter Rationale: The plan's structure and place disclosed and stretching performance target long-term plans; measuring company outcome rewarded for below-average performance. compensation packages that build sharehed incentive awards for below median performance exceptional awards should be clearly linked expected of directors as a normal part of the structure and part of the structure and performance.	ets; performance trigge comes against its appro, These and other appro older value over time. In mance as this is conside d to performance and d their jobs. Moreover, inc	sults are not sufficiently strong. Good practices for equity awards; using different metrics for equity awards; using different metrics for equity awards so that be sufficiently ensure that the compensation common addition, the remuneration committee should expert to be rewarding under performance of performance of performance of performance shareholder value creation in additional experts awards to executives should include rollue over a sufficiently long period of time definition.	or the short and executives are not mittee designs d not allow vesting of vers. Also, all ition to and above that bust performance
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

### Manning & Napier, Inc.

Meeting Date: 08/03/2022 Country: USA Ticker: MN

Meeting Type: Special

Primary ISIN: US56382Q1022 Primary SEDOL: B5L94X1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
		exceptional awards shou	nes annual pay. Larger severance packages sh uld be clearly linked to performance and demors rs as a normal part of their jobs.	
3	Adjourn Meeting	Mgmt	For	For

### **Mapletree Logistics Trust**

**Meeting Date:** 07/18/2022 Country: Singapore Ticker: M44U

Meeting Type: Annual

**Primary ISIN:** SG1S03926213 Primary SEDOL: B0D6P43

## **Mapletree Logistics Trust**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Adopt Report of the Trustee, Statement by the Manager, Audited Financial Statements and Auditors' Report	Mgmt	For	For		
	Voter Rationale: Shareholders should have	e the right to elect dire	ectors annually in order to hold them to accoun	nt.		
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For		
	Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.					
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against		
	Voter Rationale: Any increase in capital of circumstances only and fully justified by t	•	thout pre-emption rights should be undertaken	in exceptional		

# **Marks & Spencer Group Plc**

Meeting Date: 07/05/2022

**Country:** United Kingdom **Meeting Type:** Annual

Ticker: MKS

**Primary ISIN:** GB0031274896

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	Against
	day of employment with the Company	on 5 July 2022. How	ever, in line with best prac	nents as his notice is set to be served on his last ctice, his formal notice should have commenced has given rise to a "notice of notice" scenario.
3	Re-elect Archie Norman as Director	Mgmt	For	For
4	Re-elect Eoin Tonge as Director	Mgmt	For	For
5	Re-elect Evelyn Bourke as Director	Mgmt	For	For
6	Re-elect Fiona Dawson as Director	Mgmt	For	For
7	Re-elect Andrew Fisher as Director	Mgmt	For	For
8	Re-elect Andy Halford as Director	Mgmt	For	For
9	Re-elect Tamara Ingram as Director	Mgmt	For	For
10	Re-elect Justin King as Director	Mgmt	For	For
11	Re-elect Sapna Sood as Director	Mgmt	For	For
12	Elect Stuart Machin as Director	Mgmt	For	For
13	Elect Katie Bickerstaffe as Director	Mgmt	For	For

## **Marks & Spencer Group Plc**

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

# **McKesson Corporation**

Meeting Date: 07/22/2022

Country: USA

Meeting Type: Annual

Ticker: MCK

**Primary ISIN:** US58155Q1031

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Richard H. Carmona	Mgmt	For	For		
1b	Elect Director Dominic J. Caruso	Mgmt	For	For		
1c	Elect Director W. Roy Dunbar	Mgmt	For	For		
1d	Elect Director James H. Hinton	Mgmt	For	For		
1e	Elect Director Donald R. Knauss	Mgmt	For	For		
1f	Elect Director Bradley E. Lerman	Mgmt	For	For		
1g	Elect Director Linda P. Mantia	Mgmt	For	For		
1h	Elect Director Maria Martinez	Mgmt	For	Against		
	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					
1i	Elect Director Susan R. Salka	Mgmt	For	For		

## **McKesson Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Brian S. Tyler	Mgmt	For	For
				ships to ensure they have sufficient time tions requiring substantial amounts of time.
1k	Elect Director Kathleen Wilson-Thompso	n Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
		ompanies that hav	ve had the same auditor for a lon	here is value for investors in gaining new g period of time should consider a plan or
		Mannet	For	Against
3	Advisory Vote to Ratify Named Executive Officers' Compensation	: Mgmt	101	
3	Officers' Compensation  Voter Rationale: The remuneration common considered to be rewarding under performance of the control o	nittee should not a mance of peers. I bject to a separati	allow vesting of incentive awards in addition, severance payments e shareholder approval. Moreove	for below median performance as this is should not exceed two times annual pay. r, all exceptional awards should be clearly
3	Officers' Compensation  Voter Rationale: The remuneration common considered to be rewarding under performance packages should be surprised to performance and demonstrate.	nittee should not a mance of peers. I bject to a separati	allow vesting of incentive awards in addition, severance payments e shareholder approval. Moreove	for below median performance as this is should not exceed two times annual pay. r, all exceptional awards should be clearly
	Officers' Compensation  Voter Rationale: The remuneration commensation considered to be rewarding under performance packages should be suffined to performance and demonstrate part of their jobs.  Approve Omnibus Stock Plan	nittee should not a mance of peers. I bject to a separat shareholder value Mgmt cutives should be	allow vesting of incentive awards in addition, severance payments i e shareholder approval. Moreove creation in addition to and above For clearly disclosed and include rob	for below median performance as this is should not exceed two times annual pay. If all exceptional awards should be clearly that expected of directors as a normal.  For ust and stretching performance targets to
	Officers' Compensation  Voter Rationale: The remuneration commensation considered to be rewarding under performance should be suffixed to performance and demonstrate part of their jobs.  Approve Omnibus Stock Plan  Voter Rationale: Incentive awards to execute the stock of the s	nittee should not a mance of peers. I bject to a separat shareholder value Mgmt cutives should be	allow vesting of incentive awards in addition, severance payments i e shareholder approval. Moreove creation in addition to and above For clearly disclosed and include rob	for below median performance as this is should not exceed two times annual pay. If all exceptional awards should be clearly that expected of directors as a normal.  For ust and stretching performance targets to
4	Officers' Compensation  Voter Rationale: The remuneration commensation considered to be rewarding under performance severance packages should be suffixed to performance and demonstrate part of their jobs.  Approve Omnibus Stock Plan  Voter Rationale: Incentive awards to exercise severance and drive should be suffixed to performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and demonstrate should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and drive should be suffixed to the several strong performance and d	nittee should not a mance of peers. I bject to a separati shareholder value Mgmt cutives should be areholder value ou	allow vesting of incentive awards in addition, severance payments a e shareholder approval. Moreove creation in addition to and above For clearly disclosed and include rob ver a sufficiently long period of ti	for below median performance as this is should not exceed two times annual pay. It, all exceptional awards should be clearly to that expected of directors as a normal.  For the stretching performance targets to the should be clearly the should be
4	Officers' Compensation  Voter Rationale: The remuneration commensation to be rewarding under performance packages should be surprised to performance and demonstrate part of their jobs.  Approve Omnibus Stock Plan  Voter Rationale: Incentive awards to exercive at strong performance and drive should be suppressed to the part of their jobs.  Amend Qualified Employee Stock Purchase Plan  Reduce Ownership Threshold for Shareholders to Call Special Meeting	nittee should not a mance of peers. I bject to a separati shareholder value Mgmt cutives should be areholder value of Mgmt	allow vesting of incentive awards in addition, severance payments are shareholder approval. Moreove creation in addition to and above For clearly disclosed and include robuser a sufficiently long period of tile.  Against	for below median performance as this is should not exceed two times annual pay. If all exceptional awards should be clearly to that expected of directors as a normal.  For the stretching performance targets to the stretching performance targets the stretching performance targets to the stretching performance targets the stretching perf

## Mercari, Inc.

Meeting Date: 09/28/2022

Country: Japan

Meeting Type: Annual

Ticker: 4385

**Primary ISIN:** JP3921290007

**Primary SEDOL:** BG0GM14

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

#### **Mercury NZ Limited**

Meeting Date: 09/22/2022

**Country:** New Zealand **Meeting Type:** Annual

Ticker: MCY

Primary ISIN: NZMRPE0001S2

Primary SEDOL: B8W6K56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect James Bruce Miller as Director	Mgmt	For	For
2	Elect Lorraine Witten as Director	Mgmt	For	Against
	Voter Rationale: Directors are expected to discharge their role properly, particular			and ensure they have sufficient time and energy quiring substantial amounts of time.
3	Elect Susan Peterson as Director	Mgmt	For	For
	Voter Rationale: Directors are expected to discharge their role properly, particul			and ensure they have sufficient time and energy quiring substantial amounts of time.

#### Mesa Laboratories, Inc.

**Meeting Date:** 08/26/2022

Country: USA

Meeting Type: Annual

Ticker: MLAB

Primary ISIN: US59064R1095 Primary SEDOL: 2553814

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jennifer S. Alltoft	Mgmt	For	For
1.2	Elect Director Shiraz S. Ladiwala	Mgmt	For	For
1.3	Elect Director Shannon M. Hall	Mgmt	For	For
1.4	Elect Director Tony Tripeny	Mgmt	For	For
1.5	Elect Director Gary M. Owens	Mgmt	For	For
1.6	Elect Director John B. Schmieder	Mgmt	For	For
1.7	Elect Director John J. Sullivan	Mgmt	For	For
	support the Chairman, ensure orderly	succession process	for the Chairman, and act as a	ropriate checks and balances on the Board, a point of contact for shareholders, through the board Chairman are considered
2	Advisory Vote to Ratify Named Executi Officers' Compensation	ve 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, 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.

### Mesa Laboratories, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Ratify Plante & Moran, PLLC 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	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year		

### **Metcash Limited**

Meeting Date: 09/07/2022

Country: Australia

Meeting Type: Annual

Ticker: MTS

Primary ISIN: AU000000MTS0

Primary SEDOL: B0744W4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Mark Johnson as Director	Mgmt	For	For
2b	Elect Peter Birtles as Director	Mgmt	For	For
2c	Elect Helen Nash as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive articulate how executives performed of prior year performance, as well as ou	shareholder value ov against historic perfor tlining forward-lookin formance and demon	er a sufficiently long period o mance targets. The board sh g targets that underpin long-	robust and stretching performance targets to of time. Also, the remuneration report does not ould articulate how bonus payments reflect term incentive plans. Further, all exceptional ation in addition to and above that expected of
	unectors as a normal part of their job	<i>3.</i>		

## **Methode Electronics, Inc.**

Meeting Date: 09/14/2022

Country: USA

Meeting Type: Annual

Ticker: MEI

**Primary ISIN:** US5915202007

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

## **Methode Electronics, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Therese M. Bobek	Mgmt	For	For
1d	Elect Director Brian J. Cadwallader	Mgmt	For	Against
	Voter Rationale: Executive pay is not in year's low say-on-pay vote results. The establish compensation packages that I	compensation comi	mittee should do more to respoi	
1e	Elect Director Bruce K. Crowther	Mgmt	For	Against
	Voter Rationale: Executive pay is not in year's low say-on-pay vote results. The establish compensation packages that it	compensation comi	mittee should do more to respoi	
1f	Elect Director Darren M. Dawson	Mgmt	For	For
1g	Elect Director Donald W. Duda	Mgmt	For	For
1h	Elect Director Janie Goddard	Mgmt	For	Against
				rships to ensure they have sufficient time tions requiring substantial amounts of time
1i	Elect Director Mary A. Lindsey	Mgmt	For	For
<b>1</b> j	Elect Director Angelo V. Pantaleo	Mgmt	For	For
1k	Elect Director Mark D. Schwabero	Mgmt	For	For
11	Elect Director Lawrence B. Skatoff	Mgmt	For	Against
				quire absolute independence. The audit ommittee's impartiality and effectiveness.
2	Approve Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: This plan could lead to pro-rated and tested for performance, i			hare-based awards should be time
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		Companies that have	e had the same auditor for a lor	here is value for investors in gaining new ng period of time should consider a plan or
4	Advisory Vote to Ratify Named Executive Officers' Compensation	ve Mgmt	For	Against
	<u> </u>			d take action where a substantial proportion

## **MGM China Holdings Limited**

Meeting Date: 09/09/2022 Country: Cayman Islands Ticker: 2282

Meeting Type: Extraordinary Shareholders

**Primary ISIN:** KYG607441022 **Primary SEDOL:** B4P8HQ1

## **MGM China Holdings Limited**

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

### **Microchip Technology Incorporated**

Meeting Date: 08/23/2022 Country: USA Ticker: MCHP

Meeting Type: Annual

Primary ISIN: US5950171042 Primary SEDOL: 2592174

and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts  1.7 Elect Director Steve Sanghi Mgmt For For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the 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 continappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts.	Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more years lack balance. The nominating committees should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve committees that require absolute independence. The audit committee should be fully independent and this director's member could hamper the committee's impartiality and effectiveness.  1.2 Elect Director Esther L. Johnson Mgmt For For  1.3 Elect Director Karlton D. Johnson Mgmt For For  1.4 Elect Director Wade F. Meyercord Mgmt For Against  Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to en appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the prop of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve committees that require absolute independence. The audit committee shull be fully independent and this director's member could hamper the committee's impartiality and effectiveness.  1.5 Elect Director Ganesh Moorthy Mgmt For For  1.6 Elect Director Karen M. Rapp Mgmt For Against  Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts from 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 con inappropriate. Also, executive officers are expect	1.1	Elect Director Matthew W. Chapman	Mgmt	For	Against		
Elect Director Karlton D. Johnson Mgmt For For Against  1.4 Elect Director Wade F. Meyercord Mgmt For Against  Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to en appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more vears lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve committees that require absolute independence. The audit committee should be fully independent and this director's member could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's member should hamper the committee's impartiality and effectiveness.  1.5 Elect Director Ganesh Moorthy Mgmt For For  1.6 Elect Director Karen M. Rapp Mgmt For Against  Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts 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 con inappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts time.		appropriate balance of independence ar years lack balance. The nominating con of long standing directors to reduce the committees that require absolute indepe	nd objectivity. Also, mittee should take risk of entrenchme endence. The audit	boards where more than a action to ensure an approp ent. In addition, directors wi committee should be fully it	third of directors have served for more than 12 priately fresh board and reduce the proportion th long board tenures should not serve on		
Elect Director Wade F. Meyercord Mgmt For Against  Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to en appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the property of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve committees that require absolute independence. The audit committee should be fully independent and this director's member could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this dimembership could hamper the committee's impartiality and effectiveness.  1.5 Elect Director Ganesh Moorthy Mgmt For For  Elect Director Karen M. Rapp Mgmt For Against  Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts support the Chairman, ensure orderly succession process for the Chairman, and senior executive directors and senior executives where normal channels of communication through the board Chairman are con inappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts.	1.2	Elect Director Esther L. Johnson	Mgmt	For	For		
Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to en appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the prop of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve committees that require absolute independence. The audit committee should be fully independent and this director's member could hamper the committee's impartiality and effectiveness.  1.5 Elect Director Ganesh Moorthy Mgmt For For  1.6 Elect Director Karen M. Rapp Mgmt For Against  Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts 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 coninappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient in any energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts.	1.3	Elect Director Karlton D. Johnson	Mgmt	For	For		
appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the prop of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve committees that require absolute independence. The audit committee should be fully independent and this director's member could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this dimembership could hamper the committee's impartiality and effectiveness.  1.5 Elect Director Ganesh Moorthy Mgmt For For  1.6 Elect Director Karen M. Rapp Mgmt For Against  Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts  1.7 Elect Director Steve Sanghi Mgmt For For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the assupport 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 continappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have suffit time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts time.	1.4	Elect Director Wade F. Meyercord	Mgmt	For	Against		
Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts.  1.7 Elect Director Steve Sanghi Mgmt For For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the 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 continappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts.	1.5	. ,	, ,		For		
and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts  1.7 Elect Director Steve Sanghi Mgmt For For  Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the 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 continappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts.	1.6	Elect Director Karen M. Rapp	Mgmt	For	Against		
Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the 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 continappropriate. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amount 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.					
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 coninappropriate. 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 ambitime.	1.7	Elect Director Steve Sanghi	Mgmt	For	For		
		support the Chairman, ensure orderly s non-executive directors and senior exec inappropriate. Also, executive officers a time and energy to discharge their roles	uccession process a utives where norma re expected to hold	for the Chairman, and act as al channels of communicatio I no more than one external	s a point of contact for shareholders, on through the board Chairman are considered directorships to ensure they have sufficient		
2 Ratify Ernst & Young LLP as Auditors Mgmt For Against	2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against		

tender process for bringing in a new auditing firm, ideally every 10 years.

#### **Microchip Technology Incorporated**

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, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.

#### Midea Group Co. Ltd.

Ticker: 000333 Meeting Date: 08/19/2022 Country: China

Meeting Type: Special

Primary ISIN: CNE100001QQ5 Primary SEDOL: BDVHRJ8

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

### Midea Group Co. Ltd.

Meeting Date: 09/16/2022 Country: China Ticker: 000333

Meeting Type: Special

Primary ISIN: CNE100001QQ5

Primary SEDOL: BDVHRJ8

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

#### Milestone Pharmaceuticals Inc.

Ticker: MIST Meeting Date: 07/05/2022 Country: Canada

Meeting Type: Annual/Special

Primary ISIN: CA59935V1076 Primary SEDOL: BGRX6Q1

#### Milestone Pharmaceuticals Inc.

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

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

#### Miller Industries, Inc.

Meeting Date: 09/23/2022 Country: USA Ticker: MLR

Meeting Type: Annual

TIGHTOTT TIER

Primary ISIN: US6005512040 Primary SEDOL: 2801193

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Theodore H. Ashford, III	Mgmt	For	Withhold
	Voter Rationale: We voted against this di opportunity to approve the auditors annu		ber of the audit committee	because shareholders should be given the
1.2	Elect Director A. Russell Chandler, III	Mgmt	For	Withhold
	Voter Rationale: For widely held companie	es, the board sho	ould include at least 50% ir	ndependent non-executive directors to ensure

Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.

## Miller Industries, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.3	Elect Director William G. Miller	Mgmt	For	For		
	support the Chairman, ensure orderly su	ccession process for th	Director to establish appropriate checks and be e Chairman, and act as a point of contact for nnels of communication through the board Cl	shareholders,		
1.4	Elect Director William G. Miller, II	Mgmt	For	For		
1.5	Elect Director Richard H. Roberts	Mgmt	For	Withhold		
1.6	proportion of long standing directors to re on committees that require absolute inde, could hamper the committee's impartiality	educe the risk of entrer pendence.The audit co and effectiveness.The s's impartiality and effe	ake action to ensure an appropriately fresh boatchment. Moreover, directors with long board to immittee should be fully independent and this a compensation committee should be independent of the ctiveness. Also, we voted against this director properties of approve the auditors annually.  For	enures should not serve director's membership dent and this director's		
	Voter Rationale: We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.					
1.7	Elect Director Deborah L. Whitmire	Mgmt	For	For		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	addition to and above that expected of di	rectors as a normal par I it identify any facts of	to performance and demonstrate shareholder tt of their jobs.Also, the company should put o manipulation of reported indicators or other i	clawback provisions in		

## **Mimasu Semiconductor Industry Co., Ltd.**

Meeting Date: 08/26/2022 Country: Japan Ticker: 8155

Meeting Type: Annual

Primary ISIN: JP3907200004 Primary SEDOL: 6594604

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 26	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Appoint Statutory Auditor Muraoka, Shoz	o Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of ov		, ,	nt and work closely with the independent
3.2	Appoint Statutory Auditor Nakamura, Shusuke	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of ov		, ,	nt and work closely with the independent

#### **Modine Manufacturing Company**

Meeting Date: 07/21/2022

Country: USA

Meeting Type: Annual

Ticker: MOD

Primary ISIN: US6078281002

Primary SEDOL: 2598354

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Neil D. Brinker	Mgmt	For	For
1b	Elect Director Katherine C. Harper	Mgmt	For	For
1c	Elect Director David J. Wilson	Mgmt	For	For
	Voter Rationale: Directors are elected in a with directors regularly on their performa accountability.			
2	Amend Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha share-based awards should be time pro-r	reholder value over a	sufficiently long period of time. Also, or	early termination, all
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: A larger percentage of the practice. In addition, severance payments separate shareholder approval. Also, on experformance, including in the event of a continuous continuous performance.	s should not exceed to early termination, all s	vo times annual pay. Larger severance p	packages should be subject to a
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
	Voter Rationale: The company has engag perspectives on finances and controls. Co tender process for bringing in a new audi	mpanies that have ha	nd the same auditor for a long period of	

### Monro, Inc.

**Meeting Date:** 08/16/2022

Country: USA

Meeting Type: Annual

Ticker: MNRO

**Primary ISIN:** US6102361010

Primary SEDOL: 2600088

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John L. Auerbach	Mgmt	For	For
1.2	Elect Director Michael T. Broderick	Mgmt	For	For
1.3	Elect Director Donald Glickman	Mgmt	For	Withhold

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.

## Monro, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Lindsay N. Hyde	Mgmt	For	Withhold
	a one-share, one-vote structure. While we Solomon, who holds the company's Class with this director. We expect companies to	e understand that a C Preferred stock, o fully respond to s o annually, but sha	approval of this conversio the company did not disc chareholder proposals tha preholders should have th	ne opportunity to communicate with directors
1.5	Elect Director Leah C. Johnson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	shareholder value over a sufficiently long	period of time defi	ined as at least three yea	argets that reward strong performance and drive ors. In addition, all exceptional awards should be or to and above that expected of directors as a
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
		mpanies that have	had the same auditor for	ars. There is value for investors in gaining new r a long period of time should consider a plan or

## **Naspers Ltd.**

Meeting Date: 08/25/2022 C

**Country:** South Africa

Meeting Type: Annual

Ticker: NPN

Primary ISIN: ZAE000015889 Primary SEDOL: 6622691

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for the Year Ended 31 March 2022	Mgmt	For	For
2	Approve Dividends for N Ordinary and A Ordinary Shares	Mgmt	For	For
3	Reappoint PricewaterhouseCoopers Inc as Auditors of the Company with V Myburgh as the Individual Registered Auditor	Mgmt	For	For
			long period of time should consider a plan or niven that the company has appointed a new	
4	Appoint Deloitte as Auditors of the Company with J Welsh as the Individual Registered Auditor	Mgmt	For	For
5	Elect Sharmistha Dubey as Director	Mgmt	For	For
6.1	Re-elect Debra Meyer as Director	Mgmt	For	For

## **Naspers Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
6.2	Re-elect Manisha Girotra as Director	Mgmt	For	Against			
			than one external directorships to ensure they nexpected company situations requiring subst				
6.3	Re-elect Koos Bekker as Director	Mgmt	For	For			
	Voter Rationale: We voted for this director, but encourage the company to amend its memorandum of incorporation to call for re-election of all directors, including executive directors, on a regular basis.						
6.4	Re-elect Steve Pacak as Director	Mgmt	For	For			
6.5	Re-elect Cobus Stofberg as Director	Mgmt	For	For			
7.1	Re-elect Manisha Girotra as Member of the Audit Committee	Mgmt	For	Against			
			than one external directorships to ensure they nexpected company situations requiring subst				
7.2	Re-elect Angelien Kemna as Member of the Audit Committee	Mgmt	For	For			
7.3	Re-elect Steve Pacak as Member of the Audit Committee	Mgmt	For	Against			
	Voter Rationale: The audit committee should impartiality and effectiveness.	uld be fully independent	t and this director's membership could hampe	r the committee's			
8	Approve Remuneration Policy	Mgmt	For	Against			
	Voter Rationale: Incentive awards to execureward strong performance and drive share		disclosed and include robust and stretching p officiently long period of time.	erformance targets to			
9	Approve Implementation Report of the Remuneration Report	Mgmt	For	Against			
	Voter Rationale: The remuneration commit incentive awards to executives should be of performance and drive shareholder value of	clearly disclosed and inc	esting of incentive awards for below median p clude robust and stretching performance targe period of time.	erformance. Also, ets to reward strong			
10	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	Against			
	decisions that ought to be presented for sp	pecific shareholder appi	t levels of dilution and give the board the abili roval. The company should go back to shareh uance of shares with impaired/enhanced votin	olders with a specific			
11	Authorise Board to Issue Shares for Cash	Mgmt	For	Against			
	Voter Rationale: The issuance of shares wi	ith impaired/enhanced	voting rights violates the principle of one shar	e, one vote.			
12	Authorise Ratification of Approved Resolutions	Mgmt	For	For			
	Special Resolutions	Mgmt					
1.1	Approve Remuneration of Board Chairman	Mgmt	For	For			
1.2	Approve Remuneration of Board Member	Mgmt	For	For			
1.3	Approve Remuneration of Audit Committee Chairman	Mgmt	For	For			
1.4	Approve Remuneration of Audit Committee Member	Mgmt	For	For			
1.5	Approve Remuneration of Risk Committee Chairman	Mgmt	For	For			

# **Naspers Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Approve Remuneration of Risk Committee Member	Mgmt	For	For
1.7	Approve Remuneration of Human Resources and Remuneration Committee Chairman	Mgmt	For	For
1.8	Approve Remuneration of Human Resources and Remuneration Committee Member	Mgmt	For	For
1.9	Approve Remuneration of Nomination Committee Chairman	Mgmt	For	For
1.10	Approve Remuneration of Nomination Committee Member	Mgmt	For	For
1.11	Approve Remuneration of Social, Ethics and Sustainability Committee Chairman	Mgmt	For	For
1.12	Approve Remuneration of Social, Ethics and Sustainability Committee Member	Mgmt	For	For
1.13	Approve Remuneration of Trustees of Group Share Schemes/Other Personnel Funds	Mgmt	For	For
2	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	Against
	Voter Rationale: Incentive awards to executive reward strong performance and drive share		disclosed and include robust and stretching pafficiently long period of time.	erformance targets to
3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For
4	Authorise Repurchase of N Ordinary Shares	Mgmt	For	Against
	Voter Rationale: Any share repurchase req justified by the company.	uest in excess of 10% s	should be undertaken in exceptional circumsta	ances only and be fully
5	Authorise Specific Repurchase of N Ordinary Shares from Holders of N Ordinary Share	Mgmt	For	Against
	Voter Rationale: Any share repurchase req justified by the company.	uest in excess of 10% s	should be undertaken in exceptional circumsta	ances only and be fully
6	Authorise Repurchase of A Ordinary Shares	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

#### **National Bank of Greece SA**

Meeting Date: 07/28/2022 Country: Greece Ticker: ETE

Meeting Type: Annual

Mgmt

Primary ISIN: GRS003003035 Primary SEDOL: BG087C6

Annual Meeting Agenda

#### **National Bank of Greece SA**

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

## **National Grid Plc**

**Meeting Date:** 07/11/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: NG

Primary ISIN: GB00BDR05C01

Primary SEDOL: BDR05C0

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

#### **National Grid Plc**

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

## **Natus Medical Incorporated**

Meeting Date: 07/06/2022 Country: USA Ticker: NTUS

Meeting Type: Special

Primary ISIN: US6390501038 Primary SEDOL: 2771133

### **Natus Medical Incorporated**

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

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

### **NatWest Group Plc**

**Meeting Date:** 08/25/2022

Country: United Kingdom

Meeting Type: Special

Ticker: NWG

Primary ISIN: GB00B7T77214

**Primary SEDOL:** B7T7721

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

### Nautilus, Inc.

Meeting Date: 08/02/2022

Country: USA

Meeting Type: Annual

Ticker: NLS

Primary ISIN: US63910B1026

Primary SEDOL: 2415936

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director James "Jim" Barr, IV	Mgmt	For	For
1.2	Elect Director Anne G. Saunders	Mgmt	For	For
1.3	Elect Director Patricia "Patty" M. Ross	Mgmt	For	For
1.4	Elect Director Shailesh Prakash	Mgmt	For	For
1.5	Elect Director Kelley Hall	Mgmt	For	For
1.6	Elect Director Ruby Sharma	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	event of a change of control. Also, all exce creation in addition to and above that exp	eptional awards should ected of directors as a any stock by executives	ould be time pro-rated and tested for perform be clearly linked to performance and demons normal part of their jobs. In addition, compan . Hedging activity by executives should be pro	trate shareholder value nies should establish
3	Amend Omnibus Stock Plan	Mgmt	For	Against
3	Voter Rationale: This plan could lead to ex pro-rated and tested for performance, incl accelerated vesting for an overly broad rai	ccessive dilution. Also, of luding in the event of a nge of corporate restru to any successor compa	For on early termination, all share-based awards so change of control. In addition, the plan improcturing scenarios and such provisions fail to reany, or vest in a time-apportioned fashion only	should be time operly allows for eward performance.

## **Neogen Corporation**

Meeting Date: 08/17/2022

Country: USA

Meeting Type: Special

Ticker: NEOG

**Primary ISIN:** US6404911066

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

### NetApp, Inc.

Meeting Date: 09/09/2022

Country: USA

Meeting Type: Annual

Ticker: NTAP

Primary ISIN: US64110D1046

Primary SEDOL: 2630643

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director T. Michael Nevens	Mgmt	For	For
1b	Elect Director Deepak Ahuja	Mgmt	For	For
1c	Elect Director Gerald Held	Mgmt	For	For
1d	Elect Director Kathryn M. Hill	Mgmt	For	For
1e	Elect Director Deborah L. Kerr	Mgmt	For	For
1f	Elect Director George Kurian	Mgmt	For	For
1g	Elect Director Carrie Palin	Mgmt	For	For
1h	Elect Director Scott F. Schenkel	Mgmt	For	For
Li	Elect Director George T. Shaheen	Mgmt	For	Against
			erve on committees that require absolute indepor's membership could hamper the committee	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	considered to be rewarding under perforn	nance of peers. Also, a	vesting of incentive awards for below median , Il exceptional awards should be clearly linked , e that expected of directors as a normal part c	to performance and
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
		mpanies that have had	for more than 20 years. There is value for inv I the same auditor for a long period of time sh 10 years.	
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
	Voter Rationale: Holders of significant sha suitable threshold to prevent abuse.	re capital should be er	ntitled to call a special meeting. A total holding	requirement of 5% is

## **NetScout Systems, Inc.**

**Meeting Date:** 08/24/2022

Country: USA

Meeting Type: Annual

Ticker: NTCT

Primary ISIN: US64115T1043

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

## **NetScout Systems, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	important for securing a proper balance L should appoint a Lead Independent Direc ensure orderly succession process for the	between executives and ctor to establish appropri e Chairman, and act as a	different and generally should be separated. outside shareholders and preserving accounta ate checks and balances on the Board, suppo a point of contact for shareholders, non-execu gh the board Chairman are considered inappi	bility. Also, the board rt the Chairman, tive directors and		
1.2	Elect Director Robert E. Donahue	Mgmt	For	For		
1.3	Elect Director John R. Egan	Mgmt	For	Withhold		
	committee should be fully independent a. The compensation committee should be effectiveness. Also, this director is not su	nd this director's membe independent and this dir fficiently independent to ut shareholders should h	ve on committees that require absolute indeportship could hamper the committee's impartial ector's membership could hamper the commit serve as the independent lead director. Moreovave the opportunity to communicate with directly itself, thereby enhancing accountability.	ity and effectiveness. tee's impartiality and over, directors are		
2	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 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.					
3	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For		
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against		
	practice. Also, the remuneration committee considered to be rewarding under perform Larger severance packages should be sub- awards should be time pro-rated and test	ee should not allow vest mance of peers. In addit bject to a separate share ted for performance, incled to performance and c	be tied to performance conditions. At least 50 ing of incentive awards for below median perform, severance payments should not exceed to holder approval. Moreover, on early termination uding in the event of a change of control. Furtemonstrate shareholder value creation in additions.	formance as this is two times annual pay. on, all share-based thermore, all		
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against		
		ompanies that have had	or more than 20 years. There is value for inve the same auditor for a long period of time sho O years.			
NextGen H	ealthcare, Inc.					
Meeting Date: 08/1			Ticker: NXGN			
	Meeting Type: Ann	ual	<b>Primary ISIN:</b> US65343C1027	Primary SEDOL: BF5L3D6		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Craig A. Barbarosh	Mgmt	For	Against

Voter Rationale: Executive pay is not in line with company performance because the company has not adequately responded to last year's low say-on-pay vote results. Also, the board should act with accountability to the investors it represents and take action on majority shareholder votes.

## **NextGen Healthcare, Inc.**

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1b	Elect Director George H. Bristol	Mgmt	For	Against		
	Voter Rationale: Directors with long board committee should be fully independent an					
1c	Elect Director Darnell Dent	Mgmt	For	For		
1d	Elect Director Julie D. Klapstein	Mgmt	For	Against		
	Voter Rationale: Executive pay is not in lin year's low say-on-pay vote results. Also, to majority shareholder votes.					
1e	Elect Director Jeffrey H. Margolis	Mgmt	For	For		
1f	Elect Director Geraldine McGinty	Mgmt	For	Against		
	Voter Rationale: Executive pay is not in lin year's low say-on-pay vote results. Also, to majority shareholder votes.					
1g	Elect Director Morris Panner	Mgmt	For	For		
1h	Elect Director Pamela S. Puryear	Mgmt	For	For		
1i	Elect Director David Sides	Mgmt	For	For		
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against		
	Voter Rationale: The plan's structure and disclosed and stretching performance targ long-term plans; measuring company outce rewarded for below-average performance. compensation packages that build shareh to performance conditions. At least 50% is investors it represents and take action whe previous years. Furthermore, all exceptions creation in addition to and above that expanders and the state of the pro-rated and tester the services of the pro-rated and tester the pro-rated and tester the pro-rated and tester the pro-rated services are the pro-rated and tester t	ets; performance comes against its These and other older value over t is a minimum goo ere a substantial nal awards should ected of directors	e triggers for equity awards; using appropriate peer group; and see approaches will ensure that the sime. In addition, a larger percent of practice. Moreover, the board proportion have expressed concent to be clearly linked to performances of as a normal part of their jobs.	ng different metrics for the short and tting awards so that executives are not e compensation committee designs ntage of the equity awards should be tied should act with accountability to the erns over compensation practices in e and demonstrate shareholder value Also, on early termination, all share-based		

### Nielsen Holdings Pic

**Meeting Date:** 09/01/2022 Country: United Kingdom

Meeting Type: Special

Ticker: NLSN

Primary ISIN: GB00BWFY5505 **Primary SEDOL:** BWFY550

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

#### **Nielsen Holdings Plc**

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

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.

#### **Nielsen Holdings plc**

**Meeting Date:** 09/01/2022 **Co** 

Country: United Kingdom

Meeting Type: Court

Ticker: NLSN

Primary ISIN: GB00BWFY5505

Primary SEDOL: BWFY550

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

#### NIKE, Inc.

**Meeting Date:** 09/09/2022

Country: USA

Meeting Type: Annual

Ticker: NKE

**Primary ISIN:** US6541061031

Primary SEDOL: 2640147

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Alan B. Graf, Jr.	Mgmt	For	Withhold		
				equire absolute independence. The audit committee's impartiality and effectiveness		
1b	Elect Director Peter B. Henry	Mgmt	For	For		
1c	Elect Director Michelle A. Peluso	Mgmt	For	For		
	Voter Rationale: Directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.					
2	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against		
	long-term plans; measuring company rewarded for below-average performa	targets; performan outcomes against I nce. These and oth	ce triggers for equity awards; us ts appropriate peer group; and s er approaches will ensure that th	ing different metrics for the short and etting awards so that executives are not		

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

# NIKE, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
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	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For		
5	Adopt a Policy on China Sourcing	SH	Against	Abstain		
	Voter Rationale: While we remain conce			d expect further disclosure on its efforts to		

### **Nippon Prologis REIT, Inc.**

Meeting Date: 08/26/2022

Country: Japan

Meeting Type: Special

Ticker: 3283

**Primary ISIN:** JP3047550003

Primary SEDOL: B98BC67

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

### **Norsk Hydro ASA**

**Meeting Date:** 09/20/2022

Country: Norway

Meeting Type: Extraordinary Shareholders

Ticker: NHY

Primary ISIN: NO0005052605 Primary SEDOL: B11HK39

#### Did Not Vote Due to Ballot Shareblocking

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

### **Norsk Hydro ASA**

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

### NortonLifeLock Inc.

Meeting Date: 09/13/2022

Country: USA

Meeting Type: Annual

Ticker: NLOK

Primary ISIN: US6687711084 Pri

Primary SEDOL: BJN4XN5

roposal Iumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Susan P. Barsamian	Mgmt	For	For
1b	Elect Director Eric K. Brandt	Mgmt	For	For
1c	Elect Director Frank E. Dangeard	Mgmt	For	Against
	Voter Rationale: Directors with long board committee should be fully independent an Also, directors are expected to hold only a discharge their role properly, particularly o	d this director's i small number of	membership could hamper the of figure they and ensure they	committee's impartiality and effectiveness. have sufficient time and energy to
1d	Elect Director Nora M. Denzel	Mgmt	For	For
1e	Elect Director Peter A. Feld	Mgmt	For	For
1f	Elect Director Emily Heath	Mgmt	For	For
1g	Elect Director Vincent Pilette	Mgmt	For	For
1h	Elect Director Sherrese M. Smith	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same audito	or for a period of over 10 years	should consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	business or in the role and responsibilities	nance of peers. A of executive dire	lso, significant salary increases ectors In addition, all exceptiona	should be linked to material changes in the
4	Amend Omnibus Stock Plan	Mgmt	For	For
5	Submit Severance Agreement	SH	Against	For

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

#### **NOVATEK JSC**

Meeting Date: 09/28/2022

Country: Russia

Meeting Type: Special

Ticker: NVTK

Primary ISIN: RU000A0DKVS5

Primary SEDOL: B59HPK1

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

### **NTT UD REIT Investment Corp.**

Meeting Date: 09/27/2022

Country: Japan

Meeting Type: Special

Ticker: 8956

**Primary ISIN:** JP3041770003

Primary SEDOL: 6543800

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

#### **NVE Corporation**

**Meeting Date:** 08/04/2022

Country: USA

Meeting Type: Annual

Ticker: NVEC

**Primary ISIN:** US6294452064

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

## **NVE Corporation**

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

#### **OCI NV**

Meeting Date: 08/19/2022 Country: Netherlands Ticker: OCI

Meeting Type: Extraordinary Shareholders

**Primary ISIN:** NL0010558797 **Primary SEDOL:** BD4TZK8

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

### Omega Flex, Inc.

Meeting Date: 07/12/2022

Country: USA

Meeting Type: Annual

Ticker: OFLX

**Primary ISIN:** US6820951043

Primary SEDOL: B0FPH75

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director J. Nicholas Filler	Mgmt	For	Withhold
	appropriate balance of independence years lack balance. The nominating of of long standing directors to reduce to independent to serve on key board co tenures should not serve on committe this director's membership could ham independent and this director's memb	and objectivity. Also, ommittee should take the risk of entrenchm ommittees and should ees that require absorper the committee's pership could hampel	, boards where more than a thin e action to ensure an appropriat ent. In addition, executives from d be considered affiliated directo lute independence. The audit co impartiality and effectiveness. Th r the committee's impartiality and	Indent non-executive directors to ensure of of directors have served for more than 12 ely fresh board and reduce the proportion a acquired companies are not sufficiently ors. Moreover, directors with long board or mittee should be fully independent and the compensation committee should be d effectiveness. Furthermore, this director is
		mittee effectiveness	in carrying out its risk oversight	robust anti-pledging policy is concerning function. We encourage the committee to executives.
1.2	and raises questions about audit com	mittee effectiveness	in carrying out its risk oversight	function. We encourage the committee to
1.2	and raises questions about audit com adopt a policy ideally prohibiting or se Elect Director Derek W. Glanvill Voter Rationale: We expect companie is that there be at least one female di	mittee effectiveness everely restricting the Mgmt  so to have policies in irrector on the board we the opportunity to	in carrying out its risk oversight e pledging of company shares by For place to increase racial and gend for a company of this size. Also, communicate with directors reg	function. We encourage the committee to executives.

## **Open Text Corporation**

**Meeting Date:** 09/15/2022

Country: Canada

Meeting Type: Annual

Ticker: OTEX

**Primary ISIN:** CA6837151068

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

## **Open Text Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.5	Elect Director Gail E. Hamilton	Mgmt	For	Against		
	appropriate balance of independence	and objectivity. Also, i mmittee should take	boards where more than a thi action to ensure an appropria	endent non-executive directors to ensure rd of directors have served for more than 12 tely fresh board and reduce the proportion		
1.6	Elect Director Robert (Bob) Hau	Mgmt	For	For		
1.7	Elect Director Ann M. Powell	Mgmt	For	For		
1.8	Elect Director Stephen J. Sadler	Mgmt	For	Against		
	appropriate balance of independence	and objectivity. Also, i mmittee should take	boards where more than a thi action to ensure an appropria	endent non-executive directors to ensure rd of directors have served for more than 12 tely fresh board and reduce the proportion		
1.9	Elect Director Michael Slaunwhite	Mgmt	For	Against		
	appropriate balance of independence a	and objectivity. Also, i mmittee should take	boards where more than a thi action to ensure an appropria	endent non-executive directors to ensure rd of directors have served for more than 12 tely fresh board and reduce the proportion		
1.10	Elect Director Katharine B. Stevenson	Mgmt	For	Against		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. In addition, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.					
1.11	Elect Director Deborah Weinstein	Mgmt	For	For		
2	Ratify KPMG LLP as Auditors	Mgmt	For	For		
3	Advisory Vote on Executive Compensa Approach	ition Mgmt	For	Against		
	rewarded for below-average performa compensation packages that build sha incentive awards for below median pe	targets; performance outcomes against its nce. These and other reholder value over ti rformance as this is c	triggers for equity awards; us appropriate peer group; and s approaches will ensure that t ime. Also, the remuneration co onsidered to be rewarding und	sing different metrics for the short and setting awards so that executives are not the compensation committee designs		
4	Approve Shareholder Rights Plan	Mgmt	For	For		

### **OPKO Health, Inc.**

Meeting Date: 07/14/2022 Country: USA Ticker: OPK

Meeting Type: Annual

ilckei. Olk

Primary ISIN: US68375N1037 Primary SEDOL: 2115902

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

## **OPKO Health, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction				
	Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability.							
1.2	Elect Director Jane H. Hsiao	Mgmt	For	For				
	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							
1.3	Elect Director Steven D. Rubin	Mgmt	For	For				
			than one external directorships to ensure they nexpected company situations requiring substa					
1.4	Elect Director Elias A. Zerhouni	Mgmt	For	For				
1.5	Elect Director Jon R. Cohen	Mgmt	For	For				
1.6	Elect Director Gary J. Nabel	Mgmt	For	For				
1.7	Elect Director Alexis Borisy	Mgmt	For	Withhold				
			than one external directorships to ensure they nexpected company situations requiring substa					
1.8	Elect Director Richard M. Krasno	Mgmt	For	For				
1.9	Elect Director Prem A. Lachman	Mgmt	For	For				
1.10	Elect Director Roger J. Medel	Mgmt	For	For				
1.11	Elect Director John A. Paganelli	Mgmt	For	Withhold				
	Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review. However, former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.							
1.12	Elect Director Richard C. Pfenniger, Jr.	Mgmt	For	For				
	Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director. Given that there has been meaningful board refreshment during the year under review, support is warranted at this time and the matter will be kept under review.							
1.13	Elect Director Alice Lin-Tsing Yu	Mgmt	For	For				
	appropriate balance of independence and than 12 years lack balance. The nominating	objectivity. Furthermore ng committee should tal duce the risk of entrend	de at least 33% independent non-executive da e, boards where more than a third of directors ke action to ensure an appropriately fresh boa chment. Given that there has been meaningful and the matter will be kept under review.	have served for more rd and reduce the				

## **OPKO** Health, 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. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Furthermore, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.					
3	Amend Omnibus Stock Plan	Mgmt	For	Against		
	Voter Rationale: Reducing the strike price of options already granted after the stock price has fallen undermines any employee incentive strategy and is not aligned with the interests of shareholders. Also, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.					
	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For		

## **Oracle Corp Japan**

Meeting Date: 08/23/2022 Country: Japan

Meeting Type: Annual

Ticker: 4716

Primary ISIN: JP3689500001 Primary SEDOL: 6141680

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

#### **Orion Energy Systems, Inc.**

Meeting Date: 08/04/2022

Country: USA

Meeting Type: Annual

Ticker: OESX

Primary ISIN: US6862751087

Primary SEDOL: B29W5V6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Anthony L. Otten	Mgmt	For	For		
	Voter Rationale: Directors are elected in with directors regularly on their perform accountability.					
1.2	Elect Director Sally A. Washlow	Mgmt	For	For		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against		
	Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.					
3	Ratify BDO USA, LLP as Auditors	Mgmt	For	For		
4	Other Business	Mgmt	For	Against		
	Voter Rationale: Any Other Business sho	uld not be a voting ite	m.			

#### **Pacific Textiles Holdings Limited**

**Meeting Date:** 08/11/2022

Country: Cayman Islands

Meeting Type: Annual

Ticker: 1382

Primary ISIN: KYG686121032

Primary SEDOL: B1WMLF2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Masaru Okutomi as Director	Mgmt	For	For
	Voter Rationale: The roles of Chairman important for securing a proper balance			ally should be separated. Separation of roles is and preserving accountability
3b	Elect Chan Yue Kwong, Michael as Director	Mgmt	For	Against
				rectors to ensure appropriate balance of endent and this director's membership could

voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Additionally, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Likewise, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.

## **Pacific Textiles Holdings Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
3c	Elect Ng Ching Wah as Director	Mgmt	For	Against			
	independence and objectivity. Additionally hamper the committee's impartiality and o director's membership could hamper the o majority independent and this director's n	y, the audit committe effectiveness. Moreov committee's impartial nembership could har	indent non-executive directors to ensure approse should be fully independent and this directorer, the remuneration committee should be indity and effectiveness. Likewise, the nomination in the committee's impartiality and effective board. Our expectation is that there be at least	r's membership could dependent and this n committee should be eness. Also, the Company			
3d	Elect Kyuichi Fukumoto as Director	Mgmt	For	For			
			re than one external directorships to ensure th n unexpected company situations requiring sub				
3e	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For			
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For			
	Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.						
5	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.						
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For			
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against			
	Voter Rationale: Treasury stock, when restock.	issued without pre-er	mption rights, should be subject to the same li	imitations as newly issued			
8	Amend Existing Memorandum and Articles of Association and Adopt New Memorandum and Articles of Association	Mgmt	For	For			

## Pan Pacific International Holdings Corp.

Meeting Date: 09/28/2022 Country: Japan Ticker: 7532

Meeting Type: Annual

Primary ISIN: JP3639650005

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

#### Pan Pacific International Holdings Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
3.2	Elect Director Matsumoto, Kazuhiro	Mgmt	For	Against			
	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 Sekiguchi, Kenji	Mgmt	For	Against			
	Voter Rationale: The board should establis objectivity.	sh one-third board indep	pendence to ensure appropriate balance of inc	dependence and			
3.4	Elect Director Moriya, Hideki	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 Ishii, Yuji	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 Shimizu, Keita	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 Ninomiya, Hitomi	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 Kubo, Isao	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 Yasuda, Takao	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 Yoshimura, Yasunori	Mgmt	For	For			
4.2	Elect Director and Audit Committee Member Kamo, Masaharu	Mgmt	For	For			

### Park Aerospace Corp.

Meeting Date: 07/19/2022

Country: USA

Meeting Type: Annual

Ticker: PKE

Primary ISIN: US70014A1043

Primary SEDOL: BK9TGC1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Dale E. Blanchfield	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, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, this director is not sufficiently independent to serve as the independent lead director.

# **Park Aerospace Corp.**

Proposal Number	Proposal Text		Proponent	Mgmt Rec		Vote Instruction	
1b	Elect Director Emily J. G	iroehl	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, 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.						
1c	Elect Director Yvonne Ju	ılian	Mgmt	For		For	
1d	Elect Director Brian E. S	hore	Mgmt	For		For	
	Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. 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.						
1e	Elect Director Carl W. Sr	nith	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, former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, in the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.						
1f	Elect Director D. Bradley	/ Thress	Mgmt	For		For	
<b>1</b> g	Elect Director Steven T.	Warshaw	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, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.						
2	Advisory Vote to Ratify I Officers' Compensation	Named Executive	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, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.						
3	Ratify CohnReznick LLP	as Auditors	Mgmt	For		For	
Pasona Gr	oup, Inc.						
Meeting Date: 08/1	•	ntry: Japan eting Type: Annu		Ticker: 2168			
	мее	cing Type. Ailliu	ui	Primary ISIN: JP3781490	002	Primary SEDOL: B291KH4	

### Pasona Group, Inc.

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

### PATTERSON COMPANIES, INC.

**Meeting Date:** 09/12/2022

Country: USA

Meeting Type: Annual

Ticker: PDCO

**Primary ISIN:** US7033951036

Primary SEDOL: 2672689

roposal Iumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director John D. Buck	Mgmt	For	For		
	Voter Rationale: The board should appoint support the Chairman, ensure orderly sucnon-executive directors and senior executinappropriate.	ccession process for	the Chairman, and act as a po	oint of contact for shareholders,		
1b	Elect Director Alex N. Blanco	Mgmt	For	For		
1c	Elect Director Jody H. Feragen	Mgmt	For	For		
1d	Elect Director Robert C. Frenzel	Mgmt	For	For		
1e	Elect Director Philip G. McKoy	Mgmt	For	For		
1f	Elect Director Ellen A. Rudnick	Mgmt	For	Against		
	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.					
1g	Elect Director Neil A. Schrimsher	Mgmt	For	For		
1h	Elect Director Mark S. Walchirk	Mgmt	For	For		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		

Voter Rationale: Severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.

#### PATTERSON COMPANIES, INC.

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

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

### **PCSB Financial Corporation**

Meeting Date: 09/21/2022

Country: USA

Meeting Type: Special

Ticker: PCSB

Primary ISIN: US69324R1041

Primary SEDOL: BF20LN2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Merger Agreement	Mgmt	For	For		
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.					
3	Adjourn Meeting	Mgmt	For	For		

#### **Pennon Group Plc**

**Meeting Date:** 07/21/2022

Country: United Kingdom

Ticker: PNN

Primary ISIN: GB00BNNTLN49

Meeting Type: Annual

Primary SEDOL: BNNTLN4

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

### **Pennon Group Plc**

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

#### **Perfect Medical Health Management Limited**

Meeting Date: 08/12/2022

**Country:** Cayman Islands **Meeting Type:** Annual

Ticker: 1830

Primary ISIN: KYG7013H1056

Primary SEDOL: B7F0L00

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

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

#### **Perfect Medical Health Management Limited**

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

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

#### **Perfect Medical Health Management Limited**

Meeting Date: 08/26/2022 Country: Cayman Islands Ticker: 1830

Meeting Type: Extraordinary Shareholders

Primary ISIN: KYG7013H1056 Primary SEDOL: B7F0L00

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Grant of Share Options to Au-Yeung Kong and Related Transactions	Mgmt	For	Against

Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.

#### **PetMed Express, Inc.**

Meeting Date: 07/28/2022 Country: USA Ticker: PETS

Meeting Type: Annual

**Primary ISIN:** US7163821066 **P** 

Primary SEDOL: 2143099

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

# **PetMed Express, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.3	Elect Director Gian M. Fulgoni	Mgmt	For	For			
	committee should be fully independent ar The compensation committee should be in effectiveness. Given that there has been n time and the matter will be kept under re checks and balances on the Board, suppo	nd this director's memb independent and this di meaningful board refre view. Also, the board s ort the Chairman, ensur	rve on committees that require absolute indepership could hamper the committee's impartiate rector's membership could hamper the commishment during the year under review, supporthould appoint a Lead Independent Director to be orderly succession process for the Chairmacutives where normal channels of communicatives.	lity and effectiveness. ittee's impartiality and is warranted at this establish appropriate n, and act as a point of			
1.4	Elect Director Mathew N. Hulett	Mgmt	For	For			
1.5	Elect Director Diana Garvis Purcel	Mgmt	For	For			
1.6	Elect Director Jodi Watson	Mgmt	For	For			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against			
	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.						
3	Ratify RSM US LLP as Auditors	Mgmt	For	For			
	Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.						
4	Approve Restricted 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 less than p/greater than Triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.						

# PFSweb, Inc.

Meeting Date: 08/23/2022 Country: USA Ticker: PFSW

Meeting Type: Annual

Primary ISIN: US7170982067 Primary SEDOL: 2524296

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director David I. Beatson	Mgmt	For	Against
	committee should be fully independent	and this director's i	membership could hampe	that require absolute independence. The audit or the committee's impartiality and effectiveness. To could hamper the committee's impartiality and
1.2	Elect Director Robert Frankfurt	Mgmt	For	For
1.3	Elect Director G. Mercedes De Luca	Mgmt	For	For
1.4	Elect Director Monica Luechtefeld	Mgmt	For	For
1.5	Elect Director Shinichi Nagakura	Mgmt	For	For

## PFSweb, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.6	Elect Director Benjamin Rosenzweig	Mgmt	For	For			
1.7	Elect Director Michael C. Willoughby	Mgmt	For	For			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against			
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time Furthermore, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders Lastly, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.						
3	Amend Shareholder Rights Plan (Poison Pill)	Mgmt	For	Against			
	Voter Rationale: Where poison pills are adopted, they should be approved by shareholders prior to deployment, include independent oversight, and be of a limited duration.						
4	Ratify BDO USA, LLP as Auditors	Mgmt	For	For			

# **Plantronics, Inc.**

Meeting Date: 08/22/2022 Country: USA Ticker: POLY

Meeting Type: Annual

Primary ISIN: US7274931085 Primary SEDOL: 2692030

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Kathy Crusco	Mgmt	For	For	
1.2	Elect Director Brian Dexheimer	Mgmt	For	Against	
	appropriate balance of independence and years lack balance. The nominating comm of long standing directors to reduce the ri	objectivity. Also, boards nittee should take action isk of entrenchment. Mo dence. The compensation	lude at least 50% independent non-executive s where more than a third of directors have se to ensure an appropriately fresh board and re reover, directors with long board tenures shown to conson the should be independent and this	erved for more than 12 reduce the proportion uld not serve on	
1.3	Elect Director Robert Hagerty	Mgmt	For	Against	
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.				
1.4	Elect Director Gregg Hammann	Mgmt	For	Against	
	appropriate balance of independence and years lack balance. The nominating comm of long standing directors to reduce the ri- committees that require absolute indepen	objectivity. Also, boards hittee should take action isk of entrenchment. Mo dence. The compensation of and effectiveness. The	lude at least 50% independent non-executive is where more than a third of directors have so to ensure an appropriately fresh board and revever, directors with long board tenures shown committee should be independent and this audit committee should be fully independent tiveness.	erved for more than 12 reduce the proportion uld not serve on r director's membership	
1.5	Elect Director Guido Jouret	Mgmt	For	For	

# **Plantronics, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.6	Elect Director Talvis Love	Mgmt	For	For		
1.7	Elect Director Marshall Mohr	Mgmt	For	Against		
	appropriate balance of independence and years lack balance. The nominating comm of long standing directors to reduce the I	d objectivity. Also, boa mittee should take acti risk of entrenchment. I ndence. The audit com	nclude at least 50% independent non-executively of where more than a third of directors have son to ensure an appropriately fresh board and Moreover, directors with long board tenures shamittee should be fully independent and this different and the second and the secon	served for more than 12 reduce the proportion ould not serve on		
1.8	Elect Director Daniel Moloney	Mgmt	For	For		
1.9	Elect Director David M. Shull	Mgmt	For	For		
1.10	Elect Director Marv Tseu	Mgmt	For	Against		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.					
1.11	Elect Director Yael Zheng	Mgmt	For	For		
2	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.					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	. Mgmt	For	Against		
	considered to be rewarding under performation in demonstrate shareholder value creation in	mance of peers. Also, on In addition to and abov Inde robust performan	vesting of incentive awards for below median all exceptional awards should be clearly linked we that expected of directors as a normal part oce targets that reward strong performance an three years.	to performance and of their jobs. Moreover,		

## PlayAGS, Inc.

Meeting Date: 07/01/2022 Ticker: AGS Country: USA

Meeting Type: Annual

Primary ISIN: US72814N1046 Primary SEDOL: BFNJ8L5

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Director Adam Chibib	Mgmt	For	Withhold
	Voter Rationale: Changes in company to shareholder approval. Specifically, the requirement to enact certain changes to shareholder rights. Also, directors are ecommunicate with directors regularly of enhancing accountability.	, e board's failure to l o the governing doc elected in classes rat	remove, or subject to a sunset re ruments and the classified board, her than annually, but sharehold	each of which adversely impacts lers should have the opportunity to
2	Advisory Vote to Ratify Named Execution	ve Mgmt	For	For

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

# PlayAGS, Inc.

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

### **Polyus PJSC**

Meeting Date: 09/30/2022

Country: Russia

Meeting Type: Annual

Ticker: PLZL

Primary ISIN: RU000A0JNAA8 Primary SEDOL: B57R0L9

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

# **Polyus PJSC**

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

# **Polyus PJSC**

Meeting Date: 09/30/2022

Country: Russia

Meeting Type: Annual

Ticker: PLZL

Primary ISIN: RU000A0JNAA8

Primary SEDOL: B57R0L9

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

## **Powszechny Zaklad Ubezpieczen SA**

Meeting Date: 09/01/2022

Country: Poland

Meeting Type: Special

Ticker: PZU

Primary ISIN: PLPZU0000011

Primary SEDOL: B63DG21

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Proposals	Mgmt		
1	Open Meeting	Mgmt		
2	Elect Meeting Chairman	Mgmt	For	For
3	Acknowledge Proper Convening of Meeting	Mgmt		
4	Approve Agenda of Meeting	Mgmt	For	For
	Shareholder Proposals	Mgmt		
5.1	Recall Supervisory Board Member	SH	None	Against
	Voter Rationale: Shareholder proponents s shareholders to cast an informed vote.	hould provide sufficier	nt information at least 21 days in advance of t	he meeting to enable
5.2	Elect Supervisory Board Member	SH	None	Against
	Voter Rationale: Shareholder proponents s shareholders to cast an informed vote.	hould provide sufficier	nt information at least 21 days in advance of t	he meeting to enable
6	Approve Collective Suitability Assessment of Supervisory Board Members	SH	None	Against
	Voter Rationale: Shareholder proponents s shareholders to cast an informed vote.	hould provide sufficier	nt information at least 21 days in advance of t	he meeting to enable
7	Approve Decision on Covering Costs of Convocation of EGM	SH	None	Against
	Voter Rationale: Shareholder proponents s shareholders to cast an informed vote.	hould provide sufficier	nt information at least 21 days in advance of t	he meeting to enable
	Management Proposal	Mgmt		

### **Prestige Consumer Healthcare Inc.**

Meeting Date: 08/02/2022

Country: USA

Meeting Type: Annual

Ticker: PBH

Primary ISIN: US74112D1019

Primary SEDOL: B0650P3

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

## **Prestige Consumer Healthcare Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.					
1.2	Elect Director John E. Byom	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 effectivenes 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.					
1.3	Elect Director Celeste A. Clark	Mgmt	For	For		
1.4	Elect Director Christopher J. Coughlin	Mgmt	For	For		
1.5	Elect Director Sheila A. Hopkins	Mgmt	For	For		
1.6	Elect Director Natale S. Ricciardi	Mgmt	For	For		
1.7	Elect Director Dawn M. Zier	Mgmt	For	For		
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against		
	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	Mgmt	For	For		
	Voter Rationale: Severance payments sho separate shareholder approval.	uld not exceed two time	s annual pay. Larger severance packages sho	uld be subject to a		

## **Prologis, Inc.**

Meeting Date: 09/28/2022 Country: USA Ticker: PLD

Meeting Type: Special

Primary ISIN: US74340W1036 Primary SEDOL: B44WZD7

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

#### **Proto Labs, Inc.**

Meeting Date: 08/29/2022 Ticker: PRLB Country: USA

Meeting Type: Special

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

### **Proto Labs, Inc.**

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

#### **PS Business Parks, Inc.**

Meeting Date: 07/15/2022

Country: USA

Meeting Type: Special

Ticker: PSB

Primary ISIN: US69360J1079

Primary SEDOL: 2707956

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

### **Psychemedics Corporation**

Meeting Date: 08/12/2022

Country: USA

Meeting Type: Annual

Ticker: PMD

**Primary ISIN:** US7443752057

Primary SEDOL: 2974761

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robyn C. Davis	Mgmt	For	For
1.2	Elect Director Peter H. Kamin	Mgmt	For	Withhold

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.

# **Psychemedics Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Raymond C. Kubacki	Mgmt	For	For
	important for securing a proper balance should appoint a Lead Independent Dir	e between executives a ector to establish appr the Chairman, and act	and outside shareholders opriate checks and balar as a point of contact for	ally should be separated. Separation of roles is and preserving accountability. Also, the board nees on the Board, support the Chairman, shareholders, non-executive directors and nan are considered inappropriate.
1.4	Elect Director Darius G. Nevin	Mgmt	For	For
1.5	Elect Director Andrew M. Reynolds	Mgmt	For	For
1.6	Elect Director Fred J. Weinert	Mgmt	For	For
2	The compensation committee should be effectiveness. Also, this director is not s	e independent and this sufficiently independen he year under review, .	director's membership of to serve as the indepe	the committee's impartiality and effectiveness. could hamper the committee's impartiality and indent lead director. Given that there has been this time and the matter will be kept under  Against
	Officers' Compensation  Voter Rationale: A larger percentage of practice. Also, on early termination, all event of a change of control. In addition value creation in addition to and above clawback provisions in place to enable bad faith actions which were detriment	the equity awards sho share-based awards sho n, all exceptional awar that expected of direc it to re-coup funds sho al to the long-term into y stock by executives.	ould be tied to performan hould be time pro-rated of ds should be clearly link tors as a normal part of uld it identify any facts of erests of its shareholders	nce conditions. At least 50% is a minimum good and tested for performance, including in the ed to performance and demonstrate shareholder their jobs. Moreover, the company should put of manipulation of reported indicators or others. Furthermore, companies should establish and cutives should be prohibited as it potentially
3	Ratify BDO USA, LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have in bringing in a new auditing firm.	had the same auditor f	or a period of over 10 ye	ears should consider a plan or tender process for

## Qorvo, Inc.

Meeting Date: 08/09/2022

Country: USA

Meeting Type: Annual

Ticker: QRVO

Primary ISIN: US74736K1016

Primary SEDOL: BR9YYP4

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

## **Qorvo, Inc.**

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

# **RBC Bearings Incorporated**

Meeting Date: 09/08/2022 Country: USA Ticker: ROLL

Meeting Type: Annual

Primary ISIN: US75524B1044 Primary SEDOL: B0GLYB5

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

#### **RBC Bearings Incorporated**

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

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

#### **RCI Hospitality Holdings, Inc.**

Meeting Date: 08/23/2022 Country: USA Ticker: RICK

Meeting Type: Annual

Primary ISIN: US74934Q1085 Primary SEDOL: BQ0QT80

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Eric S. Langan	Mgmt	For	For		
	important for securing a proper bala should appoint a Lead Independent	nce between executives Director to establish app Tor the Chairman, and ac	and outside shareholders and propriate checks and balances of t as a point of contact for share	eholders, non-executive directors and		
1.2	Elect Director Travis Reese	Mgmt	For	For		
1.3	Elect Director Luke Lirot	Mgmt	For	Withhold		
	Voter Rationale: Directors with long compensation committee should be effectiveness.			quire absolute independence. The per the committee's impartiality and		
1.4	Elect Director Yura Barabash	Mgmt	For	Withhold		
	Voter Rationale: The audit committee other serious problems are indicative	,	5 ,	nd accounts. Substantial restatements or nmittee.		
1.5	Elect Director Elaine J. Martin	Mgmt	For	Withhold		
	Voter Rationale: The audit committee other serious problems are indicative			nd accounts. Substantial restatements or nmittee.		
1.6	Elect Director Arthur Allan Priaulx	Mgmt	For	Withhold		
	Voter Rationale: The audit committee is responsible for the integrity of the annual report and accounts. Substantial restatements or other serious problems are indicative of inadequate oversight and controls by the audit committee.					
2	Ratify Friedman LLP as Auditors	Mgmt	For	For		

# **RCI Hospitality Holdings, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3	Approve Stock Option Plan	Mgmt	For	Against	
		ve shareholder value o	ver a sufficiently long period o	robust and stretching performance targets to of time. Also, on early termination, all the event of a change of control.	
4	Advisory Vote to Ratify Named Exe Officers' Compensation	cutive 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, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.				
5	Other Business	Mgmt	For	Against	
	Voter Rationale: Any Other Busines.	s should not be a votin	g item.		

#### **Reliance Industries Ltd.**

Meeting Date: 08/29/2022 Country: India Ticker: 500325

Meeting Type: Annual

Primary ISIN: INE002A01018 Primary SEDOL: 6099626

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	Against
				targets, however require companies in this ons and targets covering scope 3 emissions.
1b	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect Nita M. Ambani as Director	Mgmt	For	For
	Voter Rationale: For companies without an additional safeguard and point of commun			ent director should be appointed to serve as an
4	Reelect Hital R. Meswani as Director	Mgmt	For	For
5	Approve Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
6	Approve Reappointment and Remuneration of Nikhil R. Meswani as a Whole-time Driector	Mgmt	For	For
7	Elect K. V. Chowdary as Director	Mgmt	For	For
8	Approve Remuneration of Cost Auditors	Mgmt	For	For
9	Amend Object Clause of the Memorandum of Association	Mgmt	For	For

#### **Reliance Industries Ltd.**

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

# **Remy Cointreau SA**

Meeting Date: 07/21/2022

Country: France

Ticker: RCO

ex-ante shareholder approval.

Meeting Type: Annual/Special

**Primary ISIN:** FR0000130395

**Primary SEDOL:** 4741714

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
3	Approve Allocation of Income and Dividends of EUR 2.85 per Share	Mgmt	For	For
4	Approve Stock Dividend Program	Mgmt	For	For
5	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt e	For	Against
	Voter Rationale: Shareholders should be g	iven relevant and	sufficient information to make	e an informed decision.
6	Reelect Helene Dubrule as Director	Mgmt	For	For
7	Reelect Olivier Jolivet as Director	Mgmt	For	For
8	Reelect Marie-Amelie de Leusse as Director	Mgmt	For	For
	support the Chairman, ensure orderly succ	cession process fo	r the Chairman, and act as a	ropriate checks and balances on the Board, point of contact for shareholders, through the board Chairman are considered
9	Reelect ORPAR SA as Director	Mgmt	For	For
10	Elect Alain Li as Director	Mgmt	For	For
11	Approve Compensation Report of Corporate Officers	Mgmt	For	For
12	Approve Compensation of Marc Heriard	Mgmt	For	Against

# **Remy Cointreau SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13	Approve Compensation of Eric Vallat, CEO	Mgmt	For	Against
	reward strong performance and drive shar	eholder value ov provisions to the ptive schemes sh	er a sufficiently long period of t e short- and long-term incentive ould only be available for super	e schemes in line with market best practice.
14	Approve Remuneration Policy of Chairman of the Board		For	Against
	Voter Rationale: Incentive awards to execu reward strong performance and drive shar			bust and stretching performance targets to ime.
15	Approve Remuneration Policy of CEO	Mgmt	For	Against
	reward strong performance and drive shar introducing deferral element and clawback	eholder value ov provisions to the be clearly linked	er a sufficiently long period of t e short- and long-term incentive to performance and demonstra	bust and stretching performance targets to ime. Also, companies should consider e schemes in line with market best practice. ate shareholder value creation in addition to
16	Approve Remuneration Policy of Directors	Mgmt	For	For
17	Approve Remuneration of Directors in the Aggregate Amount of EUR 680,000	Mgmt	For	For
18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For
	Extraordinary Business	Mgmt		
19	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	For	For
20	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 20 Million	Mgmt	For	For
21	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 15 Million	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the		% without pre-emption rights sl	hould be undertaken in exceptional
22	Approve Issuance of Equity or Equity-Linked Securities for up to 20 Percent of Issued Capital Per Year for Private Placements	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the		% without pre-emption rights sl	hould be undertaken in exceptional
23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	J	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the		% without pre-emption rights sl	hould be undertaken in exceptional
24	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by th		% without pre-emption rights sl	hould be undertaken in exceptional

circumstances only and fully justified by the company.

### **Remy Cointreau SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
25	Authorize Capital Increase of Up to EUR 15 Million for Future Exchange Offers	Mgmt	For	Against	
	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.				
26	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	Mgmt	For	For	
27	Authorize Capitalization of Reserves of Up to EUR 20 Million for Bonus Issue or Increase in Par Value	Mgmt	For	For	
28	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	Mgmt	For	For	
29	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For	

### **RF Industries, Ltd.**

Meeting Date: 09/08/2022

Country: USA

Meeting Type: Annual

Ticker: RFIL

**Primary ISIN:** US7495521053

Primary SEDOL: 2727813

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Sheryl Cefali	Mgmt	For	For
	Voter Rationale: Directors are elected in commits directors regularly on their performant accountability.			nould have the opportunity to communicate declassify itself, thereby enhancing
1b	Elect Director Robert Dawson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. In addition, on early termination, the event of a change of control. Moreove strong performance and drive shareholder the company should put clawback provision	, all share-based a er, incentive award r value over a suff ons in place to ena ons which were de hedging of compa	wards should be time pro-rates to executives should include iciently long period of time de able it to re-coup funds should thirmental to the long-term in the stock by executives. Hedgin	efined as at least three years. Furthermore, d it identify any facts of manipulation of terests of its shareholders. Also, companies
3	Ratify CohnReznick LLP as Auditors	Mgmt	For	Against
		mpanies that have	had the same auditor for a lo	There is value for investors in gaining new ong period of time should consider a plan or

### **Rite Aid Corporation**

Meeting Date: 07/27/2022 Country: USA Ticker: RAD

Meeting Type: Annual

**Primary ISIN:** US7677548726

Primary SEDOL: BJNQGL0

# **Rite Aid Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Bruce G. Bodaken	Mgmt	For	For		
1.2	Elect Director Elizabeth "Busy" Burr	Mgmt	For	For		
1.3	Elect Director Heyward Donigan	Mgmt	For	For		
1.4	Elect Director Bari Harlam	Mgmt	For	For		
1.5	Elect Director Robert E. Knowling, Jr.	Mgmt	For	For		
1.6	Elect Director Louis P. Miramontes	Mgmt	For	For		
1.7	Elect Director Arun Nayar	Mgmt	For	For		
1.8	Elect Director Katherine "Kate" B. Quinn	Mgmt	For	For		
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against		
3	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.  Advisory Vote to Ratify Named Executive Mgmt For Against Officers' Compensation					
		s should be clearly linke	naterial changes in the business or in the role d to performance and demonstrate sharehold of their jobs.			
4	Amend Omnibus Stock Plan	Mgmt	For	Against		
	Voter Rationale: This plan could lead to excessive dilution. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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.					
5	Eliminate Supermajority Voting Provisions	Mgmt	For	For		
6	Adopt Simple Majority Vote	SH	Against	For		
	Voter Rationale: Supermajority provisions policies.	create artificial barriers	for shareholders. Majority voting should be so	ufficient to change		

## **Riverview Bancorp, Inc.**

Meeting Date: 08/24/2022 Country: USA

Ticker: RVSB

Meeting Type: Annual

**Primary ISIN:** US7693971001 Primary SEDOL: 2117920

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

# **Riverview Bancorp, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.3	Elect Director Gerald L. Nies	Mgmt	For	For		
	Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.					
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. Furthermore, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Moreover, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.					

## **RS Group Plc**

Meeting Date: 07/14/2022

Country: United Kingdom

Ticker: RS1

Meeting Type: Annual

**Primary ISIN:** GB0003096442

Primary SEDOL: 0309644

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

#### **RS Group Plc**

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

### **Rubius Therapeutics, Inc.**

Meeting Date: 07/07/2022

Country: USA

Meeting Type: Special

Ticker: RUBY

Primary ISIN: US78116T1034

Primary SEDOL: BDD1B07

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

#### Sa Sa International Holdings Limited

Meeting Date: 08/31/2022

**Country:** Cayman Islands

Meeting Type: Annual

Ticker: 178

Primary ISIN: KYG7814S1021

Primary SEDOL: 6003401

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

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

# Sa Sa International Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2.1b	Elect Kwok Law Kwai Chun Eleanor as Director	Mgmt	For	For		
		mination committee sho	lent and this director's membership could han ould be majority independent and this director			
2.1c	Elect Ho Danny Wing Fi as Director	Mgmt	For	For		
2.1d	Elect Lee Yun Chun Marie-Christine as Director	Mgmt	For	Against		
	Voter Rationale: The board should include independence and objectivity.	at least 33% independe	ent non-executive directors to ensure appropr	iate balance of		
2.2	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For		
3	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For		
4.1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against		
	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.					
4.2	Authorize Repurchase of Issued Share Capital	Mgmt	For	For		
4.3	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 limi	tations as newly issued		
5	Adopt New Share Option Scheme	Mgmt	For	Against		
	reward strong performance and drive shar for executives and employees should be so should have clearly disclosed and stretchin	eholder value over a su ubmitted to shareholder ng performance targets (	disclosed and include robust and stretching p fficiently long period of time. Moreover, share approval as separate voting items. Incentive to reward strong performance and long-term ated and tested for performance, including in	-based incentive plans awards to executives value creation. Also,		
6	Amend Memorandum and Articles of Association and Adopt Amended and Restated Memorandum and Articles of Association	Mgmt	For	For		

### Sakata Seed Corp.

Meeting Date: 08/25/2022 Country: Japan Ticker: 1377

Meeting Type: Annual

Primary ISIN: JP3315000004 Primary SEDOL: 6769811

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

### **Sakata Seed Corp.**

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

#### Sansan, Inc.

Meeting Date: 08/30/2022

Country: Japan

Meeting Type: Annual

Ticker: 4443

Primary ISIN: JP3332540008

Primary SEDOL: BJYJG18

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

targets that reward strong performance and build shareholder value over time.

#### **Satellite Chemical Co., Ltd.**

Meeting Date: 09/14/2022

Country: China

Meeting Type: Special

Ticker: 002648

Primary ISIN: CNE100001B07

Primary SEDOL: B6585B6

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

### **Satellite Chemical Co., Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	AMEND ARTICLES OF ASSOCIATION AND ITS ANNEXES, RULES AND PROCEDURES REGARDING GENERAL MEETINGS OF SHAREHOLDERS, BOARD OF DIRECTORS AND SUPERVISORS	J		
2.1	Approve Amendments to Articles of Association	Mgmt	For	For
2.2	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	Against
	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
2.3	Amend Rules and Procedures Regarding Meetings of Board of 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
2.4	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	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

### **Seneca Foods Corporation**

Meeting Date: 08/10/2022 Country: USA Ticker: SENEA

Meeting Type: Annual

**Primary ISIN:** US8170705011 Primary SEDOL: 2781626

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

#### **ServiceSource International, Inc.**

Ticker: SREV **Meeting Date:** 07/20/2022 Country: USA

Meeting Type: Special

**Primary ISIN:** US81763U1007 **Primary SEDOL:** B4YD5Q3

### **ServiceSource International, Inc.**

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

#### **Shenzhen Inovance Technology Co., Ltd.**

Meeting Date: 08/12/2022 Country: China Ticker: 300124

Meeting Type: Special

Primary ISIN: CNE100000V46 Primary SEDOL: B3QDJB7

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Draft and Summary of Stock Option and Performance Share Incentive Plan	Mgmt	For	Against
		reholder value ove	er a sufficiently long period of t	bust and stretching performance targets to ime. Moreover, share-based incentive plans ting items.
2	Approve Implementation of Methods to Assess the Performance of Plan Participants	Mgmt	For	Against
		reholder value ove	er a sufficiently long period of t	bust and stretching performance targets to ime. Moreover, share-based incentive plans ting items.
3	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	Against
		reholder value ove	er a sufficiently long period of t	bust and stretching performance targets to ime. Moreover, share-based incentive plans ting items.

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.

### Shibuya Corp.

Meeting Date: 09/28/2022 Country: Japan Ticker: 6340

Meeting Type: Annual

Primary ISIN: JP3356000004 Primary SEDOL: 6804239

## **Shibuya Corp.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 40	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3	Elect Director Kondo, Noriyuki	Mgmt	For	For
4.1	Appoint Statutory Auditor Doi, Junichi	Mgmt	For	For
4.2	Appoint Statutory Auditor Ohara, Masatoshi	Mgmt	For	For
5	Approve Director Retirement Bonus	Mgmt	For	Against
	Voter Rationale: There should be disclosur	re of the total award of	retirement bonuses.	
6	Approve Takeover Defense Plan (Poison Pill)	Mgmt	For	Against
		that empower the boar	should be undertaken by independent directo d to block potential bids through onerous info fficient utilisation of assets.	

### **SHO-BOND Holdings Co., Ltd.**

Meeting Date: 09/28/2022

Country: Japan

Meeting Type: Annual

Ticker: 1414

Primary ISIN: JP3360250009

Primary SEDOL: B29T1W0

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

#### Showa Denko K.K.

Meeting Date: 09/29/2022 Country: Japan

Meeting Type: Special

Ticker: 4004

**Primary ISIN:** JP3368000000

Primary SEDOL: 6805469

#### Showa Denko K.K.

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

#### Sierra Wireless, Inc.

**Meeting Date:** 09/27/2022

Country: Canada

Meeting Type: Special

Ticker: SW

Primary ISIN: CA8265161064

Primary SEDOL: 2418968

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

#### **Silvercorp Metals Inc.**

Meeting Date: 09/30/2022

Country: Canada

Meeting Type: Annual

Ticker: SVM

Primary ISIN: CA82835P1036

Primary SEDOL: 2784261

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

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

# **Silvercorp Metals Inc.**

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

### **Sirius Real Estate Limited**

Meeting Date: 07/06/2022

**Country:** Guernsey

Guernsey **Ticker:** SRE

Meeting Type: Annual

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

#### **Sirius Real Estate Limited**

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

### **SJM Holdings Limited**

**Meeting Date:** 08/26/2022 Country: Hong Kong

Meeting Type: Extraordinary Shareholders

Ticker: 880

**Primary ISIN:** HK0880043028 **Primary SEDOL:** B2NR3Y6

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

### **Skyline Champion Corporation**

Ticker: SKY Meeting Date: 07/26/2022 Country: USA

Meeting Type: Annual

**Primary ISIN:** US8308301055 Primary SEDOL: 2814005

#### **Skyline Champion Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Keith Anderson	Mgmt	For	For
1.2	Elect Director Michael Berman	Mgmt	For	For
1.3	Elect Director Timothy Bernlohr	Mgmt	For	For
1.4	Elect Director Eddie Capel	Mgmt	For	For
1.5	Elect Director Michael Kaufman	Mgmt	For	Withhold
1.6	interests may not be well aligned with the director's membership could hamper the	e wider group of share committee's impartialit	•	
1.6	Elect Director Erin Mulligan Nelson	Mgmt	For	FOF
1.7	Elect Director Nikul Patel	Mgmt	For	For
1.7 1.8	Elect Director Nikul Patel Elect Director Gary E. Robinette	Mgmt Mgmt	For	For For
		•		
1.8	Elect Director Gary E. Robinette	Mgmt	For	For
1.8 1.9	Elect Director Gary E. Robinette Elect Director Mark Yost Ratify Ernst & Young LLP as Auditors	Mgmt Mgmt Mgmt	For	For For

Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.

#### **Snowflake Inc.**

Meeting Date: 07/07/2022

Country: USA

Meeting Type: Annual

Ticker: SNOW

**Primary ISIN:** US8334451098

Primary SEDOL: BN134B7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kelly A. Kramer	Mgmt	For	For
1b	Elect Director Frank Slootman	Mgmt	For	For

Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. 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.

#### **Snowflake Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Michael L. Speiser	Mgmt	For	Withhold
	compensation committee should be independent effectiveness. Moreover, this director is now in company bylaws or articles of incorporal Specifically, the board failed to remove, or changes to the governing documents and	endent and this director t sufficiently independer tion should not erode si subject to a sunset req the classified board, eac t shareholders should h	sufficiently independent to serve on key board's membership could hamper the committee's not to serve as the independent lead director. If hareholders' rights and should be subject to suitement, the supermajority vote requirement of of which adversely impacts shareholder rigate the opportunity to communicate with direary itself, thereby enhancing accountability.	impartiality and Furthermore, changes hareholder approval. t to enact certain hts. Also, directors are
2	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

# SoFi Technologies, Inc.

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

Meeting Type: Annual

Primary ISIN: US83406F1021 Primary SEDOL: BM8J4C2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ahmed Al-Hammadi	Mgmt	For	For
1b	Elect Director Ruzwana Bashir	Mgmt	For	For
1c	Elect Director Michael Bingle	Mgmt	For	Withhold
	best practices in pay that help establis	sh compensation pac	kages that reward strong per	tion committee should do more to respond to formance and build shareholder value over tock price goals, the size of his equity awards
1d	Elect Director Richard Costolo	Mgmt	For	Withhold
	best practices in pay that help establis	sh compensation pac	kages that reward strong per	tion committee should do more to respond to formance and build shareholder value over tock price goals, the size of his equity awards
1e	Elect Director Steven Freiberg	Mgmt	For	For
1f	Elect Director Tom Hutton	Mgmt	For	Withhold
	to shareholder approval. Specifically, i	the company adopted	l a supermajority vote require	de shareholders' rights and should be subject ement to enact certain changes to the rd failed to remove or subject it to a sunset
1g	Elect Director Clara Liang	Mgmt	For	Withhold
	best practices in pay that help establis	sh compensation pac	kages that reward strong per	tion committee should do more to respond to formance and build shareholder value over tock price goals, the size of his equity awards
1h	Elect Director Anthony Noto	Mgmt	For	For
1i	Elect Director Harvey Schwartz	Mgmt	For	For

## SoFi Technologies, Inc.

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

### **Spectrum Brands Holdings, Inc.**

Meeting Date: 08/09/2022 Country: USA

Meeting Type: Annual

Ticker: SPB

**Primary ISIN:** US84790A1051

Primary SEDOL: BDRYFB1

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

## **Spirit Airlines, Inc.**

Meeting Date: 07/27/2022 Country: USA Ticker: SAVE

**Meeting Type:** Proxy Contest

**Primary ISIN:** US8485771021

Primary SEDOL: B3ZG8F4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Managamant Duning Cand	Manak		

Management Proxy Card

Mgmt

# **Spirit Airlines, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	Against
	proposal with Frontier. Two key factoids the dissimilar as JetBlue's \$33.50 per share is	nat support this include: 52% greater than Fron \$24.36; and (2) the rev	e proposition for shareholders when compared (1) that the offers' estimated value per share tier's \$22.03 per share offer and represents a vised JetBlue offer, unlike the Frontier offer, no e from such an inter-sector transaction.	e are materially more than 37.5%
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	decisions by the compensation committee were previously expected to be pro-rated, grants made in 2022. Further, the commit cash severance value. Also, on early term including in the event of a change of conti	have increased the pot they will now be conve tee approved sizable ca ination, all share-based rol. In addition, all exce	based, with no excise tax gross-ups. However tential merger-related compensation to NEOs. exted to time-vesting awards at their full value, sh retention awards to NEOs which approxima awards should be time pro-rated and tested to ptional awards should be clearly linked to pen- that expected of directors as a normal part of	While equity awards , including recent ate 75 percent of their for performance, formance and
3	Adjourn Meeting	Mgmt	For	Against
	Dissident Proxy (Blue Proxy Card)	Mgmt		
1	Approve Merger Agreement	Mgmt	Against	Do Not Vote
2	Advisory Vote on Golden Parachutes	Mgmt	Against	Do Not Vote
3	Adjourn Meeting	Mgmt	Against	Do Not Vote

## **Spok Holdings, Inc.**

Meeting Date: 07/26/2022

Country: USA

Meeting Type: Annual

Ticker: SPOK

Primary ISIN: US84863T1060

Primary SEDOL: BNZB473

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

bringing in a new auditing firm.

# **Spok Holdings, Inc.**

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

#### **SSE Plc**

**Meeting Date:** 07/21/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: SSE

**Primary ISIN:** GB0007908733

Primary SEDOL: 0790873

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	·	<u> </u>		
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Remuneration Policy	Mgmt	For	For
4	Amend Performance Share Plan	Mgmt	For	For
5	Approve Final Dividend	Mgmt	For	For
6	Re-elect Gregor Alexander as Director	Mgmt	For	For
7	Elect Dame Elish Angiolini as Director	Mgmt	For	For
8	Elect John Bason as Director	Mgmt	For	Against
			than one external directorships to ensure the unexpected company situations requiring subs	
9	Re-elect Dame Sue Bruce as Director	Mgmt	For	For
10	Re-elect Tony Cocker as Director	Mgmt	For	For
11	Elect Debbie Crosbie as Director	Mgmt	For	For
12	Re-elect Peter Lynas as Director	Mgmt	For	For
13	Re-elect Helen Mahy as Director	Mgmt	For	For
14	Re-elect Sir John Manzoni as Director	Mgmt	For	For
15	Re-elect Alistair Phillips-Davies as Directo	r Mgmt	For	For
16	Re-elect Martin Pibworth as Director	Mgmt	For	For
17	Re-elect Melanie Smith as Director	Mgmt	For	For
18	Re-elect Dame Angela Strank as Director	Mgmt	For	For
19	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
20	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
21	Approve Net Zero Transition Report	Mgmt	For	For
22	Authorise Issue of Equity	Mgmt	For	For

#### **SSE Plc**

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

### Steelcase Inc.

Meeting Date: 07/13/2022

Country: USA

Meeting Type: Annual

Ticker: SCS

Primary ISIN: US8581552036

Primary SEDOL: 2150420

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Sara E. Armbruster	Mgmt	For	For
	Voter Rationale: We oppose dual class to allow for equal voting rights among s		ired or enhanced voting rights. 7	The company should amend its structure
1b	Elect Director Timothy C. E. Brown	Mgmt	For	For
1c	Elect Director Connie K. Duckworth	Mgmt	For	For
1d	Elect Director Todd P. Kelsey	Mgmt	For	For
1e	Elect Director Jennifer C. Niemann	Mgmt	For	Against
	Voter Rationale: For widely held compa appropriate balance of independence a		ld include at least 50% independ	dent non-executive directors to ensure
1f	Elect Director Robert C. Pew, III	Mgmt	For	Against
	appropriate balance of independence as than 12 years lack balance. The nomina proportion of long standing directors to enhanced voting rights. The company s	ating committee show reduce the risk of e	uld take action to ensure an appi ntrenchment. Also, we oppose d	ual class structures with impaired or
1g	Elect Director Cathy D. Ross	Mgmt	For	Against
	than 12 years lack balance. The nomina proportion of long standing directors to serve on committees that require absol	nd objectivity. Furthe ating committee show reduce the risk of e ute independence. T ree's impartiality and	ermore, boards where more than ald take action to ensure an appi ntrenchment. Moreover, directors the audit committee should be fu effectiveness. The compensation	a third of directors have served for more ropriately fresh board and reduce the s with long board tenures should not
1h	Elect Director Catherine C. B. Schmelte	r Mgmt	For	For
1i	Elect Director Peter M. Wege, II	Mgmt	For	Against
	Voter Rationale: For widely held comparations appropriate balance of independence at than 12 years lack balance. The nominal proportion of long standing directors to	nd objectivity. Furthe ating committee show	ermore, boards where more than uld take action to ensure an appi	a third of directors have served for more ropriately fresh board and reduce the

serve on committees that require absolute independence. Also, former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.

### Steelcase Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Linda K. Williams	Mgmt	For	For
1k	Elect Director Kate Pew Wolters	Mgmt	For	Against
	appropriate balance of independence and than 12 years lack balance. The nominatin proportion of long standing directors to re- serve on committees that require absolute independent to serve on key committees a	objectivity. Furthermore og committee should tak duce the risk of entrenc independence. Also, di os their interests may no	ude at least 50% independent non-executive, boards where more than a third of directors a eaction to ensure an appropriately fresh boathment. Moreover, directors with long board te rectors who represent major shareholders are to be well aligned with the wider group of shals membership could hamper the committee's	have served for more of and reduce the nures should not not sufficiently reholders The
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	disclosed and stretching performance target long-term plans; measuring company outcook rewarded for below-average performance compensation packages that build shared to performance conditions. At least 50% is annual pay. Larger severance packages she should include robust performance targets of time defined as at least three years. Moshareholder value creation in addition to a	ets; performance trigge, comes against its approperation of the approper	ults are not sufficiently strong. Good practices is for equity awards; using different metrics for its peer group; and setting awards so that aches will ensure that the compensation computer the service in addition, severance payments should informance and drive shareholder value over a swards should be clearly linked to performance of directors as a normal part of their jobs Lastectives. Hedging activity by executives should it.	or the short and executives are not mittee designs awards should be tied not exceed two times evards to executives sufficiently long period e and demonstrate ettly, companies should
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same auditor for a	period of over 10 years should consider a plan	n or tender process for

# **STERIS** plc

Meeting Date: 07/28/2022 Country: Ireland Ticker: STE

Meeting Type: Annual

Primary ISIN: IE00BFY8C754

Primary SEDOL: BFY8C75

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Richard C. Breeden	Mgmt	For	Against
	appropriate balance of independence a than 12 years lack balance. The nomin proportion of long standing directors to committees that require absolute indep	nd objectivity. In add ating committee sho oreduce the risk of e dendence. The audit lity and effectivenes	dition, boards where more ould take action to ensure entrenchment. Also, direct committee should be fully is. The nomination commi	Independent non-executive directors to ensure se than a third of directors have served for more an appropriately fresh board and reduce the tors with long board tenures should not serve on y independent and this director's membership titee should be majority independent and this
1b	Elect Director Daniel A. Carestio	Mgmt	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Cynthia L. Feldmann	Mgmt	For	Against
	appropriate balance of independence and than 12 years lack balance. The nominati proportion of long standing directors to re serve on committees that require absolut membership could hamper the committee and this director's membership could ham	objectivity. In additioning committee should to be duce the risk of entrender independence. The above impartiality and effective the committee's inder diversity on the bounder diversity diver	clude at least 50% independent non-executive n, boards where more than a third of directors ake action to ensure an appropriately fresh boa nchment. Moreover, directors with long board to judit committee should be fully independent an activeness. The nomination committee should be impartiality and effectiveness. Also, we expect of pard. Our minimum expectation is that female on aspiration to achieve 30% in the future.	have served for more ard and reduce the enures should not d this director's e majority independent ompanies to have
1d	Elect Director Christopher S. Holland	Mgmt	For	For
1e	Elect Director Jacqueline B. Kosecoff	Mgmt	For	Against
	appropriate balance of independence and than 12 years lack balance. The nominati proportion of long standing directors to re committees that require absolute indepen	objectivity. In addition ong committee should to educe the risk of entre odence. The compensa of and effectiveness. Th	clude at least 50% independent non-executive n, boards where more than a third of directors ake action to ensure an appropriately fresh boand nothment. Also, directors with long board tenuration committee should be independent and this we nomination committee should be majority in y and effectiveness.	have served for more ard and reduce the es should not serve on a director's membership
1f	Elect Director Paul E. Martin	Mgmt	For	For
1g	Elect Director Nirav R. Shah	Mgmt	For	For
1h	Elect Director Mohsen M. Sohi	Mgmt	For	Against
	appropriate balance of independence and	objectivity. Also, board nittee should take actio	clude at least 50% independent non-executive ds where more than a third of directors have so on to ensure an appropriately fresh board and r	erved for more than 12
1i	Elect Director Richard M. Steeves	Mgmt	For	Against
	appropriate balance of independence and	objectivity. Also, executed be considered affilia	clude at least 50% independent non-executive utives from acquired companies are not sufficie ted directors. The audit committee should be fa tiality and effectiveness.	ently independent to
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
	Voter Rationale: The company has engage perspectives on finances and controls. Co- tender process for bringing in a new audi	mpanies that have had	for more than 20 years. There is value for invol I the same auditor for a long period of time sho 10 years.	estors in gaining new ould consider a plan or
3	Appoint Ernst & Young Chartered Accountants as Irish Statutory Auditor	Mgmt	For	Against
		mpanies that have had	for more than 20 years. There is value for inve If the same auditor for a long period of time sho 10 years.	
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	Against
		mpanies that have had	for more than 20 years. There is value for inve If the same auditor for a long period of time sho 10 years.	
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

### **Suncorp Group Limited**

Meeting Date: 09/23/2022

Country: Australia Meeting Type: Annual Ticker: SUN

Primary ISIN: AU000000SUN6

Primary SEDOL: 6585084

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive shall articulate how executives performed again	reholder value over a su nst historic performance	disclosed and include robust and stretching p officiently long period of time. Also, the remun targets. The board should articulate how bo tets that underpin long-term incentive plans.	eration report does not
2	Approve Suncorp Group Equity Incentive Plan and Modifications to Performance Rights	Mgmt	None	Against
	Voter Rationale: Incentive awards to executive strong performance and drive shall		disclosed and include robust and stretching pufficiently long period of time.	erformance targets to
3	Approve Grant of Performance Rights to Steven Johnston	Mgmt	For	For
		ooth absolute and relativ	performance target. Companies should base ve financial metrics rather than a single perfor ve.	
<del>4</del> a	Elect Ian Hammond as Director	Mgmt	For	For
4b	Elect Sally Herman as Director	Mgmt	For	For
5	Approve Renewal of Proportional Takeover Provisions in the Constitution	Mgmt	For	For

### Switch, Inc.

**Meeting Date:** 08/04/2022

Country: USA

Meeting Type: Special

Ticker: SWCH

Primary ISIN: US87105L1044

Primary SEDOL: BF2YWK8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	tax gross-ups are payable. However, equ	uity awards are ent ctual performance t	tirely subject to single-tri through the time of the l	uble trigger and reasonably based, and no excise igger vesting, including full vesting of recently merger. Also, on early termination, all share-based at of a change of control.
3	Adjourn Meeting	Mgmt	For	For

### Tama Home Co., Ltd.

Meeting Date: 08/25/2022

Country: Japan

Meeting Type: Annual

Ticker: 1419

**Primary ISIN:** JP3470900006

**Primary SEDOL:** B7TV4G6

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

# **Tate & Lyle Plc**

Meeting Date: 07/28/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: TATE

Primary ISIN: GB00BP92CJ43

Primary SEDOL: BP92CJ4

# **Tate & Lyle Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Deferral of STI award sho	ould apply to the whole	e award and not only to a percentage of the a	ward.
3	Approve Final Dividend	Mgmt	For	For
4	Re-elect Gerry Murphy as Director	Mgmt	For	For
5	Re-elect Nick Hampton as Director	Mgmt	For	For
6	Elect Dawn Allen as Director	Mgmt	For	For
7	Re-elect John Cheung as Director	Mgmt	For	Against
			than one external directorships to ensure the unexpected company situations requiring subs	
8	Re-elect Patricia Corsi as Director	Mgmt	For	For
9	Elect Isabelle Esser as Director	Mgmt	For	For
10	Re-elect Paul Forman as Director	Mgmt	For	For
11	Re-elect Lars Frederiksen as Director	Mgmt	For	For
12	Re-elect Kimberly Nelson as Director	Mgmt	For	For
13	Re-elect Sybella Stanley as Director	Mgmt	For	For
14	Re-elect Warren Tucker as Director	Mgmt	For	For
15	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For
18	Authorise Issue of Equity	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
22	Approve Reduction and Cancellation of Capital Cumulative Preference Shares	Mgmt	For	For
23	Adopt New Articles of Association	Mgmt	For	For
24	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

# **TechnoPro Holdings, Inc.**

Meeting Date: 09/29/2022

Country: Japan

Meeting Type: Annual

Ticker: 6028

**Primary ISIN:** JP3545240008

Primary SEDOL: BSM8SQ9

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

### **Telefonica Brasil SA**

Meeting Date: 08/04/2022

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: VIVT3

Primary ISIN: BRVIVTACNOR0

Primary SEDOL: B6XFBX3

### **Telefonica Brasil SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ratify Acquisition of All Shares of Garlia RJ Infraestrutura e Redes de Telecomunicacoes S.A.	va Mgmt	For	For
		ation poses no risk of di	* There are no known concerns regarding the ilution to current shareholders; and * The com	
2	Ratify Ernst & Young Assessoria Empresarial Ltda. as Independent Firm ( Appraise Proposed Transaction	Mgmt co	For	For
		ation poses no risk of di	* There are no known concerns regarding the ilution to current shareholders; and * The com	
3	Approve Independent Firm's Appraisal	Mgmt	For	For
		ation poses no risk of di	* There are no known concerns regarding the ilution to current shareholders; and * The com	
4	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

# Tesla, Inc.

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

Meeting Type: Annual

Primary ISIN: US88160R1014 Primary SEDOL: B616C79

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ira Ehrenpreis	Mgmt	For	Against
	compensation committee should be in effectiveness. Also, the lack of a robu carrying out its risk oversight function the pledging of company shares by e	ndependent and thi ust anti-pledging pol n.  We encou xecutives. In additio nunicate with directo	is director's membership cou licy is concerning and raises rage the committee to adop on, directors are elected in c	that require absolute independence. The old hamper the committee's impartiality and questions about audit committee effectiveness in the apolicy ideally prohibiting or severely restricting elasses rather than annually, but shareholders mance. The board should take immediate steps to
1.2	Elect Director Kathleen Wilson-Thom	pson Mgmt	For	Against
		n.  We encoul		vestions about audit committee effectiveness in t a policy ideally prohibiting or severely restricting
2	Reduce Director Terms from Three to Years	Two Mgmt	For	For
3	Eliminate Supermajority Voting Provi	sions Mgmt	For	For
4	Increase Authorized Common Stock	Mgmt	For	For

# Tesla, Inc.

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

# **TESSCO Technologies Incorporated**

**Meeting Date:** 07/28/2022

Country: USA

Meeting Type: Annual

Ticker: TESS

Primary ISIN: US8723861071

Primary SEDOL: 2884291

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Timothy Bryan	Mgmt	For	For
1.2	Elect Director Steven T. Campbell	Mgmt	For	For
1.3	Elect Director Stephanie Dismore	Mgmt	For	For
1.4	Elect Director Matthew W. Brewer	Mgmt	For	For
1.5	Elect Director Vernon L. Irvin	Mgmt	For	For
1.6	Elect Director Kathleen McLean	Mgmt	For	For
1.7	Elect Director Sandip Mukerjee	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have ha bringing in a new auditing firm.	d the same audit	tor for a period of over 10 year	rs should consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

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

#### The British Land Co. Plc

**Meeting Date:** 07/12/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: BLND

Primary ISIN: GB0001367019

Primary SEDOL: 0136701

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

#### The British Land Co. Plc

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

### The Container Store Group, Inc.

Country: USA **Meeting Date:** 08/31/2022

Ticker: TCS

Meeting Type: Annual

**Primary ISIN:** US2107511030 Primary SEDOL: BFWGXQ7

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

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

# **The Container Store Group, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against		
	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	Mgmt	For	For		
	shareholder value over a sufficiently long	bust performance targets that reward strong pers at least three years. Also, the company sho any facts of manipulation of reported indicate mareholders.	uld put clawback			

# The Foschini Group Ltd.

Meeting Date: 09/08/2022 Countr

**Country:** South Africa

Meeting Type: Annual

Primary ISIN: ZAE000148466

Ticker: TFG

**Primary SEDOL:** 6349688

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

# The Foschini Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
10	Re-elect Nomahlubi Simamane as Member of the Audit Committee	Mgmt	For	Against		
	Voter Rationale: The audit committee show impartiality and effectiveness.	uld be fully independen	t and this director's membership could hampe	er the committee's		
11	Re-elect David Friedland as Member of the Audit Committee	Mgmt	For	For		
12	Approve Remuneration Policy	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.					
13	Approve Remuneration Implementation 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.					
	Special Resolutions	Mgmt				
1	Approve Remuneration of Non-executive Directors	Mgmt	For	For		
2	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act	Mgmt	For	For		
3	Authorise Repurchase of Issued Share Capital	Mgmt	For	For		
	Continuation of Ordinary Resolutions	Mgmt				
14	Authorise Ratification of Approved Resolutions	Mgmt	For	For		

# The J. M. Smucker Company

Meeting Date: 08/17/2022 Country: USA Ticker: SJM

Meeting Type: Annual

**Primary ISIN:** US8326964058

Primary SEDOL: 2951452

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

# The J. M. Smucker Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1g	Elect Director Alex Shumate	Mgmt	For	For		
				dent lead director. Given that there has been t this time and the matter will be kept under		
1h	Elect Director Mark T. Smucker	Mgmt	For	For		
	Voter Rationale: The roles of Chairman and CEO are substantially different and generally should be separated. Separation of roles is important for securing a proper balance between executives and outside shareholders and preserving accountability. 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.					
<b>1</b> i	Elect Director Richard K. Smucker	Mgmt	For	For		
1j	Elect Director Jodi L. Taylor	Mgmt	For	For		
1k	Elect Director Dawn C. Willoughby	Mgmt	For	For		
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against		
	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		
		ceptional awards si	hould be clearly linked to	ted and tested for performance, including in the performance and demonstrate shareholder value jobs.		
4	Amend Votes Per Share of Existing Stoc	k Mgmt	For	For		

# The Monogatari Corp.

**Meeting Date:** 09/27/2022

Country: Japan

Meeting Type: Annual

Ticker: 3097

**Primary ISIN:** JP3922930007

Primary SEDOL: B2PWSL1

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

### The Monogatari Corp.

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

### Thermon Group Holdings, Inc.

**Meeting Date:** 08/01/2022

Country: USA

Meeting Type: Annual

Ticker: THR

Primary ISIN: US88362T1034

Primary SEDOL: B3N6F00

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

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

### **Token Corp.**

Meeting Date: 07/28/2022

Country: Japan

Meeting Type: Annual

Ticker: 1766

**Primary ISIN:** JP3590900001

Primary SEDOL: 6898447

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

# **Token Corp.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Director Sumino, Takanori	Mgmt	For	Against
	Japanese Corporate Governance Code	recommends listed of third independence to	companies have at least two o ensure appropriate balanc	den and diversify board discussion. The to independent directors on the board. The ce of independence and objectivity. If the ecruited an outside director.
4	Approve Director Retirement Bonus	Mgmt	For	Against
	Voter Rationale: There should be disci	osure of the total awa	ard of retirement bonuses.	

# Transcat, Inc.

Meeting Date: 09/07/2022

Country: USA

Meeting Type: Annual

Ticker: TRNS

Primary ISIN: US8935291075 Primary SEDOL: 2901714

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Charles P. Hadeed	Mgmt	For	Withhold
	the risk of entrenchment. Furthermore independence. Given that there has be time and the matter will be kept under	e an appropriately fre o, directors with long u een meaningful board or review. However, for udit committee shoul	esh board and reduce the proportions to the serve of refreshment during the year under employees or company four	tion of long standing directors to reduce
1.2	Elect Director Cynthia Langston	Mgmt	For	For
1.3	Elect Director Paul D. Moore	Mgmt	For	For
	the risk of entrenchment. Furthermore independence. The audit committee sh impartiality and effectiveness. The non hamper the committee's impartiality ar under review, support is warranted at	e an appropriately fre to directors with long I nould be fully indepen nination committee sl nd effectiveness. Give this time and the mat	esh board and reduce the proportions to the proportion of the serve of	tion of long standing directors to reduce on committees that require absolute ship could hamper the committee's and this director's membership could bul board refreshment during the year
	rather than annually, but shareholders The board should take immediate step			rectors regularly on their performance.
2		s to declassify itself, t		rectors regularly on their performance.
2	Advisory Vote to Ratify Named Execution Officers' Compensation  Voter Rationale: Incentive awards to expressed a should be linked to material changes in	ive Mgmt  xecutives should be controlled by the business or in the business or in the sin place to enable	thereby enhancing accountability  For  learly disclosed and include robuer a sufficiently long period of time the role and responsibilities of execute to re-coup funds should it ider	ectors regularly on their performance.  Against  ust and stretching performance targets to ne. Also, significant salary increases ecutive directors. In addition, the nitiy any facts of manipulation of reported

# **TransDigm Group Incorporated**

Meeting Date: 07/12/2022

Country: USA

Meeting Type: Annual

Ticker: TDG

**Primary ISIN:** US8936411003

Primary SEDOL: B11FJK3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director David Barr	Mgmt	For	For
1.2	Elect Director Jane Cronin	Mgmt	For	For
1.3	Elect Director Mervin Dunn	Mgmt	For	Withhold
	committee should take action to ens the risk of entrenchmentFurtherm independenceThe compensation c impartiality and effectiveness Also adequately responded to last year's	ure an appropriately fre ore, directors with long ommittee should be inc o, executive pay is not in low say-on-pay vote res	esh board and reduce the prop board tenures should not ser dependent and this director's n n line with company performa sults. The compensation comn	han 12 years lack balance. The nominating portion of long standing directors to reduce we on committees that require absolute membership could hamper the committee's nace because the company has not nittee should do more to respond to best are and build shareholder value over time.
1.4	Elect Director Michael Graff	Mgmt	For	Withhold
	directors have served for more than fresh board and reduce the proportic long board tenures should not serve independent and this director's mem in line with company performance be	12 years lack balance. on of long standing dire on committees that rec bership could hamper t ecause the company ha more to respond to bes	The nominating committee sh ctors to reduce the risk of ent quire absolute independence the committee's impartiality an s not adequately responded to	Boards where more than a third of ould take action to ensure an appropriately renchment. Furthermore, directors with The compensation committee should be offectiveness. Also, executive pay is not plast year's low say-on-pay vote results. The tablish compensation packages that reward
1.5	Elect Director Sean Hennessy	Mgmt	For	Withhold
	committee should take action to ens the risk of entrenchment Furtherm independence The audit committee impartiality and effectiveness The the committee's impartiality and effe has not adequately responded to las	ure an appropriately fre ore, directors with long e should be fully indepe compensation commit octiveness Also, exect t year's low say-on-pay	esh board and reduce the prop board tenures should not ser ndent and this director's mem ree should be independent and utive pay is not in line with con vote results. The compensation	than 12 years lack balance. The nominating nortion of long standing directors to reduce we on committees that require absolute obership could hamper the committee's of this director's membership could hamper mpany performance because the company on committee should do more to respond to rmance and build shareholder value over
1.6	committee should take action to ens the risk of entrenchment Furtherm independence The audit committee impartiality and effectiveness The the committee's impartiality and effe has not adequately responded to las best practices in pay that help estab	ure an appropriately fre ore, directors with long e should be fully indepe compensation commit octiveness Also, exect t year's low say-on-pay	esh board and reduce the prop board tenures should not ser ndent and this director's mem ree should be independent and utive pay is not in line with con vote results. The compensation	nortion of long standing directors to reduce we on committees that require absolute obership could hamper the committee's of this director's membership could hamper on performance because the company on committee should do more to respond to
1.6	committee should take action to ens the risk of entrenchment Furtherm independence The audit committee impartiality and effectiveness The the committee's impartiality and effe has not adequately responded to las best practices in pay that help estab- time.  Elect Director W. Nicholas Howley  Voter Rationale: Boards where more committee should take action to ens	ure an appropriately freore, directors with long esthould be fully independent compensation committed totiveness. Also, executiveness. Also, executiveness for say-on-paylish compensation packs.  Mgmt  Than a third of director ure an appropriately free	ish board and reduce the prop board tenures should not ser indent and this director's mem ree should be independent and utive pay is not in line with con vote results. The compensation ages that reward strong perform For	nortion of long standing directors to reduce we on committees that require absolute obership could hamper the committee's of this director's membership could hamper ompany performance because the company on committee should do more to respond to rmance and build shareholder value over
1.6	committee should take action to ens the risk of entrenchment Furtherm independence The audit committee impartiality and effectiveness The the committee's impartiality and effe has not adequately responded to las best practices in pay that help estab- time.  Elect Director W. Nicholas Howley  Voter Rationale: Boards where more committee should take action to ens the risk of entrenchment. Furthermo	ure an appropriately freore, directors with long esthould be fully independent compensation committed totiveness. Also, executiveness. Also, executiveness for say-on-paylish compensation packs.  Mgmt  Than a third of director ure an appropriately free	ish board and reduce the prop board tenures should not ser indent and this director's mem ree should be independent and utive pay is not in line with con vote results. The compensation ages that reward strong perform For	nortion of long standing directors to reduce we on committees that require absolute obership could hamper the committee's of this director's membership could hamper impany performance because the company on committee should do more to respond to rimance and build shareholder value over  Withhold  12 years lack balance. The nominating portion of long standing directors to reduce
	committee should take action to ensithe risk of entrenchment Furtherm independence The audit committee impartiality and effectiveness The the committee's impartiality and effectiveness The the committee's impartiality and effectiveness in the committee in pay that help established to last best practices in pay that help established.  Elect Director W. Nicholas Howley  Voter Rationale: Boards where more committee should take action to ensithe risk of entrenchment. Furthermormajority shareholder votes.  Elect Director Gary E. McCullough  Voter Rationale: We expect companie expectation is that female directors of	ure an appropriately freore, directors with long a should be fully independent of the compensation committed to the compensation committed to the compensation packs.  Mgmt  Than a third of director are an appropriately freore, the board should accompensation packs.  Mgmt  Mgm	ish board and reduce the prop- board tenures should not ser- indent and this director's mem- ree should be independent and itive pay is not in line with con- vote results. The compensation ages that reward strong performance For  Is have served for more than it is should be and reduce the prop- te with accountability to the integral For  For  Secondary and reduce the prop- te with accountability to the integral and gen- for board members for a compa	nortion of long standing directors to reduce we on committees that require absolute obership could hamper the committee's of this director's membership could hamper of this director's membership could hamper of the company performance because the company on committee should do more to respond to romance and build shareholder value over  Withhold  12 years lack balance. The nominating portion of long standing directors to reduce westors it represents and take action on
	committee should take action to ensithe risk of entrenchment Furtherm independence The audit committee impartiality and effectiveness The the committee's impartiality and effectiveness The the committee's impartiality and effectiveness in the committee in pay that help established to last best practices in pay that help established.  Elect Director W. Nicholas Howley  Voter Rationale: Boards where more committee should take action to ensithe risk of entrenchment. Furthermormajority shareholder votes.  Elect Director Gary E. McCullough  Voter Rationale: We expect companie expectation is that female directors of 30% in the future. Given that the number of the state o	ure an appropriately freore, directors with long a should be fully independent of the compensation committed to the compensation committed to the compensation packs.  Mgmt  Than a third of director are an appropriately freore, the board should accompensation packs.  Mgmt  Mgm	ish board and reduce the prop- board tenures should not ser- indent and this director's mem- ree should be independent and itive pay is not in line with con- vote results. The compensation ages that reward strong performance For  Is have served for more than it is should be and reduce the prop- te with accountability to the integral For  For  Secondary and reduce the prop- te with accountability to the integral and gen- for board members for a compa	nortion of long standing directors to reduce we on committees that require absolute obership could hamper the committee's of this director's membership could hamper impany performance because the company on committee should do more to respond to rimance and build shareholder value over  Withhold  12 years lack balance. The nominating portion of long standing directors to reduce westors it represents and take action on  For  der diversity on the board. Our minimum any of this size, with an aspiration to achieve.
1.7	committee should take action to ensithe risk of entrenchment Furtherm independence The audit committee impartiality and effectiveness The the committee's impartiality and effectiveness The the committee's impartiality and effectiveness in pay that help established time.  Elect Director W. Nicholas Howley  Voter Rationale: Boards where more committee should take action to ensithe risk of entrenchment. Furthermo majority shareholder votes.  Elect Director Gary E. McCullough  Voter Rationale: We expect companie expectation is that female directors of 30% in the future. Given that the nureview.	ure an appropriately freore, directors with long a should be fully independent of the compensation committed to the compensation committed to the compensation packs.  Mgmt  Than a third of director are, the board should accompense to have policies in placement of female directors.	esh board and reduce the prop- board tenures should not ser- ndent and this director's mem- ee should be independent and utive pay is not in line with coi vote results. The compensation ages that reward strong perfo- for  For  Is have served for more than it is should and reduce the prop- t with accountability to the inter- tive to increase racial and gen- of board members for a compa- ing to the last	nortion of long standing directors to reduce we on committees that require absolute obership could hamper the committee's of this director's membership could hamper mpany performance because the company on committee should do more to respond to rmance and build shareholder value over  Withhold  12 years lack balance. The nominating portion of long standing directors to reduce vestors it represents and take action on  For  der diversity on the board. Our minimum pany of this size, with an aspiration to achieve AGM, we will keep this matter under
1.7	committee should take action to ensithe risk of entrenchment. Furtherm independence. The audit committee impartiality and effectiveness. The the committee's impartiality and effectiveness. The the committee's impartiality and effectiveness in pay that help established best practices in	ure an appropriately freore, directors with long a should be fully independent of the compensation committed to the compensation committed to the compensation packs.  Mgmt  Than a third of director and appropriately freore, the board should accompense at least 25% of the comprise at least 25% of the compensation of the compe	esh board and reduce the proper board tenures should not serundent and this director's members should be independent and this pay is not in line with convote results. The compensation ages that reward strong performs have served for more than a served and reduce the proper twith accountability to the interest beard members for a compare that increased since the last.  For  For  For  For  For  For  For  Fo	nortion of long standing directors to reduce the on committees that require absolute the on committees that require absolute the obership could hamper the committee's of this director's membership could hamper manay performance because the company on committee should do more to respond to mance and build shareholder value over  Withhold  1.2 years lack balance. The nominating portion of long standing directors to reduce vestors it represents and take action on  For  der diversity on the board. Our minimum any of this size, with an aspiration to achieve AGM, we will keep this matter under  For  Withhold  company has not adequately responded to best practices in pay that help

# **TransDigm Group Incorporated**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.11	Elect Director Kevin Stein	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	d the same auditor for a	period of over 10 years should consider a pla	n or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	disclosed and stretching performance targ long-term plans; measuring company oute rewarded for below-average performance. compensation packages that build shareh it represents and take action where a sub- Also, significant salary increases sho executive directors Furthermore, on ear performance, including in the event of a c and demonstrate shareholder value creati Lastly, the company should put claw	nets; performance trigge comes against its appro These and other appro older value over time- stantial proportion haveria uld be linked to materia try termination, all share thange of control. More on in addition to and ab back provisions in place	ce results are not sufficiently strong. Good pro- ers for equity awards; using different metrics in priate peer group; and setting awards so that paches will ensure that the compensation come. In addition, the board should act with accoun- expressed concerns over compensation praction of changes in the business or in the role and re- e-based awards should be time pro-rated and prover, all exceptional awards should be carly prove that expected of directors as a normal pack to enable it to re-coup funds should it identified to were detrimental to the long-term interest	for the short and executives are not emittee designs etability to the investors etices in previous years esponsibilities of etested for linked to performance ent of their jobs fy any facts of

### **TSURUHA Holdings, Inc.**

Meeting Date: 08/10/2022

Country: Japan

Meeting Type: Annual

**Ticker:** 3391

**Primary ISIN:** JP3536150000

Primary SEDOL: B0MKZN5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Tsuruha, Tatsuru	Mgmt	For	For
2.2	Elect Director Tsuruha, Jun	Mgmt	For	For
2.3	Elect Director Ogawa, Hisaya	Mgmt	For	For
2.4	Elect Director Murakami, Shoichi	Mgmt	For	For
2.5	Elect Director Yahata, Masahiro	Mgmt	For	For
3	Elect Director and Audit Committee Member Fujii, Fumiyo	Mgmt	For	For
4	Approve Stock Option Plan	Mgmt	For	Against

targets that reward strong performance and build shareholder value over time.

### **Tucows Inc.**

Meeting Date: 09/08/2022 Country: USA Ticker: TCX

Meeting Type: Annual

**Primary ISIN:** US8986972060

Primary SEDOL: BHCQVP6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Allen Karp	Mgmt	For	Withhold
	appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require ab	e and objectivity. Furthen ninating committee sho is to reduce the risk of e psolute independence. I mittee's impartiality and mper the committee's in	ermore, boards where more tha uld take action to ensure an app ntrenchment. Moreover, directo the audit committee should be i effectiveness. The compensation opartiality and effectiveness. The	ion committee should be independent and the nomination committee should be
1.2	Elect Director Marlene Carl	Mgmt	For	For
4.2	El . D:		For	Withhold
1.3	appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require ab	e and objectivity. Furthon ninating committee sho s to reduce the risk of e psolute independence. T	Ild include at least 50% indeper ermore, boards where more tha uld take action to ensure an ap ntrenchment. Moreover, directo the audit committee should be t	propriately fresh board and reduce the prs with long board tenures should not
1.3	Voter Rationale: For widely held con appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require abmembership could hamper the committee this director's membership could hamajority independent and this director	npanies, the board shou e and objectivity. Furthe inating committee sho is to reduce the risk of e isolute independence. T mittee's impartiality and imper the committee's ir for's membership could	old include at least 50% indeper ermore, boards where more tha uld take action to ensure an app ntrenchment. Moreover, directo the audit committee should be l effectiveness. The compensation partiality and effectiveness. Th	on a third of directors have served for more propriately fresh board and reduce the prs with long board tenures should not fully independent and this director's ion committee should be independent and the nomination committee should be
	Voter Rationale: For widely held con appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require abmembership could hamper the committee this director's membership could hamper the independent and this director independent and this director independent and this director independent independence than 12 years lack balance. The non	inpanies, the board shoule and objectivity. Further initiating committee should be solute independence. It is importable to reduce the risk of each of the solute independence in the committee's interest in the solute independence in the solute independence. It is interest in the solute independence. It is included in the solute independence. It is interest in the solute independence.	Idd include at least 50% independence, boards where more that what action to ensure an appoint enchment. Moreover, directo the audit committee should be leffectiveness. The compensation and the committee's impartiality and effectiveness. The hamper the committee's impartial include at least 50% independence, boards where more that all take action to ensure an apportenchment. Moreover, directo the audit committee should be in the strength of the subject	on a third of directors have served for more propriately fresh board and reduce the fors with long board tenures should not fully independent and this director's on committee should be independent and the nomination committee should be tiality and effectiveness.  Withhold  Indent non-executive directors to ensure for more propriately fresh board and reduce the fors with long board tenures should not
	Voter Rationale: For widely held con appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require absence this director's membership could have majority independent and this director.  Elect Director Erez Gissin  Voter Rationale: For widely held con appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require absence than the proportion of long standing directors serve on committees that require absence than 12 years lack balance.	inpanies, the board shoule and objectivity. Further initiating committee should be solute independence. It is importable to reduce the risk of each of the solute independence in the committee's interest in the solute independence in the solute independence. It is interest in the solute independence. It is included in the solute independence. It is interest in the solute independence.	Idd include at least 50% independence, boards where more that what action to ensure an appoint enchment. Moreover, directo the audit committee should be leffectiveness. The compensation and the committee's impartiality and effectiveness. The hamper the committee's impartial include at least 50% independence, boards where more that all take action to ensure an apportenchment. Moreover, directo the audit committee should be in the strength of the subject	on a third of directors have served for more propriately fresh board and reduce the fors with long board tenures should not fully independent and this director's on committee should be independent and the nomination committee should be tiality and effectiveness.  Withhold  Indent non-executive directors to ensure for more propriately fresh board and reduce the fors with long board tenures should not
1.4	Voter Rationale: For widely held con appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require about this director's membership could hamper the committee that director's membership could hamper the committee that independent and this director to the committee that the committee that 12 years lack balance. The non proportion of long standing directors serve on committees that require about membership could hamper the committee that the c	inpanies, the board should be and objectivity. Further and objectivity. Further is to reduce the risk of each of the solute independence. It is important the committee's important or smembership could be and objectivity. Further inhating committee should be on the solute independence. It is impartiality and interest impartiality	Id include at least 50% independence, boards where more that wild take action to ensure an appoint the audit committee should be the effectiveness. The compensation of the audit and effectiveness. The hamper the committee's impartial interpretable of the audit and effectiveness. The compensation of the independence of the audit and take action to ensure an appoint renchment. Moreover, director the audit committee should be the effectiveness.	on a third of directors have served for more propriately fresh board and reduce the bors with long board tenures should not fully independent and this director's fon committee should be independent and the nomination committee should be tiality and effectiveness.  Withhold  Indent non-executive directors to ensure for a third of directors have served for more propriately fresh board and reduce the fully independent and this director's
1.4	Voter Rationale: For widely held con appropriate balance of independence than 12 years lack balance. The non proportion of long standing directors serve on committees that require abmembership could hamper the committee that director's membership could hamper the committee that director's membership could hamper the director than 12 years lack balance. The non proportion of long standing directors serve on committees that require abmembership could hamper the committee that proportion of long standing directors serve on committees that require abmembership could hamper the committee that require abmembership	inpanies, the board shoule and objectivity. Further interests of each of the risk of each objectivity. Further interests in the risk of each objectivity. Further interests in the risk of each object of the risk of each of the risk of each object of the risk of each of th	Id include at least 50% independence, boards where more that all take action to ensure an apport of the audit committee should be in effectiveness. The compensation of the audit of the au	an a third of directors have served for more propriately fresh board and reduce the lors with long board tenures should not fully independent and this director's fon committee should be independent and the nomination committee should be tiality and effectiveness.  Withhold  Indent non-executive directors to ensure for a third of directors have served for more propriately fresh board and reduce the fully independent and this director's  For

# **Ultralife Corporation**

Meeting Date: 07/20/2022 Country: USA Ticker: ULBI

Meeting Type: Annual

Primary ISIN: US9038991025

Primary SEDOL: 2909064

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

# **Ultralife Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Robert W. Shaw, II	Mgmt	For	For
1.4	Elect Director Ranjit C. Singh	Mgmt	For	Withhold
	committee should take action to ensure a the risk of entrenchment. In addition, dire independence. The audit committee shou impartiality and effectiveness. The compe committee's impartiality and effectiveness on the board. Our expectation is that the directors are elected in classes rather that	In appropriately fresh be ectors with long board t Ild be fully independent ensation committee show 5. Also, we expect comp re be at least one femal In annually, but shareho	the served for more than 12 years lack balance, and and reduce the proportion of long standing enures should not serve on committees that it and this director's membership could hamper all be independent and this director's memberanies to have policies in place to increase race director on the board for a company of this liders should have the opportunity to community steps to declassify itself, thereby enhancing	ng directors to reduce equire absolute the committee's rship could hamper the ial and gender diversity size. Moreover, icate with directors
1.5	Elect Director Bradford T. Whitmore	Mgmt	For	Withhold
	committee should take action to ensure a the risk of entrenchment. In addition, dire committees as their interests may not be not serve on committees that require abs	in appropriately fresh bo ectors who represent m well aligned with the w olute independence. Th c's impartiality and effec	e served for more than 12 years lack balance. Dard and reduce the proportion of long standing ajor shareholders are not sufficiently independent ider group of shareholders Directors with lor e audit committee should be fully independent tiveness. The compensation committee should iality and effectiveness.	ng directors to reduce dent to serve on key ng board tenures should t and this director's
2	Ratify Freed Maxick CPAs, P.C. as Auditor	s Mgmt	For	For

# **ULVAC**, Inc.

Meeting Date: 09/29/2022 Country: Japan Ticker: 6728

Meeting Type: Annual

Primary ISIN: JP3126190002 Primary SEDOL: 6599483

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

# **UniCredit SpA**

Meeting Date: 09/14/2022

Country: Italy

Meeting Type: Extraordinary Shareholders

Ticker: UCG

**Primary ISIN:** IT0005239360

Primary SEDOL: BYMXPS7

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

# **Urban Logistics REIT PLC**

Meeting Date: 07/20/2022

**Country:** United Kingdom **Meeting Type:** Annual

Ticker: SHED

Primary ISIN: GB00BYV8MN78

Primary SEDOL: BYV8MN7

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

# **Urban Logistics REIT PLC**

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

### Vaxart, Inc.

Meeting Date: 08/04/2022

Country: USA

bringing in a new auditing firm.

Meeting Type: Annual

Ticker: VXRT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Julie Cherrington	Mgmt	For	For
1.2	Elect Director Todd Davis	Mgmt	For	For
1.3	Elect Director Michael J. Finney	Mgmt	For	Withhold
		re on committees th	at require absolute independe	t to serve on key board committees.Directors nce.The compensation committee should be nd effectiveness.
1.4	Elect Director Andrei Floroiu	Mgmt	For	For
1.5	Elect Director David Wheadon	Mgmt	For	For
1.6	Elect Director Karen J. Wilson	Mgmt	For	For
1.7	Elect Director Robert A. Yedid	Mgmt	For	For
2	Increase Authorized Common Stock	Mgmt	For	For
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	range of corporate restructuring scenari into any successor company, or vest in a executive loses his job.Moreover, incenti performance targets to reward strong p	ios and such provision in time-apportioned in ive awards to execu erformance and driv is in place to enable	ons fail to reward performance fashion only to the extent that tives should be clearly disclose re shareholder value over a su it to re-coup funds should it id	officiently long period of timeIn addition, the dentify any facts of manipulation of reported
4	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For
5	Ratify WithumSmith+Brown, PC as Auditors	Mgmt	For	For

### Vaxart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
6	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, 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 timeMoreover, 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						

# **VF Corporation**

Meeting Date: 07/26/2022 Country: USA Ticker: VFC

Meeting Type: Annual

Primary ISIN: US9182041080 Primary SEDOL: 2928683

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Richard T. Carucci	Mgmt	For	For
	committee should be fully independent	t and this director's m	embership could hamper the o	equire absolute independence. The audit committee's impartiality and effectiveness. upport is warranted at this time and the
1.2	Elect Director Alex Cho	Mgmt	For	For
1.3	Elect Director Juliana L. Chugg	Mgmt	For	For
	Voter Rationale: Directors with long bo compensation committee should be inc effectiveness. Given that there has bee time and the matter will be kept under	dependent and this di en meaningful board i	rector's membership could har	
1.4	Elect Director Benno Dorer	Mgmt	For	Withhold
1.5				orships to ensure they have sufficient time ations requiring substantial amounts of tin For
	•	-		
1.6	Elect Director Laura W. Lang	Mgmt	For	For
1.7	Elect Director W. Rodney McMullen	Mgmt	For	For
1.8	Elect Director Clarence Otis, Jr.	Mgmt	For	For
	committee should be fully independent	t and this director's m	embership could hamper the o	equire absolute independence. The audit committee's impartiality and effectiveness upport is warranted at this time and the
1.9	Elect Director Steven E. Rendle	Mgmt	For	For
	Voter Rationale: The roles of Chairman important for securing a proper balanc			should be separated. Separation of roles is If preserving accountability.
1.10	Elect Director Carol L. Roberts	Mgmt	For	For
1.11	Elect Director Matthew J. Shattock	Mgmt	For	For

# **VF Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	
	Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Moreover, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.				
3	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.		

# Viasat, Inc.

Meeting Date: 09/01/2022 Country: USA Ticker: VSAT

Meeting Type: Annual

Primary ISIN: US92552V1008 Primary SEDOL: 2946243

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Richard Baldridge	Mgmt	For	For
1b	Elect Director James Bridenstine	Mgmt	For	For
1c	Elect Director Sean Pak	Mgmt	For	For
	Voter Rationale: Directors are elected in with directors regularly on their performaccountability.		**	hould have the opportunity to communicate declassify itself, thereby enhancing
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
		Companies that hav	re had the same auditor for a l	There is value for investors in gaining new long period of time should consider a plan or
3	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	Against
	practice. In addition, the remuneration	committee should in erformance of peers.	not allow vesting of incentive a Also, severance payments sh	conditions. At least 50% is a minimum good awards for below median performance as this ould not exceed two times annual pay. Large
4	Amend Omnibus Stock Plan	Mgmt	For	Against
		d should be eliminate	ed. Also, on early termination,	ntures that allow for loans to exercise options all share-based awards should be time

#### **Vista Outdoor Inc.**

**Meeting Date:** 07/26/2022

Country: USA

Meeting Type: Annual

Ticker: VSTO

**Primary ISIN:** US9283771007

Primary SEDOL: BVGC697

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael Callahan	Mgmt	For	For
1b	Elect Director Christopher T. Metz	Mgmt	For	For
1c	Elect Director Gerard Gibbons	Mgmt	For	For
1d	Elect Director Mark A. Gottfredson	Mgmt	For	For
1e	Elect Director Bruce E. Grooms	Mgmt	For	For
1f	Elect Director Tig H. Krekel	Mgmt	For	For
1g	Elect Director Gary L. McArthur	Mgmt	For	For
1h	Elect Director Frances P. Philip	Mgmt	For	For
<b>1</b> i	Elect Director Michael D. Robinson	Mgmt	For	For
1j	Elect Director Robert M. Tarola	Mgmt	For	For
1k	Elect Director Lynn M. Utter	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			place to enable it to re-coup funds should it it ich were detrimental to the long-term interest	
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

# **Vitasoy International Holdings Limited**

Meeting Date: 08/30/2022

Country: Hong Kong

Meeting Type: Annual

Ticker: 345

**Primary ISIN:** HK0345001611

Primary SEDOL: 6927590

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

### **Vitasoy International Holdings Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2B	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
3	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
4A	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For
	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
4B	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
4C	Authorize Reissuance of Repurchased Shares	Mgmt	For	For
	Voter Rationale: Treasury stock, when re-is stock.	ssued without pre-empl	tion rights, should be subject to the same limi	itations as newly issued
4D	Adopt New Share Option Scheme	Mgmt	For	For
	turnaround situation the company finds its	self in, we understand s	requirements is not as robust as we'd like to some flexibility in compensating directors may the company to improve disclosure so that sha	be needed to execute

### VMware, Inc.

Ticker: VMW **Meeting Date:** 07/12/2022 Country: USA

Meeting Type: Annual

**Primary ISIN:** US9285634021 Primary SEDOL: B23SN61

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

compensation packages that build shareholder value over time. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.

### **VM**ware, Inc.

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

# **VOXX International Corporation**

**Meeting Date:** 07/21/2022

Country: USA

Meeting Type: Annual

Ticker: VOXX

Primary ISIN: US91829F1049

Primary SEDOL: B432Y19

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter A. Lesser	Mgmt	For	Withhold
	Voter Rationale: For widely held compan appropriate balance of independence an require absolute independence. The aud committee's impartiality and effectivenes hamper the committee's impartiality and	d objectivity. Also, d lit committee should ss. The compensation	directors with long board tenure If be fully independent and this c	s should not serve on committees that
1.2	Elect Director Denise Waund Gibson	Mgmt	For	For
1.3	Elect Director John Adamovich, Jr.	Mgmt	For	For
			For	For
1.4			lent Director to establish approp	priate checks and balances on the Board,
	Voter Rationale: The board should appor support the Chairman, ensure orderly si	int a Lead Independ uccession process f	lent Director to establish appropor or the Chairman, and act as a po	priate checks and balances on the Board,
5	Voter Rationale: The board should appoil support the Chairman, ensure orderly support support the Chairman, ensure orderly support the Chairman, ensure orderly support the Chairman, ensure orderly support the Chairman or C	int a Lead Independ uccession process f utives where norma	lent Director to establish approp or the Chairman, and act as a p I channels of communication thi	oriate checks and balances on the Board, oint of contact for shareholders, rough the board Chairman are considered
1.5 1.6	Voter Rationale: The board should appoil support the Chairman, ensure orderly support support the Chairman, ensure orderly support the Chairman, ensure orderly support to the Chairman order or support to the Chairman or support the Chairman or	int a Lead Indepeni uccession process f utives where norma	dent Director to establish appropor or the Chairman, and act as a p I channels of communication thi For	oriate checks and balances on the Board, oint of contact for shareholders, rough the board Chairman are considered For
1.4 1.5 1.6 1.7	Voter Rationale: The board should appoil support the Chairman, ensure orderly support the Chairman, ensure orderly support the Chairman, ensure orderly support the Chairman and senior execution in the Chairman and State of the	int a Lead Independ uccession process to utives where normal Mgmt Mgmt Mgmt	dent Director to establish approp or the Chairman, and act as a po I channels of communication thi For For	priate checks and balances on the Board, point of contact for shareholders, rough the board Chairman are considered For For Withhold
1.5 1.6 1.7	Voter Rationale: The board should appoin support the Chairman, ensure orderly support the Chairman in Chairman, ensure orderly support the Chairman in Chairman in Chairman, ensure orderly support the Chairman in Cha	int a Lead Independ uccession process to utives where normal Mgmt Mgmt Mgmt	dent Director to establish approp or the Chairman, and act as a po I channels of communication thi For For	priate checks and balances on the Board, point of contact for shareholders, rough the board Chairman are considered For For Withhold
1.5 1.6	Voter Rationale: The board should appoil support the Chairman, ensure orderly support the Chairman ensure orderly support the Ch	int a Lead Independuccession process to utives where normal Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	dent Director to establish appropor or the Chairman, and act as a pa I channels of communication thi For For For For	priate checks and balances on the Board, point of contact for shareholders, rough the board Chairman are considered  For  For  Withhold  Ident non-executive directors to ensure  Withhold

### **Wave Life Sciences Ltd.**

**Meeting Date:** 08/09/2022

**Country:** Singapore **Meeting Type:** Annual

Ticker: WVE

ecting Type: Annual

Primary ISIN: SG9999014716 Primary SEDOL: BYZG9R0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director Paul B. Bolno	Mgmt	For	For	
1b	Elect Director Mark H.N. Corrigan	Mgmt	For	For	
1c	Elect Director Christian Henry	Mgmt	For	Against	
			than one external directorships to ensure they nexpected company situations requiring substa		
1d	Elect Director Peter Kolchinsky	Mgmt	For	Against	
			than one external directorships to ensure they nexpected company situations requiring substa		
1e	Elect Director Adrian Rawcliffe	Mgmt	For	For	
1f	Elect Director Ken Takanashi	Mgmt	For	Against	
	•		than one external directorships to ensure they nexpected company situations requiring substa		
1g	Elect Director Aik Na Tan	Mgmt	For	For	
1h	Elect Director Gregory L. Verdine	Mgmt	For	For	
<b>1</b> i	Elect Director Heidi L. Wagner	Mgmt	For	For	
2	Approve KPMG LLP as Auditors and Authorize Audit Committee to Fix Their Remuneration	Mgmt	For	For	
3	Approve Non-Employee Directors' Compensation	Mgmt	For	For	
4	Amend Omnibus Stock Plan	Mgmt	For	Against	
	Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Furthermore, this plan could lead to excessive dilution. Moreover, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.				
5	Approve Issuance of Shares without Preemptive Rights	Mgmt	For	For	

#### **Wave Life Sciences Ltd.**

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

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

### Weathernews, Inc.

Meeting Date: 08/11/2022 Country: Japan Ticker: 4825

Meeting Type: Annual

Primary ISIN: JP3154500007 Primary SEDOL: 6311762

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

### **Webjet Limited**

Meeting Date: 08/31/2022 Country: Australia Ticker: WEB

Meeting Type: Annual

Primary ISIN: AU000000WEB7 Primary SEDOL: 6015815

### **Webjet Limited**

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

# Weichai Power Co., Ltd.

Meeting Date: 09/09/2022 Country: China Ticker: 2338

Meeting Type: Extraordinary Shareholders

Primary ISIN: CNE1000004L9 Primary SEDOL: 6743956

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

### WisdomTree Investments, Inc.

**Meeting Date:** 07/15/2022 Country: USA Ticker: WETF

Meeting Type: Annual

Primary ISIN: US97717P1049 Primary SEDOL: 2476513

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

# WisdomTree Investments, Inc.

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

# **Workspace Group Plc**

Meeting Date: 07/21/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: WKP

**Primary ISIN:** GB00B67G5X01 **Primary SEDOL:** B67G5X0

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

### **Workspace Group Plc**

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

### **World Acceptance Corporation**

Meeting Date: 08/17/2022

Country: USA

Meeting Type: Annual

Ticker: WRLD

**Primary ISIN:** US9814191048

Primary SEDOL: 2981181

Elect Director Ken R. Bramlett, Jr.  Noter Rationale: For controlled companies, appropriate balance of independence and wears lack balance. The nominating common for long standing directors to reduce the riscommittees that require absolute independent of hamper the committee's impartiality and this director's membership could hamper the committee and this director's membership could hamper the colling that the director's membership could hamper the colling that this director's membership could hamper the colling that this director's membership could hamper the colling that the the colling tha	nobjectivity. Also, board nittee should take action isk of entrenchment. In nodence. The audit comm and effectiveness. The sis impartiality and effectiveness.	Is where more than a third of directors in to ensure an appropriately fresh boar addition, directors with long board tendittee should be fully independent and a compensation committee should be intiveness. The nomination committee s	have served for more than 12 of and reduce the proportion oures should not serve on this director's membership ondependent and this director's
appropriate balance of independence and years lack balance. The nominating comm of long standing directors to reduce the ri- committees that require absolute indepen- could hamper the committee's impartiality membership could hamper the committee and this director's membership could ham	nobjectivity. Also, board nittee should take action isk of entrenchment. In nodence. The audit comm and effectiveness. The sis impartiality and effect oper the committee's in	Is where more than a third of directors in to ensure an appropriately fresh boar addition, directors with long board tendittee should be fully independent and a compensation committee should be intiveness. The nomination committee sipartiality and effectiveness	have served for more than 12 of and reduce the proportion oures should not serve on this director's membership ndependent and this director's hould be majority independen
Elect Director R. Chad Prashad	Mgmt	For	For
Elect Director Scott J. Vassalluzzo	Mgmt	For	Withhold
appropriate balance of independence and independent to serve on key committees a compensation committee should be indep	nobjectivity. Also, direct as their interests may no pendent and this directo should be majority ind	ors who represent major shareholders not be well aligned with the wider group or's membership could hamper the com	are not sufficiently o of shareholders. The mittee's impartiality and
Elect Director Charles D. Way	Mgmt	For	Withhold
	ppropriate balance of independence and ndependent to serve on key committees ompensation committee should be indep ffectiveness. The nomination committee ommittee's impartiality and effectiveness Elect Director Charles D. Way foter Rationale: For controlled companies ppropriate balance of independence and ears lack balance. The nominating comm	ppropriate balance of independence and objectivity. Also, direct independent to serve on key committees as their interests may recompensation committee should be independent and this direct offectiveness. The nomination committee should be majority independent in majority in majority in majority independent in majority in majority in majority in majority. Also, was a majority in majority. Also, board ears lack balance. The nominating committee should take action in majority in majority. Also, board ears lack balance. The nominating committee should take action	

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.

### **World Acceptance Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.5	Elect Director Darrell E. Whitaker	Mgmt	For	Withhold		
	appropriate balance of independence and years lack balance. The nominating comm of long standing directors to reduce the ri committees that require absolute indepen	objectivity. Also, b nittee should take a isk of entrenchmen ndence. The audit c nand effectiveness.	oards where more than oction to ensure an app t. In addition, directors ommittee should be ful The nomination comm	ndependent non-executive directors to ensure In a third of directors have served for more than 12 Iropriately fresh board and reduce the proportion If with long board tenures should not serve on If independent and this director's membership Inittee should be majority independent and this		
1.6	Elect Director Elizabeth R. Neuhoff	Mgmt	For	For		
1.7	Elect Director Benjamin E. Robinson, III	Mgmt	For	For		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.					
3	Ratify RSM US LLP as Auditors	Mgmt	For	For		

### **Xero Limited**

Meeting Date: 08/18/2022

Country: New Zealand

Meeting Type: Annual

Ticker: XRO

Primary ISIN: NZXROE0001S2

Primary SEDOL: B8P4LP4

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

### **YA-MAN Ltd.**

**Meeting Date:** 07/28/2022

Country: Japan

Meeting Type: Annual

Ticker: 6630

**Primary ISIN:** JP3930050004

**Primary SEDOL:** B4KSB19

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

#### **YA-MAN Ltd.**

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

### **Yara International ASA**

Meeting Date: 07/07/2022 Country: Norway Ticker: YAR

**Meeting Type:** Extraordinary Shareholders

Primary ISIN: NO0010208051 Primary SEDOL: 7751259

#### Did Not Vote Due to Ballot Shareblocking

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

### Zendesk Inc.

Meeting Date: 08/17/2022 Country: USA Ticker: ZEN

Meeting Type: Annual

Primary ISIN: US98936J1016 Primary SEDOL: BMH0MR7

#### Zendesk Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1a	Elect Director Michael Frandsen	Mgmt	For	Against			
	and should be subject permajority vote versely impacts						
1b	Elect Director Brandon Gayle	Mgmt	For	Against			
	to shareholder approval. Specifically, the L	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.					
1c	Elect Director Ronald Pasek	Mgmt	For	For			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against			
	Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.						
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year			

### Zendesk Inc.

**Meeting Date:** 09/19/2022

Country: USA

Meeting Type: Special

Ticker: ZEN

Primary ISIN: US98936J1016

Primary SEDOL: BMH0MR7

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

# **Zhejiang Supor Co., Ltd.**

Meeting Date: 09/21/2022 Country: China

Meeting Type: Special

**Ticker:** 002032

Primary ISIN: CNE000001KS5 Primary SEDOL: B02JCS6

# **Zhejiang Supor Co., Ltd.**

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



### **Contact Us**

#### **Columbia Threadneedle Investments**

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

www.columbiathreadneedle.com

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