

SPMS STICHTING PENSIOENFONDS MEDISCH SPECIALISTEN ALL VOTES

01/10/2022 to 31/12/2022

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

1-800-FLOWERS.COM, Inc.

Meeting Date: 12/08/2022

Country: USA

Meeting Type: Annual

Ticker: FLWS

Primary ISIN: US68243Q1067

Primary SEDOL: 2444123

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Celia R. Brown	Mgmt	For	For
1.2	Elect Director James A. Cannavino	Mgmt	For	Withhold
	Voter Rationale: Directors with long boal committee should be fully independent a			nuire absolute independence.The audit ommittee's impartiality and effectiveness.
1.3	Elect Director Dina Colombo	Mgmt	For	For
1.4	Elect Director Eugene F. DeMark	Mgmt	For	For
1.5	Elect Director Leonard J. Elmore	Mgmt	For	For
1.6	Elect Director Adam Hanft	Mgmt	For	For
1.7	Elect Director Stephanie Redish Hofmann	Mgmt	For	For
1.8	Elect Director Christopher G. McCann	Mgmt	For	For
	Voter Rationale: We oppose dual class s to allow for equal voting rights among s		red or enhanced voting rights.	The company should amend its structure
1.9	Elect Director James F. McCann	Mgmt	For	For
	to allow for equal voting rights among s appropriate checks and balances on the a point of contact for shareholders, non- the board Chairman are considered inap	hareholdersAlso, the Board, support the executive directors propriate.In addition ent time and energy	e board should appoint a Lead I. Chairman, ensure orderly succe and senior executives where no n, executive officers are expecte	ession process for the Chairman, and act as ormal channels of communication through
1.10	Elect Director Katherine Oliver	Mgmt	For	For
1.11	Elect Director Larry Zarin	Mgmt	For	For
2	Ratify BDO USA, LLP as Auditors	Mgmt	For	For

Abacus Property Group

Meeting Date: 11/23/2022 Country: Australia

Meeting Type: Annual

Ticker: ABP

Primary ISIN: AU000000ABP9

Abacus Property Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus payme underpin long-term incentive plans. Furth	ents reflect prior year po nermore, the long-term rformance criteria that i	w executives performed against historic perfor erformance, as well as outlining forward-looki incentive plan is linked to a single performanc reflect both absolute and relative financial me rd progressively better performance.	ing targets that ce target. Companies
3.1	Elect Trent Alston as Director	Mgmt	For	For
3.2	Elect Jingmin Qian as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Steven Sewell	Mgmt	For	For
		both absolute and relat	e performance target. Companies should bass ive financial metrics rather than a single perfo ce.	
5	Ratify Past Issuance of Ordinary Securities to Professional and Sophisticated Institutional Investors	Mgmt	For	For
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For

Accent Group Limited

Meeting Date: 11/11/2022 Country: Australia Ticker: AX1

Meeting Type: Annual

Primary ISIN: AU000000AX19 Primary SEDOL: BD20RS5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Moreover, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.				
3a	Elect David Gordon as Director	Mgmt	For	Against	
	appropriate balance of independence and membership could hamper the committee Director to establish appropriate checks a	I objectivity. Also, the au e's impartiality and effec- and balances on the Boa for shareholders, non-ex	flude at least 50% independent non-executive udit committee should be fully independent an tiveness. Moreover, the board should appoint ord, support the Chairman, ensure orderly succe ecutive directors and senior executives where propriate.	nd this director's a Lead Independent cession process for the	
3b	Elect Stephen Goddard as Director	Mgmt	For	For	

Accent Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Variations to FY18-FY22 (Tranche 2) and FY20-FY22 (Tranche 3) Performance Rights	Mgmt	For	Against
	Voter Rationale: Companies should not exeffectiveness of incentive schemes.	xtend vesting periods or	allow re-testing of performance targets beca	use this weakens the
5	Approve Performance Rights Plan	Mgmt	For	For

Adtalem Global Education Inc.

Meeting Date: 11/09/2022 Country: USA

Ticker: ATGE

Meeting Type: Annual

Primary ISIN: US00737L1035 Primary SEDOL: BZ12TX5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Stephen W. Beard	Mgmt	For	For		
1b	Elect Director William W. Burke	Mgmt	For	For		
1c	Elect Director Charles DeShazer	Mgmt	For	For		
1d	Elect Director Mayur Gupta	Mgmt	For	For		
1e	Elect Director Donna J. Hrinak	Mgmt	For	For		
	Voter Rationale: The board imposed a focommittee should oppose measures that matter to an investor vote.			approval. The corporate governance the measure or, at the very least, put the		
1f	Elect Director Georgette Kiser	Mgmt	For	For		
	Voter Rationale: The board imposed a forum selection clause without prior shareholder approval. The corporate governance committee should oppose measures that restrict investors' access to courts, and reverse the measure or, at the very least, put the matter to an investor vote.					
1g	Elect Director Liam Krehbiel	Mgmt	For	For		
1h	Elect Director Michael W. Malafronte	Mgmt	For	For		
1 i	Elect Director Sharon L. O'Keefe	Mgmt	For	Against		
	Voter Rationale: The board imposed a for committee should oppose measures that matter to an investor vote.			pproval. The corporate governance the measure or, at the very least, put the		
1j	Elect Director Kenneth J. Phelan	Mgmt	For	For		
1k	Elect Director Lisa W. Wardell	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	e Mgmt	For	Against		
	Voter Rationale: A larger percentage of t	he equity awards s	hould be tied to performance	conditions. At least 50% is a minimum good		

Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

Aerie Pharmaceuticals, Inc.

Meeting Date: 11/17/2022

Country: USA

Meeting Type: Special

Ticker: AERI

Primary ISIN: US00771V1089

Primary SEDOL: BFRTDG1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	event of a change of control. Also, a vot and reasonably based, and no excise ta	e AGAINST this pr gross-ups are pa ents, permitting hi	roposal is warranted. Althou yable, the change-in-contro	ed and tested for performance, including in the ligh other NEOs' cash severance is double-trigger of severance provision for the CFO appears to d receive severance payments. In addition, all
3	Adjourn Meeting	Mgmt	For	For

Affirm Holdings, Inc.

Meeting Date: 12/05/2022

Country: USA

Meeting Type: Annual

Ticker: AFRM

Primary ISIN: US00827B1061

Primary SEDOL: BMF9NM8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jenny J. Ming	Mgmt	For	Withhold
	to shareholder approval. Specifically, the requirement to enact certain changes to to shareholder rights. Also, directors are elec	board's failure to r he governing docu cted in classes rath	emove, or subject to a ments and the classifie er than annually, but s	t erode shareholders' rights and should be subject sunset requirement, the supermajority vote ed board, each of which adversely impacts shareholders should have the opportunity to immediate steps to declassify itself, thereby
1.2	Elect Director Christa S. Quarles	Mgmt	For	Withhold
		ompensation packa ay-on-pay proposa	nges that reward strong I on the ballot without	
1.3	Elect Director Keith Rabois	Mgmt	For	For

Alkane Resources Ltd.

Meeting Date: 11/28/2022

Country: Australia

Meeting Type: Annual

Ticker: ALK

Primary ISIN: AU000000ALK9

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1	Approve Remuneration Report	Mgmt	For	Against			
	executive directors. Moreover, the long levels on multiple performance criteria criterion, and should stagger vesting to	n-term incentive plan i that reflect both abso o reward progressively oric performance targ	s linked to a single performance plute and relative financial metr of better performance. Also, the ets. The board should articulat	remuneration report does not articulate te how bonus payments reflect prior year			
2	Elect Ian Jeffrey Gandel as Director	Mgmt	For	Against			
	appropriate balance of independence a membership could hamper the commit independent and this director's member committee should be majority indepen- effectiveness. In addition, the compant develop and disclose an appropriate di Last, the board should appoint a Lead Chairman, ensure orderly succession	and objectivity. Addition tee's impartiality and ership could hamper to dent and this director y has not published a iversity strategy, in ke Independent Director process for the Chairn	nally, the audit committee shou effectiveness. Moreover, the rei he committee's impartiality and 's membership could hamper th diversity policy and has no wor eping with recent revisions to the to establish appropriate checks ann, and act as a point of conta	effectiveness. Likewise, the nomination the committee's impartiality and the non its board. The company should the ASX Corporate Governance Principles. It is and balances on the Board; support the			
3	Elect David Ian Chalmers as Director	Mgmt	For	For			
	Voter Rationale: The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.						
4	Approve Grant of Performance Rights Nicholas Paul Earner	to Mgmt	For	For			
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.						
5	Approve Grant of Performance Rights David Ian Chalmers	to Mgmt	For	For			
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.						
6	Approve Grant of Restricted Performal Rights to Nicholas Paul Earner	nce Mgmt	For	For			
	Voter Rationale: The remuneration cor would be more effective in retaining e.						
7	Approve Grant of Restricted Performal Rights to David Ian Chalmers	nce Mgmt	For	For			
	Voter Rationale: The remuneration cor would be more effective in retaining e.						
3	Approve Alkane Resources Performane Rights Plan	ce Mgmt	For	For			
	Voter Rationale: The long-term incenti multiple performance criteria that refle should stagger vesting to reward prog	ect both absolute and	relative financial metrics rather	npanies should base vesting levels on than a single performance criterion, and			

Alkane Resources Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Approve the Amendments to the Company's Constitution	Mgmt	For	Against
Voter Rationale: In-person shareholder meetings enable essential scrutiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.				should be an annual
10	Approve the Renewal of Proportional Takeover Provisions	Mgmt	For	For

Allkem Ltd.

Meeting Date: 11/15/2022

Country: Australia

Meeting Type: Annual

Ticker: AKE

Primary ISIN: AU0000193666

Primary SEDOL: BLSNC78

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	addition to and above that expected of a	irectors as a normal ,	part of their jobs. Also, i	lemonstrate shareholder value creation in incentive awards to executives should be clearly rformance and drive shareholder value over a
2	Elect Peter Coleman as Director	Mgmt	For	For
3	Elect Richard Seville as Director	Mgmt	For	For
4	Elect Fernando Oris de Roa as Director	Mgmt	For	For
5	Elect Leanne Heywood as Director	Mgmt	For	For
6	Adopt New Constitution	Mgmt	For	For
7	Approve Proportional Takeover Provisions	Mgmt	For	For
8	Approve Non-Executive Director Share Plan	Mgmt	None	For
9	Approve Performance Rights and Options Plan	Mgmt	For	For
10	Approve Grant of STI Performance Rights to Perez de Solay	Mgmt	For	For
11	Approve Grant of LTI Performance Rights to Perez de Solay	Mgmt	For	For

Alpha and Omega Semiconductor Limited

Meeting Date: 11/29/2022

Country: Bermuda

Ticker: AOSL

Meeting Type: Annual

Primary ISIN: BMG6331P1041 **Primary SEDOL:** B5Q3KZ2

Alpha and Omega Semiconductor Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Mike F. Chang	Mgmt	For	For
	Voter Rationale: The roles of Chairman an important for securing a proper balance be			ally should be separated. Separation of roles is s and preserving accountability.
1.2	Elect Director Lucas S. Chang	Mgmt	For	For
1.3	Elect Director Stephen C. Chang	Mgmt	For	For
1.4	Elect Director Claudia Chen	Mgmt	For	For
1.5	Elect Director So-Yeon Jeong	Mgmt	For	For
1.6	Elect Director Hanqing (Helen) Li	Mgmt	For	For
1.7	Elect Director King Owyang	Mgmt	For	For
1.8	Elect Director Michael L. Pfeiffer	Mgmt	For	For
1.9	Elect Director Michael J. Salameh	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 def executives. Hedgii	fined as at least three yea	argets that reward strong performance and drive rs. Also, companies should establish and disclose should be prohibited as it potentially severs
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	of time defined as at least three years. Mo corporate restructuring scenarios and such	luding in the even to that reward stroi preover, the plan in the provisions fail to	t of a change of control. I ng performance and drive mproperly allows for acce o reward performance. Rat	
4	Ratify Baker Tilly US, LLP as Auditors	Mgmt	For	For

Altium Limited

Meeting Date: 11/17/2022

Country: Australia

Meeting Type: Annual

Ticker: ALU

Primary ISIN: AU000000ALU8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance reward strong performance and drive shareholder value over a sufficiently long period of time. Also, significant salary incompact should be linked to material changes in the business or in the role and responsibilities of executive directors.				
3	Elect Simon Kelly as Director	Mgmt	For	For	
4	Appoint KPMG as Auditor of the Company	Mgmt	For	For	

A-Mark Precious Metals, Inc.

Meeting Date: 10/27/2022

Country: USA

Meeting Type: Annual

Ticker: AMRK

Primary ISIN: US00181T1079

Primary SEDOL: BK6MJ46

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Jeffrey D. Benjamin	Mgmt	For	For	
1.2	Elect Director Ellis Landau	Mgmt	For	For	
1.3	Elect Director Beverley Lepine	Mgmt	For	For	
1.4	Elect Director Carol Meltzer	Mgmt	For	For	
	,		than one external directorships to ensure the inexpected company situations requiring subs	,	
1.5	Elect Director John (Jay) U. Moorhead	Mgmt	For	For	
1.6	Elect Director Jess M. Ravich	Mgmt	For	For	
1.7	Elect Director Gregory N. Roberts	Mgmt	For	For	
	,		than one external directorships to ensure the inexpected company situations requiring subs	,	
1.8	Elect Director Monique Sanchez	Mgmt	For	For	
1.9	Elect Director Kendall Saville	Mgmt	For	For	
1.10	Elect Director Michael R. Wittmeyer	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 all exceptional awards should be clearly lin that expected of directors as a normal pai	, all share-based award er, incentive awards to e r value over a sufficient nked to performance ar rt of their jobs. Also, co	I be tied to performance conditions. At least 5 is should be time pro-rated and tested for perexecutives should include robust performance by long period of time defined as at least thrend demonstrate shareholder value creation in ampanies should establish and disclose a policiculd be prohibited as it potentially severs man	formance, including in targets that reward e years. Furthermore, addition to and above y on hedging of	
3	Amend Omnibus Stock Plan	Mgmt	For	Against	
3	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, 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.				
J	reward strong performance and drive sha excessive dilution. Also, on early terminati	reholder value over a s	ufficiently long period of time. Furthermore, to	his plan could lead to	

Meeting Date: 11/09/2022 Ticker: AMCR Country: Jersey

Meeting Type: Annual

Primary ISIN: JE00BJ1F3079 Primary SEDOL: BJ1F307

Amcor plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Graeme Liebelt	Mgmt	For	For
1b	Elect Director Armin Meyer	Mgmt	For	For
1c	Elect Director Ronald Delia	Mgmt	For	For
1d	Elect Director Achal Agarwal	Mgmt	For	For
1e	Elect Director Andrea Bertone	Mgmt	For	For
1f	Elect Director Susan Carter	Mgmt	For	For
1g	Elect Director Karen Guerra	Mgmt	For	For
1h	Elect Director Nicholas (Tom) Long	Mgmt	For	For
1 i	Elect Director Arun Nayar	Mgmt	For	For
1j	Elect Director David Szczupak	Mgmt	For	For
2	Ratify PricewaterhouseCoopers AG 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, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

AngioDynamics, Inc.

Meeting Date: 11/03/2022 Country: USA Tick

Meeting Type: Annual

Ticker: ANGO

Primary ISIN: US03475V1017 Primary SEDOL: B00CR04

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Dennis S. Meteny	Mgmt	For	Withhold		
	committee should take action to ensu the risk of entrenchment. Also, directo independence. The audit committee s	re an appropriately f ors with long board t hould be fully indepe mpensation committe	fresh board and reduce the prop tenures should not serve on cor endent and this director's mem	12 years lack balance. The nominating portion of long standing directors to reduce mmittees that require absolute bership could hamper the committee's this director's membership could hamper the		
1.2	Elect Director Michael E. Tarnoff	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 Deloitte & Touche LLP as Audit	ors Mgmt	For	For		

AngioDynamics, 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. 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.					
4	Amend Omnibus Stock Plan	Mgmt	For	Against		
	event of a change of control. In addition, performance targets to reward strong pen plan improperly allows for accelerated ves	incentive awards to exe formance and drive sha ting for an overly broad ould be rolled forward in	ould be time pro-rated and tested for perform cutives should be clearly disclosed and includ reholder value over a sufficiently long period of I range of corporate restructuring scenarios and to any successor company, or vest in a time-operative loses his job.	e robust and stretching of time. Moreover, the nd such provisions fail		
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For		

Ansell Limited

Meeting Date: 11/10/2022

Country: Australia

Ticker: ANN

Meeting Type: Annual

Primary ISIN: AU000000ANN9

Primary SEDOL: 6286611

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Leslie Desjardins as Director	Mgmt	For	For
2b	Elect Christine Yan as Director	Mgmt	For	For
3	Approve Grant of Performance Share Rights to Neil Salmon	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.			

APA Group

Meeting Date: 10/19/2022

Country: Australia

Meeting Type: Annual

Ticker: APA

Primary ISIN: AU000000APA1

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

APA Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
2	Approve Climate Transition Plan	Mgmt	For	Against			
	Voter Rationale: We are concerned about the lack of Scope 3 targets in its current climate transition plan. The company should ensure its plan is aligned with 1.5 degrees trajectory and verified by SBTi. We expect the plan to include more details on the CapEx alignment and gas phase-out plans, including its hydrogen transition. Shareholders should have an annual vote on climate to ensure plans are fit for purpose and progress is adequately disclosed. Going forward, we strongly encourage better transparency and a more robust climate transition plan to allow investors to address potential climate risks to the business in the medium- to long-term.						
3	Elect James Fazzino 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.						
4	Elect Rhoda Phillippo as Director	Mgmt	For	For			

Apartment Income REIT Corp.

Meeting Date: 12/07/2022 Country: USA

Ticker: AIRC

Meeting Type: Annual

Primary ISIN: US03750L1098 Primary SEDOL: BN6QGL5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Terry Considine	Mgmt	For	For
1.2	Elect Director Thomas N. Bohjalian	Mgmt	For	For
1.3	Elect Director Kristin R. Finney-Cooke	Mgmt	For	For
1.4	Elect Director Thomas L. Keltner	Mgmt	For	Against
	committee should be fully independent ar The compensation committee should be in effectiveness.	nd this director's memb ndependent and this di	erve on committees that require absolute indeponership could hamper the committee's impartia pership could hamper the committee's impartia prector's membership could hamper the commi	lity and effectiveness. ittee's impartiality and
1.5	Elect Director Devin I. Murphy	Mgmt	For	Against
			e than one external directorships to ensure the unexpected company situations requiring subs	
1.6	Elect Director Margarita Palau-Hernandez	Mgmt	For	For
1.6 1.7		Mgmt Mgmt	For	For
	Palau-Hernandez	5		
1.7	Palau-Hernandez Elect Director John Dinha Rayis Elect Director Ann Sperling Voter Rationale: Executive officers are exp	Mgmt Mgmt pected to hold no more	For	For Against y have sufficient time
1.7	Palau-Hernandez Elect Director John Dinha Rayis Elect Director Ann Sperling Voter Rationale: Executive officers are exp	Mgmt Mgmt pected to hold no more	For For ethan one external directorships to ensure the	For Against y have sufficient time

Apartment Income REIT Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	erformance as this is vo times annual pay. lish and disclose a tentially severs			
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	Also, the plan improperly allows for acceler provisions fail to reward performance. Rati	rated vesting for an ove her, equity should be ro	ntions are inconsistent with good practice and orly broad range of corporate restructuring sce led forward into any successor company, or v ditions are met or if an executive loses his jol	enarios and such rest in a

Apartment Investment and Management Company

Meeting Date: 12/16/2022 Country: USA Ti

Meeting Type: Proxy Contest

Ticker: AIV

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Universal Proxy (White Proxy Card)	Mgmt		
	From the Combined List of Management & Dissident Nominees - Elect 3 Directors	Mgmt		
1A	Elect Management Nominee Director Jay Paul Leupp	Mgmt	For	Do Not Vote
	Voter Rationale: DO NOT VOTE on this ca	rd.		
1B	Elect Management Nominee Director Michael A. Stein	Mgmt	For	Do Not Vote
	Voter Rationale: DO NOT VOTE on this ca	rd.		
1C	Elect Management Nominee Director R. Dary Stone	Mgmt	For	Do Not Vote
	Voter Rationale: DO NOT VOTE on this ca	rd.		
1D	Elect Dissident Nominee Director Michelle Applebaum	SH	Withhold	Do Not Vote
	Voter Rationale: DO NOT VOTE on this ca	rd.		
1E	Elect Dissident Nominee Director James P. Sullivan	SH	Withhold	Do Not Vote
	Voter Rationale: DO NOT VOTE on this ca	rd.		
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Do Not Vote
	Voter Rationale: DO NOT VOTE on this ca	rd.		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Do Not Vote

Apartment Investment and Management Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Dissident Universal Proxy (Blue Proxy Card)	Mgmt		
	From the Combined List of Management & Dissident Nominees - Elect 3 Directors	Mgmt		
1A	Elect Dissident Nominee Director Michelle Applebaum	SH	For	Withhold
	deteriorating shareholder rights and engage	gement, we are suppor	ght and the history of deviating from governa tive of change that the dissident seeks. As we anagement nominee Mr. Stone, and managen	can only vote for 3
1B	Elect Dissident Nominee Director James P. Sullivan	SH	For	For
1C	Elect Management Nominee Director Jay Paul Leupp	Mgmt	For	For
1D	Elect Management Nominee Director Michael A. Stein	Mgmt	Withhold	Withhold
1E	Elect Management Nominee Director R. Dary Stone	Mgmt	Withhold	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	None	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	None	Against
	practice. Also, the remuneration committe	e should not allow vest	be tied to performance conditions. At least 5 fing of incentive awards for below median pen tion, severance payments should not exceed t	formance as this is

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

Apollo Global Management, Inc.

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

Meeting Type: Annual

Primary ISIN: US03769M1062 Primary SEDOL: BN44JF6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Marc A. Beilinson	Mgmt	For	For
1.2	Elect Director James R. Belardi	Mgmt	For	For
1.3	Elect Director Jessica Bibliowicz	Mgmt	For	For
1.4	Elect Director Walter (Jay) Clayton, III	Mgmt	For	For
1.5	Elect Director Michael Ducey	Mgmt	For	For

Apollo Global Management, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.6	Elect Director Richard Emerson	Mgmt	For	Withhold		
	Voter Rationale: Executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Specifically, certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary.					
1.7	Elect Director Kerry Murphy Healey	Mgmt	For	For		
1.8	Elect Director Mitra Hormozi	Mgmt	For	For		
1.9	Elect Director Pamela Joyner	Mgmt	For	For		
1.10	Elect Director Scott Kleinman	Mgmt	For	Withhold		
			than one external directorships to ensure they nexpected company situations requiring subst			
1.11	Elect Director A.B. Krongard	Mgmt	For	For		
1.12	Elect Director Pauline Richards	Mgmt	For	For		
1.13	Elect Director Marc Rowan	Mgmt	For	For		
1.14	Elect Director David Simon	Mgmt	For	Withhold		
			than one external directorships to ensure they nexpected company situations requiring subst			
1.15	Elect Director Lynn Swann	Mgmt	For	For		
1.16	Elect Director James Zelter	Mgmt	For	For		
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against		
	Voter Rationale: Auditors should undertake non-audit work in exceptional circumstances only. Any non-audit fees paid to the auditor should be clearly disclosed, justified and not exceed audit fees. Large non-audit fees could compromise objectivity of the audit. Also, 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.					

ARB Corporation Limited

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

Meeting Type: Annual

Primary ISIN: AU000000ARB5 Primary SEDOL: BWV03W5

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

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

ARB Corporation Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Robert Fraser as Director	Mgmt	For	Against
	appropriate balance of independence and appropriate checks and balances on the B	objectivity. Also, the bo loard, support the Chain xecutive directors and s	lude at least 50% independent non-executive lard should appoint a Lead Independent Direc man, ensure orderly succession process for th enior executives where normal channels of co	tor to establish ne Chairman, and act as
3	Elect Adrian Fitzpatrick as Director	Mgmt	For	For
4	Elect Shona Fitzgerald as Director	Mgmt	For	For
5	Approve the Increase in the Maximum Number of Directors from 9 to 10	Mgmt	For	For
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For
7	Approve Repeal and Replacement of Constitution	Mgmt	For	For

Arena REIT

Meeting Date: 11/24/2022

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

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Primary ISIN: AU000000ARF6

Primary SEDOL: B99K263

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	For		
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans.					
2	Elect Simon Parsons as Director	Mgmt	For	For		
3	Elect Rosemary Hartnett as Director	Mgmt	For	For		
4	Approve Grant of Deferred STI Rights to Rob de Vos	Mgmt	For	For		
	Voter Rationale: The company should put reported indicators or other bad faith action detrimental to the long-term interests of in it.	ons on the part of	any of its executive directors ar	nd other key managers which were		
5	Approve Grant of LTI Performance Rights to Rob de Vos	Mgmt	For	For		
	Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
6	Approve Grant of Deferred STI Rights to Gareth Winter	Mgmt	For	For		
	Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					

Arena REIT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
7	Approve Grant of LTI Performance Rights to Gareth Winter	Mgmt	For	For	
	Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.				

argenx SE

Meeting Date: 12/12/2022 **Country:** Netherlands Ticker: ARGX

Meeting Type: Extraordinary Shareholders

Primary ISIN: NL0010832176 **Primary SEDOL: BNHKYX4**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Meeting Agenda	Mgmt		
1	Open Meeting	Mgmt		
2	Elect Ana Cespedes as Non-Executive Director	Mgmt	For	For
3	Other Business (Non-Voting)	Mgmt		
4	Close Meeting	Mgmt		

Argo Group International Holdings, Ltd.

Meeting Date: 12/15/2022 Ticker: ARGO Country: Bermuda

Meeting Type: Proxy Contest

Primary ISIN: BMG0464B1072 Primary SEDOL: 2499543

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Management Universal Proxy (Blue Proxy Card)	Mgmt			
	From the Combined List of Management & Dissident Nominees - Elect 7 Directors	Mgmt			
1A	Elect Management Nominee Director Bernard C. Bailey	Mgmt	For	For	
	Voter Rationale: The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.				
1B	Elect Management Nominee Director Thomas A. Bradley	Mgmt	For	For	
	Voter Rationale: The dissident has not ma warranted.	de a compelling case fo	or change. As such, votes FOR all seven mana	gement nominees are	

Argo Group International Holdings, Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1C	Elect Management Nominee Director Dymphna A. Lehane	Mgmt	For	For
	Voter Rationale: The dissident has not ma warranted.	de a compelling case fo	or change. As such, votes FOR all seven mana	gement nominees are
1D	Elect Management Nominee Director Samuel G. Liss	Mgmt	For	For
	Voter Rationale: The dissident has not ma warranted.	de a compelling case fo	or change. As such, votes FOR all seven mana	gement nominees are
1E	Elect Management Nominee Director Carol A. McFate	Mgmt	For	For
	Voter Rationale: The dissident has not ma warranted.	de a compelling case fo	or change. As such, votes FOR all seven mana	gement nominees are
1F	Elect Management Nominee Director J. Daniel Plants	Mgmt	For	For
	Voter Rationale: The dissident has not ma warranted.	de a compelling case fo	or change. As such, votes FOR all seven mana	gement nominees are
1G	Elect Management Nominee Director Al-Noor Ramji	Mgmt	For	For
	Voter Rationale: The dissident has not ma warranted.	de a compelling case fo	or change. As such, votes FOR all seven mana	gement nominees are
1H	Elect Dissident Nominee Director Ronald D. Bobman	SH	Against	Withhold
	Voter Rationale: The dissident has not ma warranted.	de a compelling case fo	or change. As such, votes FOR all seven mana	gement nominees are
1I	Elect Dissident Nominee Director David W. Michelson	SH	Against	Withhold
	Voter Rationale: The dissident has not ma warranted.	de a compelling case fo	or change. As such, votes FOR all seven mana	gement nominees are
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Ratify KPMG 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 pla	an or tender process for
	Dissident Universal Proxy (White Proxy Card)	Mgmt		
	From the Combined List of Management & Dissident Nominees - Elect 7 Directors	Mgmt		
	Dissident Nominees	Mgmt		
1a	Elect Dissident Nominee Director Ronald D. Bobman	SH	For	Do Not Vote
	Voter Rationale: DO NOT VOTE on this cal	rd.		
1b	Elect Dissident Nominee Director David W. Michelson	SH	For	Do Not Vote
	Voter Rationale: DO NOT VOTE on this can	rd.		
	Company Nominees Acceptable to the Dissident	Mgmt		
1a.1	Elect Management Nominee Director Thomas A. Bradley	Mgmt	For	Do Not Vote
	Voter Rationale: DO NOT VOTE on this can	rd.		

Argo Group International Holdings, Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1b.1	Elect Management Nominee Director Dymphna A. Lehane	Mgmt	For	Do Not Vote		
	Voter Rationale: DO NOT VOTE on this can	rd.				
1c.1	Elect Management Nominee Director Samuel G. Liss	Mgmt	For	Do Not Vote		
	Voter Rationale: DO NOT VOTE on this cal	rd.				
1d.1	Elect Management Nominee Director Carol A. McFate	Mgmt	For	Do Not Vote		
	Voter Rationale: DO NOT VOTE on this call	rd.				
1e.1	Elect Management Nominee Director J. Daniel Plants	Mgmt	For	Do Not Vote		
	Voter Rationale: DO NOT VOTE on this card.					
	Company Nominees Opposed by the Dissident	Mgmt				
1a.2	Elect Management Nominee Director Bernard C. Bailey	Mgmt	Against	Do Not Vote		
	Voter Rationale: DO NOT VOTE on this cal	rd.				
1b.2	Elect Management Nominee Director Al-Noor Ramji	Mgmt	Against	Do Not Vote		
	Voter Rationale: DO NOT VOTE on this car	rd.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	None	Do Not Vote		
	Voter Rationale: DO NOT VOTE on this can	rd.				
3	Ratify KPMG LLP as Auditors	Mgmt	None	Do Not Vote		
	Voter Rationale: DO NOT VOTE on this cal	rd.				

Aspen Pharmacare Holdings Ltd.

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

Meeting Type: Annual

Ticker: APN

Primary ISIN: ZAE000066692 Primary SEDOL: B09C0Z1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for Year Ended 30 June 2022	Mgmt	For	For
2	Receive and Note the Social & Ethics Committee Report	Mgmt	For	For
3.1	Re-elect Kuseni Dlamini 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.

Aspen Pharmacare Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.2	Re-elect Linda de Beer as Director	Mgmt	For	For
	Voter Rationale: We voted for this director re-election of all directors, including execu	, but encourage the co utive directors, on a reg	mpany to amend its memorandum of incorpol gular basis.	ration to call for
3.3	Re-elect Chris Mortimer as Director	Mgmt	For	For
3.4	Elect Yvonne Muthien as Director	Mgmt	For	For
3.5	Re-elect David Redfern as Director	Mgmt	For	For
4	Reappoint Ernst & Young Inc as Auditors with Derek Engelbrecht as the Individual Registered Auditor	Mgmt	For	For
5.1	Re-elect Linda de Beer as Member of the Audit & Risk Committee	Mgmt	For	For
5.2	Re-elect Ben Kruger as Member of the Audit & Risk Committee	Mgmt	For	For
5.3	Re-elect Babalwa Ngonyama as Member of the Audit & Risk Committee	Mgmt	For	For
6	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For
7	Authorise Board to Issue Shares for Cash	Mgmt	For	For
8	Authorise Ratification of Approved Resolutions	Mgmt	For	For
	Non-binding Advisory Resolutions	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	Against
	Voter Rationale: Incentive awards to executive reward strong performance and drive shall		v disclosed and include robust and stretching per.	performance targets to
2	Approve Remuneration Implementation Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to executive strong performance and drive shall		v disclosed and include robust and stretching per. e.	performance targets to
	Special Resolutions	Mgmt		
1.1a	Approve Fees of the Board Chairman	Mgmt	For	For
1.1b	Approve Fees of the Board Members	Mgmt	For	For
1.2a	Approve Fees of the Audit & Risk Committee Chairman	Mgmt	For	For
1.2b	Approve Fees of the Audit & Risk Committee Members	Mgmt	For	For
1.3a	Approve Fees of the Remuneration & Nomination Committee Chairman	Mgmt	For	For
1.3b	Approve Fees of the Remuneration & Nomination Committee Members	Mgmt	For	For
1.4a	Approve Fees of the Social & Ethics Committee Chairman	Mgmt	For	For
1.4b	Approve Fees of the Social & Ethics Committee Members	Mgmt	For	For
2	Approve Financial Assistance to Related or Inter-related Company	Mgmt	For	For

Aspen Pharmacare Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Authorise Repurchase of Issued Share Capital	Mgmt	For	Against
	Voter Rationale: Any share repurchase request in excess of 10% should be undertaken in exceptional circumstances only and be fully justified by the company.			

Aspen Technology, Inc.

Meeting Date: 12/15/2022

Country: USA

Meeting Type: Annual

Ticker: AZPN

Primary ISIN: US29109X1063

Primary SEDOL: BP2V812

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Patrick M. Antkowiak	Mgmt	For	For
1b	Elect Director Robert E. Beauchamp	Mgmt	For	For
1c	Elect Director Thomas F. Bogan	Mgmt	For	For
1d	Elect Director Karen M. Golz	Mgmt	For	For
1e	Elect Director Ram R. Krishnan	Mgmt	For	For
1f	Elect Director Antonio J. Pietri	Mgmt	For	For
1g	Elect Director Arlen R. Shenkman	Mgmt	For	For
1h	Elect Director Jill D. Smith	Mgmt	For	Against
	Voter Rationale: We expect companies to	have policies in place	re to increase racial and gender diver	reity on the hoard. Our minimum
1i	expectation is that female directors compr 30% in the future. Elect Director Robert M. Whelan, Jr.			
1i 2	expectation is that female directors compr 30% in the future.	ise at least 25% of	board members for a company of th	is size, with an aspiration to achieve
	expectation is that female directors compr 30% in the future. Elect Director Robert M. Whelan, Jr.	<i>ise at least 25% of</i> Mgmt Mgmt	<i>board members for a company of th</i>	is size, with an aspiration to achieve For
2	expectation is that female directors compr 30% in the future. Elect Director Robert M. Whelan, Jr. Ratify KPMG LLP as Auditors Advisory Vote to Ratify Named Executive	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For ss than p/greater than Triggers for e by outcomes against its appropriate place. These and other approaches will bider value over time. Furthermore, also is a minimum good practice. Also, alue creation in addition to and above to clawback provisions in place to ena	For For Against Good practices include: well equity awards; using different ever group; and setting awards so ill ensure that the compensation a larger percentage of the equity all exceptional awards should be that expected of directors as a ble it to re-coup funds should it

AUB Group Limited

Meeting Date: 11/03/2022

Country: Australia **Meeting Type:** Annual

Ticker: AUB

Primary ISIN: AU000000AUB9

Primary SEDOL: B0MBNC3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, the remuneration	n report does not articu	naterial changes in the business or in the role ulate how executives performed against histor ar performance, as well as outlining forward-i	ic performance targets.
2	Elect Robin Low as Director	Mgmt	For	For
3	Elect David Clarke as Director	Mgmt	For	For
4	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For
5	***Withdrawn Resolution*** Approve Issuance of Performance Share Rights to Michael Emmett	Mgmt		
6	Ratify Past Issuance of Placement Shares to Institutional Investors	Mgmt	For	For
7	Ratify Past Issuance of Placement Shares to Tysers Vendors	Mgmt	For	For
8	Approve Financial Assistance in Relation to the Acquisition of Tysers	Mgmt	For	For

Auckland International Airport Limited

Meeting Date: 10/20/2022

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

Ticker: AIA

Primary ISIN: NZAIAE0002S6

Primary SEDOL: BKX3XG2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mark Cairns as Director	Mgmt	For	For
2	Elect Elizabeth Savage as Director	Mgmt	For	For
3	Elect Christine Spring as Director	Mgmt	For	For
4	Authorize Board to Fix Remuneration of the Auditor	Mgmt	For	For

Aurizon Holdings Limited

Meeting Date: 10/13/2022

Country: Australia

Meeting Type: Annual

Ticker: AZJ

Primary ISIN: AU000000AZJ1

Primary SEDOL: B87CVM3

Aurizon Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Kate (Katherine) Vidgen as Director	Mgmt	For	For
2b	Elect Russell Caplan as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Andrew Harding	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
5	Approve Financial Assistance in Relation to the Acquisition	Mgmt	For	For

Aussie Broadband Limited

Meeting Date: 10/21/2022 Country: Australia

Meeting Type: Annual

Ticker: ABB

Primary ISIN: AU0000106643

Primary SEDOL: BM8HZC3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha be linked to material changes in the busin report is unnecessarily vague. The remund performance and historic annual objective	reholder value over a less or in the role and eration committee sho	, suffciently long period of time responsibilities of executive a	e. Also, significant salary increases should lirectors. Moreover, the remuneration	
2	Approve the Amendments to the Company's Constitution	Mgmt	For	Against	
	Voter Rationale: In-person shareholder meetings enable essential scruitiny of boards and management. There should be an annual physical meeting of the shareholders, and all the directors of the company should attend.				
3	Elect Vicky Papachristos as Director	Mgmt	For	For	
4	Elect Michael Omeros as Director	Mgmt	For	For	
5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For	
6	Approve Financial Assistance in Relation to the Acquisition	Mgmt	For	For	

Australia and New Zealand Banking Group Limited

Meeting Date: 12/15/2022 Ticker: ANZ Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000ANZ3 Primary SEDOL: 6065586

Australia and New Zealand Banking Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Jeffrey Paul Smith as Director	Mgmt	For	For
2b	Elect Sarah Jane Halton as Director	Mgmt	For	For
2c	Elect Paul Dominic O'Sullivan as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
			executives performed against historic perform rformance, as well as outlining forward-lookin	
4	Approve Grant of Restricted Rights and Performance Rights to Shayne Elliott	Mgmt	For	Against
5	Approve the Amendments to the Company's Constitution	SH	Against	Against
	Voter Rationale: We do not support share sufficiently addressed by the company or		we consider that the issue raised is not mate rdensome or impractical.	rial, is already
6	Approve Climate Risk Safeguarding	SH	Against	Against
	Voter Rationale: We do not support shared sufficiently addressed by the company or	• •	we consider that the issue raised is not mate rdensome or impractical.	rial, is already

Australia and New Zealand Banking Group Limited

Meeting Date: 12/15/2022 Country: Australia

Meeting Type: Court

Ticker: ANZ

Primary ISIN: AU000000ANZ3

Primary SEDOL: 6065586

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Court-Ordered Meeting	Mgmt		
1	Approve Scheme of Arrangement in Relation to the Proposed Restructure of the ANZ Group	Mgmt	For	For

Australian Ethical Investment Limited

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

Meeting Type: Annual

Primary ISIN: AU000000AEF4

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

Australian Ethical Investment Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	executive directors. Further, the remunera	tion report does not art	naterial changes in the business or in the role i iculate how executives performed against hist prior year performance, as well as outlining f	oric performance
2	Elect Kate Greenhill as Director	Mgmt	For	For
3	Elect Julie Orr as Director	Mgmt	For	For

Australian Strategic Materials Ltd.

Meeting Date: 11/28/2022 Country: Australia

Meeting Type: Annual

Ticker: ASM

Primary ISIN: AU0000094153 Primary SEDOL: BMTTJZ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive she undermine employee incentive strategy a clearly disclose and not misleading to she business or in the role and responsibilitie performance and demonstrate sharehold jobs. Further, the remuneration committe be more effective in retaining executives remuneration report does not articulate in	areholder value ove and are not aligned areholders. Also, si es of executive direc eler value creation in ee should consider and ensuring that how executives per	er a suffciently long period of the with the interests of sharehold gnificant salary increases shout tors. Additionally, all exception addition to and above that expedient of the annual and long-term performed against historic perform	
2	Elect Kerry Gleeson as Director	Mgmt	For	For
3	Elect Gavin Murray Smith as Director	Mgmt	For	For
4	Ratify Past Issuance of Shares to KCF Energy Co. Ltd	Mgmt	For	For
5	Approve the Amendments to the Company's Constitution	Mgmt	For	Against
	Voter Rationale: In-person shareholder n physical meeting of the shareholders, an			management. There should be an annual
6	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For
7	Approve Issuance of Shares to Ian Gandel	Mgmt	For	For
8	Approve Issuance of Shares to Kerry Gleeson	Mgmt	For	For
9	Ratify Past Issuance of Shares to Professional and Sophisticated Investors	Mgmt	For	For

Automatic Data Processing, Inc.

Meeting Date: 11/09/2022

Country: USA

Meeting Type: Annual

Ticker: ADP

Primary ISIN: US0530151036

Primary SEDOL: 2065308

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Peter Bisson	Mgmt	For	For		
1b	Elect Director David V. Goeckeler	Mgmt	For	For		
1c	Elect Director Linnie M. Haynesworth	Mgmt	For	For		
1d	Elect Director John P. Jones	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,		
1e	Elect Director Francine S. Katsoudas	Mgmt	For	For		
1f	Elect Director Nazzic S. Keene	Mgmt	For	For		
1g	Elect Director Thomas J. Lynch	Mgmt	For	For		
1h	Elect Director Scott F. Powers	Mgmt	For	For		
1i	Elect Director William J. Ready	Mgmt	For	Against		
	Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.					
1j	Elect Director Carlos A. Rodriguez	Mgmt	For	For		
1k	Elect Director Sandra S. Wijnberg	Mgmt	For	For		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: Significant salary increase executive directors.	es should be linked to i	material changes in the business or in the role	and responsibilities of		
3	Ratify Deloitte & Touche 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		

AutoZone, Inc.

Meeting Date: 12/14/2022 Country: USA Ticker: AZO

Meeting Type: Annual

Primary ISIN: US0533321024

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael A. George	Mgmt	For	For
1.2	Elect Director Linda A. Goodspeed	Mgmt	For	For
1.3	Elect Director Earl G. Graves, Jr.	Mgmt	For	Against
	Voter Rationale: This director is not sufficient	ently independent to se	rve as the independent lead director.	
1.4	Elect Director Enderson Guimaraes	Mgmt	For	For
1.5	Elect Director Brian P. Hannasch	Mgmt	For	For
1.6	Elect Director D. Bryan Jordan	Mgmt	For	For
1.7	Elect Director Gale V. King	Mgmt	For	For
1.8	Elect Director George R. Mrkonic, Jr.	Mgmt	For	Against
1.9	committee should be fully independent an	d this director's membe	ve on committees that require absolute indep prship could hamper the committee's impartial ector's membership could hamper the commit For	lity and effectiveness.
	Voter Rationale: The roles of Chairman an important for securing a proper balance be should appoint a Lead Independent Direct ensure orderly succession process for the	d CEO are substantially etween executives and for to establish appropri Chairman, and act as a	different and generally should be separated. outside shareholders and preserving accountainte checks and balances on the Board, suppose a point of contact for shareholders, non-execulush the board Chairman are considered inapposes.	Separation of roles is ability. Also, the board rt the Chairman, tive directors and
1.10	Elect Director Jill A. Soltau	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 0 years.	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		ıld be clearly linked to p	be tied to performance conditions. At least 50 performance and demonstrate shareholder val giobs.	

Avalara, Inc.

Meeting Date: 10/14/2022 Country: USA Ticker: AVLR

Meeting Type: Proxy Contest

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Universal Proxy (White Proxy Card)	Mgmt		
1	Approve Merger Agreement	Mgmt	For	For

Avalara, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	options will accelerate on a single trigger	basis and PSUs will be o hout a compelling ration	easonably based, and no excise tax gross-ups converted into cash awards at above-target le nale disclosed. Also, on early termination, all s n the event of a change of control.	vels, with payouts
3	Adjourn Meeting	Mgmt	For	For
	Dissident Universal Proxy (Gold 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

AVI Ltd.

Meeting Date: 11/09/2022

Country: South Africa

Ticker: AVI

Meeting Type: Annual

Primary ISIN: ZAE000049433

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for the Year Ended 30 June 2022	Mgmt	For	For
2	Reappoint Ernst & Young Inc as Auditors	Mgmt	For	For
3	Re-elect Gavin Tipper as Director	Mgmt	For	Against
	Voter Rationale: For widely held companie appropriate balance of independence and		lude at least 50% independent non-executive	directors to ensure
4	Re-elect Simon Crutchley as Director	Mgmt	For	For
5	Re-elect James Hersov as Director	Mgmt	For	Against
	Voter Rationale: For widely held companie appropriate balance of independence and		lude at least 50% independent non-executive	directors to ensure
6	Elect Justin O'Meara as Director	Mgmt	For	For
7	Re-elect Mike Bosman as Chairman of the Audit and Risk Committee	Mgmt	For	For
8	Re-elect Alexandra Muller as Member of the Audit and Risk Committee	Mgmt	For	For
9	Re-elect Busisiwe Silwanyana as Member of the Audit and Risk Committee	Mgmt	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Approve Fees Payable to the Current Non-executive Directors, Excluding the Chairman of the Board	Mgmt	For	Against
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		- The Company is proposing	significant increases on these fee levels and
11	Approve Fees Payable to the Chairman of the Board	Mgmt	For	Against
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		- The Company is proposing	significant increases on these fee levels and
12	Approve Fees Payable to the Members of the Remuneration, Nomination and Appointments Committee	Mgmt	For	Against
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		- The Company is proposing	significant increases on these fee levels and
13	Approve Fees Payable to the Members of the Audit and Risk Committee	Mgmt	For	Against
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		- The Company is proposing	significant increases on these fee levels and
14	Approve Fees Payable to the Non-executive Members of the Social and Ethics Committee	Mgmt	For	Against
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		- The Company is proposing	significant increases on these fee levels and
15	Approve Fees Payable to the Chairman of the Remuneration, Nomination and Appointments Committee	Mgmt	For	For
16	Approve Fees Payable to the Chairman of the Audit and Risk Committee	Mgmt	For	Against
	Voter Rationale: A vote AGAINST these ite has not provided a specific explanation for		- The Company is proposing	significant increases on these fee levels and
17	Approve Fees Payable to the Chairman of the Social and Ethics Committee	Mgmt	For	For
18	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
19	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For
20	Approve Forfeitable Share Incentive Scheme	Mgmt	For	For
21	Rescind the Authority Previously Granted to the Company and Place Authorised but Unissued Shares under Control of Directors in Terms of the Revised AVI Limited Executive Share Incentive Scheme	Mgmt	For	For
22	Rescind the Authority Previously Granted to the Company in Terms of the AVI Limited Deferred Bonus Share Plan	Mgmt	For	For
23	Place Authorised but Unissued Shares under Control of Directors in Terms of the AVI Limited Forfeitable Share Incentive Scheme	Mgmt	For	For
24	Approve Remuneration Policy	Mgmt	For	For

AVI Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
25	Approve Implementation Report	Mamt	For	For

B&M European Value Retail SA

Meeting Date: 10/31/2022

Country: Luxembourg

Meeting Type: Ordinary Shareholders

Ticker: BME

Primary ISIN: LU1072616219

Primary SEDOL: BMTRW10

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Oliver Tant as Director	Mgmt	For	For
2	Elect Mike Schmidt as Director	Mgmt	For	For

Bank of Queensland Ltd.

Meeting Date: 12/06/2022

Country: Australia

Meeting Type: Annual

Ticker: BOQ

Primary ISIN: AU000000BOQ8

Primary SEDOL: 6076243

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Patrick Allaway as Director	Mgmt	For	For
2b	Elect Karen Penrose as Director	Mgmt	For	For
2c	Elect Warwick Negus as Director	Mgmt	For	Against
	•	•	per of directorships and ensure they have suft opany situations requiring substantial amoun	<u> </u>
3	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, the remuneration The board should articulate how bonus pa underpin long-term incentive plans. Last, i	n report does not articu hyments reflect prior yea the long-term incentive ce criteria that reflect b	naterial changes in the business or in the role late how executives performed against histori ar performance, as well as outlining forward-le plan is linked to a single performance target. oth absolute and relative financial metrics rath ressively better performance.	c performance targets. poking targets that Companies should
4	Approve Grant of Performance Shares and Premium Priced Options to George Frazis ***Withdrawn Resolution***	Mgmt		

Bapcor Limited

Meeting Date: 10/19/2022

Country: Australia

Meeting Type: Annual

Ticker: BAP

Primary ISIN: AU000000BAP9

Primary SEDOL: BLD2CY7

Bapcor Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mark Bernhard as Director	Mgmt	For	For
2	Elect Mark Powell as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For
5	Approve Grant of FY22 Share Rights to Noel Meehan	Mgmt	For	For
6	Approve Grant of FY23 Performance Rights to Noel Meehan	Mgmt	For	For
7	Approve Potential Termination Benefits to Darryl Abotomey	Mgmt	For	Against
	Voter Rationale: On early termination, all event of a change of control.	share-based awards sh	ould be time pro-rated and tested for perform	ance, including in the

BARK, Inc.

Meeting Date: 11/15/2022

Country: USA

Ticker: BARK

Meeting Type: Annual

Primary ISIN: US68622E1047

Primary SEDOL: BNVVLD2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director Betsy McLaughlin	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 classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In addition, executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Specifically, the company accelerated the vesting of a significant number of options upon a resignation that does not appear to be involuntary. 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.				
1b	Elect Director Henrik Werdelin	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 classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.				
2	Ratify Deloitte & Touche LLP as Audit	ors Mgmt	For	For	
3	Advisory Vote on Say on Pay Frequer	icy Mgmt	One Year	One Year	

Barratt Developments Pic

Meeting Date: 10/17/2022

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

Ticker: BDEV

Primary ISIN: GB0000811801

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	Elect Mike Scott as Director	Mgmt	For	For
5	Re-elect John Allan as Director	Mgmt	For	For
	vote FOR this Director is warranted, altho following the 2022 AGM, less than 33 per the recommendations of the Hampton-Al non-compliance with the recommendatio	ough it is not without or cent of the Board will lexander Review. The cons of the Hampton-Ald Listing Rules which st	warranted as no significant concerns have bee concern: * John Allan is the Chair of the Nomi comprise female Directors, which represents of main reasons for support are: * There is no his exander Review; and * The Company has cont pulates at least 40% of the Board should com	nation Committee and a clear departure from storical evidence of Tirmed its intention to
6	Re-elect David Thomas as Director	Mgmt	For	For
7	Re-elect Steven Boyes as Director	Mgmt	For	For
8	Re-elect Katie Bickerstaffe as Director	Mgmt	For	For
	Voter Rationale: New directors should har remuneration committee.	ve sufficient length of	service on the board before taking on the role	of chairing the
9	Re-elect Jock Lennox as Director	Mgmt	For	For
10	Re-elect Chris Weston as Director	Mgmt	For	For
11	Re-elect Sharon White as Director	Mgmt	For	For
12	Reappoint Deloitte LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have habringing in a new auditing firm.	nd the same auditor fo	r a period of over 10 years should consider a p	plan or tender process for
13	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
	Voter Rationale: Companies who have habringing in a new auditing firm.	nd the same auditor fo	r a period of over 10 years should consider a p	plan or tender process for
14	Authorise UK Political Donations and Expenditure	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 Market Purchase of Ordinary Shares	Mgmt	For	For
18	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Bellevue Gold Limited

Meeting Date: 11/17/2022

Country: Australia **Meeting Type:** Annual

Ticker: BGL

Primary ISIN: AU0000019374

Primary SEDOL: BFZ31P0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	reward strong performance and drive shar clearly linked to performance and demons normal part of their jobs. Last, the remune	eholder value ove trate shareholder eration report doe	er a sufficiently long period o value creation in addition to s not articulate how executi	robust and stretching performance targets to of time. All exceptional awards should be of and above that expected of directors as a fives performed against historic performance ce, as well as outlining forward-looking targets
2	Elect Kevin Tomlinson as Director	Mgmt	For	For
3	Ratify Past Issuance of Consideration Shares to GR Engineering Services Limited	Mgmt	For	For
4	Approve Bellevue Gold Limited Employee Securities Plan	Mgmt	None	Against
	reward strong performance and drive shar incentives should not be granted to non-e. management accountable. Moreover, the o of manipulation of reported indicators or o	eholder value ove xecutive directors company should p other bad faith act	er a sufficiently long period of as this may compromise the out in place a procedure white ions on the part of any of it.	robust and stretching performance targets to of time. Also, variable remuneration and equity eir independence and ability to hold ch would enable it, should it identify any facts is executive directors and other key managers by funds wrongfully obtained in such manner
5	Approve Potential Termination Benefits under the Plan	Mgmt	For	For
6	Approve Issuance of Annual LTI Performance Rights to Stephen Parsons	Mgmt	For	For
7	Approve the Increase in Maximum Aggregate Non-Executive Directors' Fee Pool	Mgmt	For	For
8	Approve the Deeds of Indemnity,	Mgmt	For	For

Bellway Plc

Meeting Date: 12/16/2022

Country: United Kingdom

Meeting Type: Annual

Ticker: BWY

Primary ISIN: GB0000904986

Primary SEDOL: 0090498

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

Bellway Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Final Dividend	Mgmt	For	For
4	Elect John Tutte as Director	Mgmt	For	For
5	Re-elect Jason Honeyman as Director	Mgmt	For	For
6	Re-elect Keith Adey as Director	Mgmt	For	For
7	Re-elect Jill Caseberry as Director	Mgmt	For	For
	Voter Rationale: A vote FOR these Director	rs is warranted as no si	gnificant concerns have been identified.	
8	Re-elect Ian McHoul as Director	Mgmt	For	For
9	Elect Sarah Whitney as Director	Mgmt	For	For
10	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
11	Authorise the Audit Committee 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 Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
15	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
16	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

Bendigo and Adelaide Bank Limited

Meeting Date: 11/08/2022 Country: Australia

Meeting Type: Annual

Ticker: BEN

Primary ISIN: AU000000BEN6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect David Matthews as Director	Mgmt	For	Against
	Voter Rationale: The audit committee impartiality and effectiveness.	should be fully inde	pendent and this director's	membership could hamper the committee's
3	Elect David Foster as Director	Mgmt	For	For
4	Elect Victoria Weekes as Director	Mgmt	For	For
5	Elect Alistair Muir as Director	Mgmt	For	For
6	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to e reward strong performance and drive			de robust and stretching performance targets to od of time.
7	Approve Grant of Performance Rights Marnie Baker	to Mgmt	For	For

Betmakers Technology Group Ltd

Meeting Date: 11/22/2022

Country: Australia

Meeting Type: Annual

Ticker: BET

Primary ISIN: AU0000050585

Primary SEDOL: BJDXBQ1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	executive directors. Also, incentive aw targets to reward strong performance report does not articulate how execut payments reflect prior year performan	ards to executives sl and drive sharehold ives performed again ice, as well as outlini should consider defo	hould be clearly disclosed and in er value over a suffciently long est historic performance targets ing forward-looking targets that perring a proportion of the annu	nusiness or in the role and responsibilities of include robust and stretching performance period of time. Further, the remuneration at the board should articulate how bonus t underpin long-term incentive plans. In al cash bonus into shares which would be mance objectives are aligned.		
2	Elect Rebekah Giles as Director	Mgmt	For	For		
3	Elect Anna Massion as Director	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.					
4	Elect Nicholas Chan as Director	Mgmt	For	For		
5	Approve the Amendments to the Company's Constitution	Mgmt	For	Against		

BGC Partners, Inc.

Meeting Date: 12/30/2022

Country: USA

Meeting Type: Annual

Ticker: BGCP

Primary ISIN: US05541T1016

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Howard W. Lutnick	Mgmt	For	For
	important for securing a proper baland executive officers are expected to hold discharge their roles properly, particul oppose dual class structures with impo voting rights among shareholders Also balances on the Board, support the Cl	ce between executive d no more than one e arly during unexpect aired or enhanced vo o, the board should a hairman, ensure orde	es and outside shareholders external directorships to ens ted company situations requ piting rights. The company si appoint a Lead Independent lerly succession process for	ally should be separated. Separation of roles is and preserving accountability. In addition, sure they have sufficient time and energy to viring substantial amounts of time Moreover, we hould amend its structure to allow for equal Director to establish appropriate checks and the Chairman, and act as a point of contact for f communication through the board Chairman
1.2	Elect Director David P. Richards	Mgmt	For	For
1.3	Elect Director Arthur U. Mbanefo	Mgmt	For	For
1.4	Elect Director Linda A. Bell	Mgmt	For	For

BGC Partners, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
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	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against		
	disclosed and stretching performance tary long-term plans; measuring company outce rewarded for below-average performance. compensation packages that build shareh to performance conditions. At least 50% is be time pro-rated and tested for performance as should be clearly linked to performance and directors as a normal part of their jobs. All should it identify any facts of manipulation interests of its shareholders Lastly, company long to the performance and company linked to the performance and directors as a normal part of their jobs. All should it identify any facts of manipulation interests of its shareholders Lastly, company linked to the performance to the performance target links and the performance target links and the performance target links and the performance target links are the performance target links and the performance target links are the performance target links and the performance target links are the performance target lin	and pay-for-performance results are not sufficiently strong. Good practices include: well targets; performance triggers for equity awards; using different metrics for the short and outcomes against its appropriate peer group; and setting awards so that executives are not note. These and other approaches will ensure that the compensation committee designs reholder value over time. In addition, a larger percentage of the equity awards should be tied % is a minimum good practice. Moreover, on early termination, all share-based awards should pranance, including in the event of a change of control. Furthermore, all exceptional awards are and demonstrate shareholder value creation in addition to and above that expected of a chalcotomatic in the company should put clawback provisions in place to enable it to re-coup funds a tition of reported indicators or other bad faith actions which were detrimental to the long-term appanies should establish and disclose a policy on hedging of company stock by executives. The prohibited as it potentially severs management alignment with shareholder interest.				

Bill.com Holdings, Inc.

Meeting Date: 12/08/2022

Country: USA

Meeting Type: Annual

Ticker: BILL

Primary ISIN: US0900431000

Primary SEDOL: BKDS4H5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	1 Toposal Text	Торонене	- Nec	Instruction		
1.1	Elect Director Steven Cakebread	Mgmt	For	For		
1.2	Elect Director David Hornik	Mgmt	For	Withhold		
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the 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 Brian Jacobs	Mgmt	For	Withhold		
	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.					
1.4	Elect Director Allie Kline	Mgmt	For	Withhold		
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be 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. In addition, directors are elected in classes rather than annually, but shareholders should have the opposition communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, there enhancing accountability.					
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For		

Bill.com Holdings, Inc.

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

Voter Rationale: The plan's structure and pay-for-performance 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, 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. Also, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Additionally, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Lastly, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years.

Bio-Techne Corporation

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

Meeting Type: Annual

Primary ISIN: US09073M1045 Primary SEDOL: BSHZ3Q0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Fix Number of Directors at Nine	Mgmt	For	For
2a	Elect Director Robert V. Baumgartner	Mgmt	For	Against
	committee should take action to ensur the risk of entrenchment. Also, director independence. The audit committee sh impartiality and effectiveness. The non hamper the committee's impartiality an	e an appropriately fi is with long board to ould be fully indepe nination committee s of effectiveness. In a minimum expectati	resh board and reduce the enures should not serve o endent and this director's i should be majority indepe addition, we expect comp tion is that female director	than 12 years lack balance. The nominating e proportion of long standing directors to reduce on committees that require absolute membership could hamper the committee's endent and this director's membership could hanies to have policies in place to increase racial are comprise at least 25% of board members for a
2b	Elect Director Julie L. Bushman	Mgmt	For	For
2c	Elect Director John L. Higgins	Mgmt	For	Against
	committee should take action to ensurn the risk of entrenchment. Also, director independence. The audit committee sh	e an appropriately fi s with long board to ould be fully indepe iination committee s	resh board and reduce the renures should not serve o endent and this director's i	than 12 years lack balance. The nominating e proportion of long standing directors to reduce on committees that require absolute membership could hamper the committee's endent and this director's membership could
2d	Elect Director Joseph D. Keegan	Mgmt	For	For
2e	Elect Director Charles R. Kummeth	Mgmt	For	For
2f	Elect Director Roeland Nusse	Mgmt	For	For
2g	Elect Director Alpna Seth	Mgmt	For	For

Bio-Techne Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2h	Elect Director Randolph Steer	Mgmt	For	Against		
	committee should take action to ensure the risk of entrenchment. Also, directors	an appropriately fi with long board to	resh board and reduce the penures should not serve on	an 12 years lack balance. The nominating proportion of long standing directors to reduce committees that require absolute 's membership could hamper the committee's		
2i	Elect Director Rupert Vessey	Mgmt	For	For		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e 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. 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.					
4	Approve Stock Split	Mgmt	For	For		
5	Ratify KPMG, LLP as Auditors	Mgmt	For	For		
J				ears should consider a plan or tender process fo		

Blackmores Limited

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

Meeting Type: Annual

Primary ISIN: AU000000BKL7

Primary SEDOL: 6102267

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	addition to and above that expected of di	rectors as a normal pa c performance targets.	to performance and demonstrate shareholder rt of their jobs. Moreover, the remuneration re The board should articulate how bonus payr nderpin long-term incentive plans.	eport does not articulate
3	Elect Erica Mann as Director	Mgmt	For	For
4	Approve Grant of STI Award to Alastair Symington	Mgmt	For	For
5	Approve Grant of LTI Award to Alastair Symington	Mgmt	For	For

Bluescope Steel Limited

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

Meeting Type: Annual

Primary ISIN: AU000000BSL0 Primary SEDOL: 6533232

Bluescope Steel Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to exerce reward strong performance and drive sha		arly disclosed and include robust and stretch a suffciently long period of time.	ing performance targets to
3a	Elect Ewen Crouch as Director	Mgmt	For	For
3b	Elect K'Lynne Johnson as Director	Mgmt	For	For
3c	Elect ZhiQiang Zhang as Director	Mgmt	For	For
3d	Elect Jane McAloon as Director	Mgmt	For	For
3e	Elect Peter Alexander as Director	Mgmt	For	For
4	Approve Grant of Share Rights to Mark Vassella	Mgmt	For	For
5	Approve Grant of Alignment Rights to Mark Vassella	Mgmt	For	Against
	Voter Rationale: Incentive awards to exercise reward strong performance and drive sha		arly disclosed and include robust and stretch a suffciently long period of time.	ing performance targets to
6	Approve the Increase in Maximum Aggregate Non-Executive Director Fee Pool	Mgmt	None	For

Boral Limited

Meeting Date: 11/03/2022

Country: Australia

Meeting Type: Annual

Ticker: BLD

Primary ISIN: AU000000BLD2

Primary SEDOL: 6218670

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2.1	Elect Jacqueline Chow as Director	Mgmt	For	For		
2.2	Elect Mark Johnson as Director	Mgmt	For	For		
2.3	Elect Karen Moses as Director	Mgmt	For	For		
3	Approve Remuneration Report	Mgmt	For	For		
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.					
	Adopt New Constitution	Mgmt	For	Against		

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

BPER Banca SpA

Meeting Date: 11/05/2022

Country: Italy

Meeting Type: Extraordinary Shareholders

Ticker: BPE

Primary ISIN: IT0000066123

Primary SEDOL: 4116099

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Business	Mgmt		
	Management Proposals	Mgmt		
1	Approve Merger by Incorporation of Banca Carige SpA and Banca del Monte di Lucca SpA into BPER Banca SpA	Mgmt	For	For
2	Amend Company Bylaws	Mgmt	For	For
	Ordinary Business	Mgmt		
	Shareholder Proposal Submitted by Unipol Gruppo SpA	Mgmt		
1	Elect Monica Cacciapuoti as Director	SH	None	For
	Management Proposals	Mgmt		
2	Amend Remuneration Policy	Mgmt	For	Against
	Voter Rationale: All exceptional awards sh addition to and above that expected of di			trate shareholder value creation in
3	Amend Long-Term Incentive Plan 2022-2024	Mgmt	For	Against

Brambles Limited

Meeting Date: 10/18/2022

Country: Australia

Meeting Type: Annual

Ticker: BXB

Primary ISIN: AU000000BXB1

Primary SEDOL: B1FJ0C0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
3	Elect Kendra Banks as Director	Mgmt	For	For
4	Elect George El-Zoghbi as Director	Mgmt	For	For
5	Elect Jim Miller as Director	Mgmt	For	For
6	Approve Brambles Limited Performance Share Plan	Mgmt	For	For
7	Approve Participation of Graham Chipchase in the Performance Share Plan	Mgmt	For	For

Brambles Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve Participation of Nessa O'Sullivan in the Performance Share Plan	Mgmt	For	For
9	Approve Participation of Graham Chipchase in the MyShare Plan	Mgmt	For	For
10	Approve the Amendments to the Company's Constitution	Mgmt	For	For

Breville Group Limited

Meeting Date: 11/10/2022 Country: Australia

Meeting Type: Annual

Ticker: BRG

Primary ISIN: AU000000BRG2

Primary SEDOL: 6158709

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	executive directors. Furthermore, incenti performance targets to reward strong pe remuneration report is unnecessarily vag targets and performance and historic and target. Companies should base vesting le rather than a single performance criterio.	ive awards to executoriormance and driversule. The remunerational objectives. More on multiple per on and should stagg thow executives perferormance, as well ittee should consider.	tives should be clearly disclosede shareholder value over a sufficion committee should provide cleover, the long-term incentive per vesting to reward progressive ormed against historic performance as outlining forward-looking tart deferring a proportion of the	iciently long period of time. Also, the lear disclosure on long-term performance plan is linked to a single performance noth absolute and relative financial metrics yely better performance. Additionally, the ance targets. The board should articulate argets that underpin long-term incentive annual cash bonus into shares which		
3a	Elect Sally Herman as Director	Mgmt	For	For		
3b	Elect Kate Wright as Director	Mgmt	For	For		
3c	Elect Tim Baxter as Director	Mgmt	For	For		
4	Approve Grant of Performance Rights and Deferred Share Rights to Jim Clayton	Mgmt	For	Against		
	Voter Rationale: Performance shares should be linked to clear and stretching performance targets that reflect both absolute and relative performance. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Moreover, 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 Grant of NED Rights to	Mamt	None	For		

Brickworks Limited

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

Meeting Type: Annual

Primary ISIN: AU000000BKW4

Primary SEDOL: 6315593

Brickworks Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.					
3	Approve Grant of Performance Rights to Lindsay Partridge	Mgmt	For	Against		
	Voter Rationale: On early termination, all sevent of a change of control.	share-based awards sho	ould be time pro-rated and tested for performa	ance, including in the		
4a	Elect Malcolm P. Bundey as Director	Mgmt	For	For		
4b	Elect Michael J. Millner as Director	Mgmt	For	For		
5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For		

Brigham Minerals, Inc.

Meeting Date: 12/28/2022

Country: USA

Meeting Type: Special

Ticker: MNRL

Primary ISIN: US10918L1035

Primary SEDOL: BJHQ638

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: All exceptional awards	should he clearly lir	nked to performance and de	emonstrate shareholder value creation in

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.

Brinker International, Inc.

Meeting Date: 11/17/2022

Country: USA

Meeting Type: Annual

Ticker: EAT

Primary ISIN: US1096411004

Primary SEDOL: 2193544

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph M. DePinto	Mgmt	For	Against

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.

Brinker International, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.2	Elect Director Frances L. Allen	Mgmt	For	For		
1.3	Elect Director Cynthia L. Davis	Mgmt	For	For		
1.4	Elect Director Harriet Edelman	Mgmt	For	Against		
	committee should be fully independent ar	nd this director's me	embership could hamper the	require absolute independence. The audit e committee's impartiality and effectiveness. uld hamper the committee's impartiality and		
1.5	Elect Director William T. Giles	Mgmt	For	For		
1.6	Elect Director Kevin D. Hochman	Mgmt	For	For		
1.7	Elect Director Ramona T. Hood	Mgmt	For	For		
1.8	Elect Director James C. Katzman	Mgmt	For	Against		
1.9		mpanies that have	had the same auditor for a	For Against 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	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, 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.					
4	Amend Non-Employee Director 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, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.					
5	Report on Measures to End Use of Medically Important Antibiotics in Beef and Pork Supply Chains	SH	Against	Against		
	Voter Rationale: The company's disclosure	e regarding the use	of medically important anti	biotics in its beef and pork supply chains		

Voter Rationale: The company's disclosure regarding the use of medically important antibiotics in its beef and pork supply chains seems sufficient for shareholders to be able to determine how it is managing related risks, and its policies and practices in this regard do not appear to lag its industry peers.

Broadridge Financial Solutions, Inc.

Meeting Date: 11/10/2022 Country: USA Ticker: BR

Meeting Type: Annual

Primary ISIN: US11133T1034 Primary SEDOL: B1VP7R6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Leslie A. Brun	Mamt	For	Against

Broadridge Financial Solutions, Inc.

roposal Iumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	Voter Rationale: This director is not suf	ficiently independe	ent to serve as the independent	lead director.		
1b	Elect Director Pamela L. Carter	Mgmt	For	For		
.c	Elect Director Richard J. Daly	Mgmt	For	For		
	support the Chairman, ensure orderly .	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		
1d	Elect Director Robert N. Duelks	Mgmt	For	Against		
				require absolute independence. The audit committee's impartiality and effectiveness.		
le	Elect Director Melvin L. Flowers	Mgmt	For	For		
Lf	Elect Director Timothy C. Gokey	Mgmt	For	For		
1g	Elect Director Brett A. Keller	Mgmt	For	For		
lh	Elect Director Maura A. Markus	Mgmt	For	For		
.i	Elect Director Eileen K. Murray	Mgmt	For	For		
j	Elect Director Annette L. Nazareth	Mgmt	For	For		
1k	Elect Director Thomas J. Perna	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.					
.I	Elect Director Amit K. Zavery	Mgmt	For	For		
2	Advisory Vote to Ratify Named Execution Officers' Compensation	ve 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 include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.					
3	Ratify Deloitte & Touche LLP as Auditor	rs 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.					

Meeting Date: 11/09/2022 Country: Canada Ticker: BAM.A

Meeting Type: Special

Primary ISIN: CA1125851040 Primary SEDOL: 2092599

Proposal Mgmt Vote Number Proposal Text Proponent Rec Instruction	
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Meeting for Class A Limited Voting Shareholders

Mgmt

Brookfield Asset Management Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Division of the Corporation into Two Publicly Traded Companies and the Distribution of its Asset Management Business Ownership	Mgmt	For	For
2	Approve MSOP Resolution	Mgmt	For	Against
	reward strong performance and drive share	eholder value over a su	disclosed and include robust and stretching perficiently long period of time. Futhermore, on rmance, including in the event of a change of	early termination, all
3	Approve NQMSOP Resolution	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. Futhermore, on ormance, including in the event of a change of	early termination, all
4	Approve Manager Escrowed Stock Plan Resolution	Mgmt	For	Against
	reward strong performance and drive share	eholder value over a su	disclosed and include robust and stretching perficiently long period of time. Futhermore, on ormance, including in the event of a change or	early termination, all

Bushiroad, Inc.

Meeting Date: 12/23/2022 Country: Japan **Ticker:** 7803

Meeting Type: Special

Primary ISIN: JP3829930001 **Primary SEDOL: BKF05T8**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Director Torishima, Kazuhiko	Mgmt	For	For
2	Approve Stock Option 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. Also, this plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.

C3.ai, Inc.

Meeting Date: 10/05/2022 Country: USA Ticker: AI

Meeting Type: Annual

Primary ISIN: US12468P1049 Primary SEDOL: BMGNBJ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Richard C. Levin	Mamt	For	For

C3.ai, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Bruce Sewell	Mgmt	For	Withhold
	to shareholder approval. Specifically, the b problematic capital structure, and the supe which adversely impacts shareholder rights	oard's failure to remove ermajority vote requiren s. Also, directors are ele	pration should not erode shareholders' rights a e, or subject to a sunset requirement, the clas ment to enact certain changes to the governin ected in classes rather than annually, but shar performance. The board should take immedial	sified board, the g documents, each of eholders should have
1.3	Elect Director Lisa A. Davis	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	disclosed and stretching performance targe long-term plans; measuring company outce rewarded for below-average performance. compensation packages that build sharehold and include robust and stretching performation long period of time Moreover, all exceptions creation in addition to and above that exper-	ets; performance trigge comes against its approp These and other appro older value over time. In ance targets to reward nal awards should be cle ected of directors as a r funds should it identify	sults are not sufficiently strong. Good practice its for equity awards; using different metrics for its priate peer group; and setting awards so that aches will ensure that the compensation come in addition, incentive awards to executives sho strong performance and drive shareholder valuarly linked to performance and demonstrate shormal part of their jobs. Also, the company shany facts of manipulation of reported indicator anarcholders.	or the short and executives are not mittee designs uld be clearly disclosed fue over a sufficiently shareholder value hould put clawback
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

CACI International Inc

Meeting Date: 10/20/2022 Country: USA Ticker: CACI

Meeting Type: Annual

Primary ISIN: US1271903049 Primary SEDOL: 2159267

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael A. Daniels	Mgmt	For	For
1b	Elect Director Lisa S. Disbrow	Mgmt	For	For
1c	Elect Director Susan M. Gordon	Mgmt	For	For
1d	Elect Director William L. Jews	Mgmt	For	For
1e	Elect Director Gregory G. Johnson	Mgmt	For	Against
				that require absolute independence. The old hamper the committee's impartiality and
1f	Elect Director Ryan D. McCarthy	Mgmt	For	For
1g	Elect Director John S. Mengucci	Mgmt	For	For
1h	Elect Director Philip O. Nolan	Mgmt	For	For

CACI International Inc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1i	Elect Director James L. Pavitt	Mgmt	For	Against
	committee should be fully independent	t and this director's n	nembership could hamper the	equire absolute independence. The audit committee's impartiality and effectiveness. Id hamper the committee's impartiality and
1j	Elect Director Debora A. Plunkett	Mgmt	For	For
1k	Elect Director William S. Wallace	Mgmt	For	Against
				equire absolute independence. The audit committee's impartiality and effectiveness.
2	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	For
	•	f directors as a norma	al part of their jobs. Companie	onstrate shareholder value creation in es should establish and disclose a policy on oited as it potentially severs management
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

Calix Limited

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

Meeting Type: Annual

Primary ISIN: AU0000017840 Primary SEDOL: BD3DLF8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
2	Elect Peter Turnbull as Director	Mgmt	For	Against		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.					
3	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	Against		

Campbell Soup Company

Meeting Date: 11/30/2022

Country: USA

Meeting Type: Annual

Ticker: CPB

Primary ISIN: US1344291091

Primary SEDOL: 2162845

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Fabiola R. Arredondo	Mgmt	For	For
1.2	Elect Director Howard M. Averill	Mgmt	For	For
1.3	Elect Director John P. (JP) Bilbrey	Mgmt	For	For
1.4	Elect Director Mark A. Clouse	Mgmt	For	For
1.5	Elect Director Bennett Dorrance, Jr.	Mgmt	For	For
1.6	Elect Director Maria Teresa (Tessa) Hilado	Mgmt	For	For
1.7	Elect Director Grant H. Hill	Mgmt	For	For
1.8	Elect Director Sarah Hofstetter	Mgmt	For	For
1.9	Elect Director Marc B. Lautenbach	Mgmt	For	For
1.10	Elect Director Mary Alice Dorrance Malone	Mgmt	For	Against
	Voter Rationale: Directors with long boa compensation committee should be inde effectiveness.			
1.11	Elect Director Keith R. McLoughlin	Mgmt	For	For
1.12	Elect Director Kurt T. Schmidt	Mgmt	For	For
1.13	Elect Director Archbold D. van Beuren	Mgmt	For	Against
	Voter Rationale: Former employees or c Directors with long board tenures shoul be fully independent and this director's	d not serve on comn	nittees that require absolute indep	pendence. The audit committee should
			F	Against
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Agamst
2	Auditors Voter Rationale: The company has enga	nged the same audit Companies that have	firm for more than 20 years. The had the same auditor for a long ,	
3	Auditors Voter Rationale: The company has engage perspectives on finances and controls. (ged the same audit Companies that have diting firm, ideally ev	firm for more than 20 years. The had the same auditor for a long ,	re is value for investors in gaining new
	Auditors Voter Rationale: The company has engaperspectives on finances and controls. Of tender process for bringing in a new auditional Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The remuneration componsidered to be rewarding under performance.	nged the same audit Companies that have diting firm, ideally ev The Mgmt The Mgmt all The Mgmt all The Mgmt all The Mgmt all the Mgmt a	firm for more than 20 years. Then had the same auditor for a long person 10 years. For ow vesting of incentive awards for addition, severance payments she shareholder approval. Also, all exc	re is value for investors in gaining new period of time should consider a plan or Against or below median performance as this is could not exceed two times annual pay, ceptional awards should be clearly linked.
	Auditors Voter Rationale: The company has engage perspectives on finances and controls. Of tender process for bringing in a new auditional and the security of the security o	nged the same audit Companies that have diting firm, ideally ev The Mgmt The Mgmt all The Mgmt all The Mgmt all The Mgmt all the Mgmt a	firm for more than 20 years. Then had the same auditor for a long person 10 years. For ow vesting of incentive awards for addition, severance payments she shareholder approval. Also, all exc	re is value for investors in gaining new period of time should consider a plan or Against or below median performance as this is could not exceed two times annual pay, ceptional awards should be clearly linked.
3	Auditors Voter Rationale: The company has engaperspectives on finances and controls. Of tender process for bringing in a new auditional Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The remuneration compositional compositions and the second considered to be rewarding under performance packages should be set to performance and demonstrate shares their jobs.	aged the same audit Companies that have diting firm, ideally even e Mgmt mittee should not all rmance of peers. In ubject to a separate cholder value creation	firm for more than 20 years. Then had the same auditor for a long pery 10 years. For sow vesting of incentive awards for addition, severance payments she in addition to and above that expenses the series of the series and above that expenses are series and above that expenses are series and above that expenses are series are series are series and above that expenses are series and above that expenses are series are series are series are series.	re is value for investors in gaining new period of time should consider a plan or Against or below median performance as this is could not exceed two times annual pay, ceptional awards should be clearly linked pected of directors as a normal part of

Campbell Soup Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
6	Assess and Report on the Company's Retirement Funds' Management of Systemic Climate Risk	SH	Against	Against		
	Voter Rationale: The Department of Labor is finalizing rules on how ESG factors should be considered by fiduciaries, and as the DOL finalises its proposed rule, this would potentially be a good time for the company to consider how to expand its offerings in line with employees' desires or publicise better how employees could make changes to their plans.					

Capricorn Metals Ltd

Meeting Date: 11/29/2022 Country: Australia

Meeting Type: Annual

Ticker: CMM

Primary ISIN: AU000000CMM9 Primary SEDOL: BDD98W2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1	Approve Remuneration Report	Mgmt	For	Against			
	reward strong performance and drive should be linked to material changes should not be granted to non-executi accountable. Additionally, the long-te on multiple performance criteria that and should stagger vesting to reward executives performed against historic performance, as well as outlining for	shareholder value ow in the business or in t ive directors as this ma rm incentive plan is lir or progressively better p performance targets. ward-looking targets to n of the annual cash b	er a sufficiently long period of ti the role and responsibilities of ex try compromise their independer thed to a single performance tal and relative financial metrics rat performance. Likewise, the remu The board should articulate ho that underpin long-term incentive tonus into shares which would be	xecutive directors. Moreover, share options nce and ability to hold management rget. Companies should base vesting levels ther than a single performance criterion, uneration report does not articulate how			
2	Elect Myles Ertzen as Director	Mgmt	For	Against			
	Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. Our expectation is that there be at least one female director on the board.						
3	Elect Mark Clark as Director	Mgmt	For	For			
J	Voter Rationale: For maximum effectiveness a board should include between 5 and 15 directors. 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.						
4	Approve Issuance of Performance Rig to Mark Clark	ghts Mgmt	For	Against			
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.						

Cardiovascular Systems, Inc.

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

Meeting Type: Annual

Primary ISIN: US1416191062 Primary SEDOL: B17HG57

Cardiovascular Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Scott R. Ward	Mgmt	For	For		
	important for securing a proper balance b should appoint a Lead Independent Direct ensure orderly succession process for the	etween executives and tor to establish appropr e Chairman, and act as d	different and generally should be separated. outside shareholders and preserving accounta iate checks and balances on the Board, suppo a point of contact for shareholders, non-execu igh the board Chairman are considered inappo	ability. Also, the board ort the Chairman, otive directors and		
1b	Elect Director Kelvin Womack	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 remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. In addition, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders. Furthermore, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.					

Carsales.Com Limited

Meeting Date: 10/28/2022 Con

Country: Australia

Meeting Type: Annual

Ticker: CAR

Primary ISIN: AU000000CAR3

Primary SEDOL: BW0BGZ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
		reholder value ov nst historic perfor	er a sufficiently long period of ti mance targets. The board shou	, ,
3a	Elect Kim Anderson as Director	Mgmt	For	For
3b	Elect David Wiadrowski as Director	Mgmt	For	For
4a	Approve Grant of Rights to Cameron McIntyre	Mgmt	For	For
4b	Approve Grant of Performance Rights to	Mgmt	For	Against

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

Catalent, Inc.

Meeting Date: 10/27/2022

Country: USA

Meeting Type: Annual

Ticker: CTLT

Primary ISIN: US1488061029

Primary SEDOL: BP96PQ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Madhavan "Madhu" Balachandran	Mgmt	For	For		
1b	Elect Director Michael J. Barber	Mgmt	For	For		
1c	Elect Director J. Martin Carroll	Mgmt	For	For		
	Voter Rationale: We expect companies to expectation is that female directors com 30% in the future. Given that the number review.	prise at least 25% of	board members for a compan	y of this size, with an aspiration to achieve		
1d	Elect Director John Chiminski	Mgmt	For	For		
1e	Elect Director Rolf Classon	Mgmt	For	For		
1f	Elect Director Rosemary A. Crane	Mgmt	For	For		
1g	Elect Director Karen Flynn	Mgmt	For	For		
1h	Elect Director John J. Greisch	Mgmt	For	For		
1i	Elect Director Christa Kreuzburg	Mgmt	For	For		
1j	Elect Director Gregory T. Lucier	Mgmt	For	For		
1k	Elect Director Donald E. Morel, Jr.	Mgmt	For	For		
11	Elect Director Alessandro Maselli	Mgmt	For	For		
1m	Elect Director Jack Stahl	Mgmt	For	For		
1n	Elect Director Peter Zippelius	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	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. Also, the remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers.

Centrais Eletricas Brasileiras SA

Meeting Date: 11/04/2022 Country: Brazil Ticker: ELET6

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRELETACNPB7 Primary SEDOL: 2308445

Centrais Eletricas Brasileiras SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles	Mgmt	For	Against
	Voter Rationale: Changes in C	company's articles or by-laws sh	ould not erode share	holder rights. It is inappropriate for several voting

items to be bundled into one resolution. Shareholders should be able to vote each item separately.

Centrais Eletricas Brasileiras SA

Ticker: ELET6 Meeting Date: 12/22/2022 Country: Brazil

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRELETACNPB7 Primary SEDOL: 2308445

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Stock Option Plan	Mgmt	For	Against
	reward strong performance and drive si at no less than market price, except for company should put in place a procedu	hareholder value ove an all-employee pla re which would enab ny of its executive di	or a sufficiently long period of t on where the discount should no le it, should it identify any fact prectors and other key manager	bust and stretching performance targets to ime. Additionally, options should be issued of exceed 20% on a fixed date. Further, the is of manipulation of reported indicators or is which were detrimental to the long-term are repaid to it.
2	Approve Restricted Stock Plan	Mgmt	For	Against
4	Approve Moduletou eteut Hum			
2	Voter Rationale: Incentive awards to ex reward strong performance and drive si a procedure which would enable it, sho	hareholder value ove uld it identify any fac d other key managel	r a sufficiently long period of t cts of manipulation of reported s which were detrimental to th	bust and stretching performance targets to ime. Also, the company should put in place I indicators or other bad faith actions on the ne long-term interests of its shareholders, to

Centre Testing International Group Co., Ltd.

Meeting Date: 12/30/2022 Country: China

Meeting Type: Special

Ticker: 300012

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

ELECT NON-INDEPENDENT DIRECTORS Mgmt VIA CUMULATIVE VOTING

Centre Testing International Group Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Wan Feng as Director	Mgmt	For	For
	support the Chairman, ensure orderly suc	cession process for the	Director to establish appropriate checks and be Chairman, and act as a point of contact for si nnels of communication through the board Ch	hareholders,
1.2	Elect Shentu Xianzhong as Director	Mgmt	For	For
1.3	Elect Qian Feng as Director	Mgmt	For	For
1.4	Elect Liu Jidi as Director	Mgmt	For	For
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
2.1	Elect Cheng Haijin as Director	Mgmt	For	For
2.2	Elect Zeng Fanli as Director	Mgmt	For	For
2.3	Elect Liu Zhiquan as Director	Mgmt	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt		
3.1	Elect Chen Weiming as Supervisor	Mgmt	For	For
3.2	Elect Du Xuezhi as Supervisor	Mgmt	For	For
4	Approve Allowance Standards of Directors	Mgmt	For	For

Centuria Capital Group

Meeting Date: 11/25/2022

Country: Australia

Meeting Type: Annual

Ticker: CNI

Primary ISIN: AU000000CNI5

Primary SEDOL: 6518745

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	None	For	
				ned against historic performance targets. The as outlining forward-looking targets that	
3	Elect Jason Huljich as Director	Mgmt	For	For	
4	Elect John Slater as Director	Mgmt	For	Against	
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Furthermore, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality effectiveness.				
5	Approve Centuria Capital Group Executive Incentive Plan	Mgmt	For	For	
6a	Approve Grant of Tranche 10 Performance Rights to John McBain	Mgmt	For	For	

Centuria Capital Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6b	Approve Grant of Tranche 10 Performance Rights to Jason Huljich	Mgmt	For	For
7	Ratify Past Issuance of Securities under the Employee Security Scheme	Mgmt	For	For

Chalice Mining Limited

Meeting Date: 11/23/2022

Country: Australia

Meeting Type: Annual

Ticker: CHN

Primary ISIN: AU000000CHN7

Primary SEDOL: B0ZGW28

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	executive directors. Also, variable remuner compromise their independence and abilit	ration and equity i y to hold manager bonus into shares	ncentives should not be gra ment accountable. Further, which would be more effec	e business or in the role and responsibilities of anted to non-executive directors as this may the remuneration committee should consider tive in retaining executives and ensuring that
2	Elect Morgan Ball as Director	Mgmt	For	Against
				ctorships to ensure they have sufficient time ituations requiring substantial amounts of time
3	Elect Jo Gaines as Director	Mgmt	For	For
4	Approve Issuance of Performance Rights to Alex Dorsch	Mgmt	For	For
5	Ratify Past Issuance of Placement Shares	Mgmt	For	For
6	Approve Chalice Mining Limited Employee Securities Incentive Plan	Mgmt	For	Against
	Voter Rationale: Variable remuneration an compromise their independence and ability			non-executive directors as this may
7	Approve Potential Termination Benefits Under the New Plan	Mgmt	None	For
8	Approve Re-insertion of Proportional Takeover Bid Provisions	Mgmt	For	For

Challenger Limited

Meeting Date: 10/27/2022

Country: Australia

Meeting Type: Annual

Ticker: CGF

Primary ISIN: AU000000CGF5

Primary SEDOL: 6726300

Challenger Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Masahiko Kobayashi as Director	Mgmt	For	For
2b	Elect JoAnne Stephenson as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
	base vesting levels on multiple performan performance criterion, and should stagger not articulate how executives performed a	ce criteria that reflect b r vesting to reward prog against historic performa	plan is linked to a single performance target. oth absolute and relative financial metrics rativessively better performance. Further, the renance targets. The board should articulate how by targets that underpin long-term incentive p	her than a single muneration report does v bonus payments
4	Approve Grant of Hurdled Performance Share Rights to Nicolas Hamilton	Mgmt	For	Against
	effectiveness of incentive schemes. Also, i	the long-term incentive ce criteria that reflect b	allow re-testing of performance targets beca plan is linked to a single performance target. oth absolute and relative financial metrics rati ressively better performance.	Companies should

Champion Real Estate Investment Trust

Meeting Date: 11/24/2022 Country: Hong Kong Ticker: 2778

Meeting Type: Extraordinary Shareholders

Primary ISIN: HK2778034606 Primary SEDOL: B14WZ47

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Revenue Transactions Framework Agreement, Revenue Transactions, and Revenue Transactions Annual Caps and Related Transactions	Mgmt	For	For
2	Approve Expense Transactions Framework Agreement, Expense Transactions, and Expense Transactions Annual Caps and Related Transactions	Mgmt	For	For

Charter Hall Group

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

Meeting Type: Annual

Primary ISIN: AU000000CHC0 Primary SEDOL: B15F6S6

Charter Hall Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2a	Elect David Clarke as Director	Mgmt	For	For		
2b	Elect Karen Moses as Director	Mgmt	For	For		
2c	Elect Greg Paramor as Director	Mgmt	For	For		
3	Approve Remuneration Report	Mgmt	For	Against		
4	incentive strategy and are not aligned not misleading to shareholders. In ac	I with the interests of a ddition, the remunerati Id articulate how bonu long-term incentive p	shareholders. The value ion report does not artic is payments reflect prior	o, discounted equity awards undermine employee of equity awards should be clearly disclose and ulate how executives performed against historic year performance, as well as outlining For		
	Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
5	Approve Issuance of Performance Rig to David Harrison	ghts Mgmt	For	For		
	reported indicators or other bad faith	actions on the part of	any of its executive dire	it, should it identify any facts of manipulation of actors and other key managers which were wrongfully obtained in such manner are repaid to		

Charter Hall Long WALE REIT

Meeting Date: 10/20/2022 Country: Australia

Meeting Type: Annual

Ticker: CLW

Primary ISIN: AU000000CLW0 Primary SEDOL: BDB46J2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Peeyush Gupta as Director	Mgmt	For	For

Charter Hall Retail REIT

Meeting Date: 11/07/2022 Country: Australia

Meeting Type: Annual

Ticker: CQR

Primary ISIN: AU000000CQR9 Primary SEDOL: 6225595

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Sue Palmer as Director	Mgmt	For	For

ChemoCentryx, Inc.

Meeting Date: 10/18/2022

Country: USA

Meeting Type: Special

Ticker: CCXI

Primary ISIN: US16383L1061

Primary SEDOL: B6ZL968

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.	share-based awards sh	ould be time pro-rated and tested for perforn	nance, including in the
3	Adjourn Meeting	Mgmt	For	For

Chorus Limited

Meeting Date: 10/26/2022

Country: New Zealand

Meeting Type: Annual

Ticker: CNU

Primary ISIN: NZCNUE0001S2

Primary SEDOL: B4P0G71

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mark Cross as Director	Mgmt	For	For
2	Elect Sue Bailey as Director	Mgmt	For	For
3	Elect Will Irving as Director	Mgmt	For	For
4	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For

Cimpress plc

Meeting Date: 11/16/2022

Country: Ireland

Meeting Type: Annual

Ticker: CMPR

Primary ISIN: IE00BKYC3F77

Primary SEDOL: BKYC3F7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Director Robert S. Keane	Mamt	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.

Cimpress plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Director Scott J. Vassalluzzo	Mgmt	For	For
	Voter Rationale: Directors are elected in with directors regularly on their performation accountability.		nually, but shareholders should have the o d take immediate steps to declassify itself,	,,
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: Significant salary increase executive directors In addition, on early to including in the event of a change of conshareholder value creation in addition to should put clawback provisions in place to or other bad faith actions which were detailed.	termination, all share- trol. Also, all exception and above that expect o enable it to re-coup	nal awards should be clearly linked to per ted of directors as a normal part of their j funds should it identify any facts of mani,	nd tested for performance, formance and demonstrate obs. Moreover, the company
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: This plan could lead to e include robust and stretching performance period of time. Furthermore, on early tender including in the event of a change of conformation of corporate restructuring scenarios and successor company, or vest in a time-apploses his job. Also, the company should promanipulation of reported indicators or other thanks.	te targets to reward si mination, all share-ba trol. Moreover, the pla such provisions fail to portioned fashion only out clawback provision	sed awards should be time pro-rated and in improperly allows for accelerated vestin reward performance. Rather, equity shour to the extent that performance conditions is in place to enable it to re-coup funds sh	value over a sufficiently long tested for performance, og for an overly broad range ld be rolled forward into any os are met or if an executive pould it identify any facts of
5	Ratify PricewaterhouseCoopers Ireland as Auditors	Mgmt	For	For
6	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For

Cintas Corporation

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

Meeting Type: Annual

Primary SEDOL: 2197137

Primary ISIN: US1729081059

Proposal Mgmt Vote Instruction Number **Proposal Text Proponent** Rec Elect Director Gerald S. Adolph Mgmt For 1a 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, 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. Elect Director John F. Barrett 1b Mgmt For For Elect Director Melanie W. Barstad Mgmt For For 1c 1d Elect Director Karen L. Carnahan Mgmt For Against Voter Rationale: For widely held companies, the board should include at least 50% independent 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, 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.

Cintas Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1e	Elect Director Robert E. Coletti	Mgmt	For	Against		
	Voter Rationale: For widely held compan appropriate balance of independence an		ld include at least 50% indepena	lent non-executive directors to ensure		
1f	Elect Director Scott D. Farmer	Mgmt	For	For		
1g	Elect Director Joseph Scaminace	Mgmt	For	Against		
	Voter Rationale: We expect companies to expectation is that female directors companies in the future.			r diversity on the board. Our minimum of this size, with an aspiration to achieve		
1h	Elect Director Todd M. Schneider	Mgmt	For	For		
1i	Elect Director Ronald W. Tysoe	Mgmt	For	Against		
	Voter Rationale: For widely held compan appropriate balance of independence an require absolute independence. The aud committee's impartiality and effectivenes	d objectivity. Also, a it committee should	lirectors with long board tenures	should not serve on committees that		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.					
	shareholder value over a sufficiently long clearly linked to performance and demor	period of time defi	ined as at least three years. In a	ddition, all exceptional awards should be		
3	shareholder value over a sufficiently long clearly linked to performance and demor	period of time defi	ined as at least three years. In a	ddition, all exceptional awards should be		
3	shareholder value over a sufficiently long clearly linked to performance and demon normal part of their jobs. Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has engage	n period of time defi estrate shareholder Mgmt ged the same audit companies that have	ined as at least three years. In a value creation in addition to and For firm for more than 20 years. The had the same auditor for a long	ddition, all exceptional awards should be above that expected of directors as a Against		
3	shareholder value over a sufficiently long clearly linked to performance and demon normal part of their jobs. Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. C	n period of time defi estrate shareholder Mgmt ged the same audit companies that have	ined as at least three years. In a value creation in addition to and For firm for more than 20 years. The had the same auditor for a long	ddition, all exceptional awards should be above that expected of directors as a Against ere is value for investors in gaining new		
	shareholder value over a sufficiently long clearly linked to performance and demon normal part of their jobs. Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Contender process for bringing in a new auditorial liminate Supermajority Vote Requirement for Business Combinations	n period of time defi estrate shareholder Mgmt ged the same audit companies that have liting firm, ideally ev	ined as at least three years. In a value creation in addition to and For firm for more than 20 years. The had the same auditor for a long very 10 years.	ddition, all exceptional awards should be above that expected of directors as a Against ere is value for investors in gaining new period of time should consider a plan or		
4	shareholder value over a sufficiently long clearly linked to performance and demoi normal part of their jobs. Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Contender process for bringing in a new auditional Eliminate Supermajority Vote Requirement for Business Combinations with Interested Persons Eliminate Supermajority Vote Requirement to Remove Directors for	Mgmt	ined as at least three years. In ac value creation in addition to and For firm for more than 20 years. The had the same auditor for a long very 10 years.	Against Against ere is value for investors in gaining new period of time should consider a plan or		
4 5	shareholder value over a sufficiently long clearly linked to performance and demoin normal part of their jobs. Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Contender process for bringing in a new audit limitate Supermajority Vote Requirement for Business Combinations with Interested Persons Eliminate Supermajority Vote Requirement to Remove Directors for Cause Eliminate Supermajority Vote Requirement for Shareholder Approval of Mergers, Share Exchanges, Asset Sales	Mgmt	ined as at least three years. In acvalue creation in addition to and For firm for more than 20 years. The had the same auditor for a long yery 10 years. For	Against Against Against For		
456	shareholder value over a sufficiently long clearly linked to performance and demoin normal part of their jobs. Ratify Ernst & Young LLP as Auditors Voter Rationale: The company has engage perspectives on finances and controls. Contender process for bringing in a new auditorial limits and the supermajority vote Requirement for Business Combinations with Interested Persons Eliminate Supermajority Vote Requirement to Remove Directors for Cause Eliminate Supermajority Vote Requirement for Shareholder Approval of Mergers, Share Exchanges, Asset Sales and Dissolutions Reduce Ownership Threshold for Shareholders to Call Special Meeting	Mgmt Ged the same audit Companies that have liting firm, ideally ev Mgmt Mgmt Mgmt Mgmt SH	ined as at least three years. In acvalue creation in addition to and For firm for more than 20 years. The had the same auditor for a long yery 10 years. For For Against	Against Against Against Pere is value for investors in gaining new period of time should consider a plan or For For		

Cisco Systems, Inc.

Meeting Date: 12/08/2022 Country: USA Ticker: CSCO

Meeting Type: Annual

Primary ISIN: US17275R1023 Primary SEDOL: 2198163

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director M. Michele Burns	Mgmt	For	Against		
	Voter Rationale: Directors with long board committee should be fully independent ar					
1b	Elect Director Wesley G. Bush	Mgmt	For	For		
1c	Elect Director Michael D. Capellas	Mgmt	For	Against		
	Voter Rationale: Directors with long board nomination committee should be majority effectiveness. Also, this director is not suf	independent and	this director's membership could ha	amper the committee's impartiality and		
1d	Elect Director Mark Garrett	Mgmt	For	For		
1e	Elect Director John D. Harris, II	Mgmt	For	For		
1f	Elect Director Kristina M. Johnson	Mgmt	For	For		
1g	Elect Director Roderick C. McGeary	Mgmt	For	Against		
	committee should be fully independent an The compensation committee should be in effectiveness. The nomination committee committee's impartiality and effectiveness	ndependent and th should be majority	nis director's membership could han	nper the committee's impartiality and		
1h	Elect Director Sarah Rae Murphy	Mgmt	For	For		
1i	Elect Director Charles H. Robbins	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.					
1j	Elect Director Brenton L. Saunders	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					
1k	Elect Director Lisa T. Su	Mgmt	For	For		
11	Elect Director Marianna Tessel	Mgmt	For	For		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against		
	Voter Rationale: The remuneration comm. considered to be rewarding under perform pro-rated and tested for performance, inclearly linked to performance and demons normal part of their jobs. Also, incentive a performance and drive shareholder value	nance of peers. In luding in the even trate shareholder wards to executive	addition, on early termination, all s t of a change of control. Moreover, value creation in addition to and ab es should include robust performan	share-based awards should be time all exceptional awards should be nove that expected of directors as a noce targets that reward strong		
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against		
	Voter Rationale: The company has engage perspectives on finances and controls. Con tender process for bringing in a new audio	mpanies that have	had the same auditor for a long pe			

Cisco Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Report on Tax Transparency Set Forth in the Global Reporting Initiative's Tax Standard	SH	Against	For
	Voter Rationale: Shareholders would bene with the the internationally recognised GR		nsparency and disclosure regarding tax transp	parency in accordance

CITIC Telecom International Holdings Limited

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

Meeting Type: Extraordinary Shareholders

Primary ISIN: HK1883037637 Primary SEDOL: B1VKZ88

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

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

City Chic Collective Limited

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

Meeting Type: Annual

Primary ISIN: AU0000031767

Primary SEDOL: BGS21V7

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Approve Remuneration Report	Mgmt	For	Against
executive directors. Also, the remuneration	n committee shou	ld consider deferring a proport	tion of the annual cash bonus into shares
Elect Megan Quinn as Director	Mgmt	For	For
Appoint Ernst & Young as Auditor of the Company	Mgmt	For	For
Approve Issuance of Performance Rights to Phil Ryan	Mgmt	For	Against
	Approve Remuneration Report Voter Rationale: Significant salary increase executive directors. Also, the remuneration which would be more effective in retaining aligned. Elect Megan Quinn as Director Appoint Ernst & Young as Auditor of the Company Approve Issuance of Performance Rights	Approve Remuneration Report Mgmt Voter Rationale: Significant salary increases should be linked executive directors. Also, the remuneration committee show which would be more effective in retaining executives and ealigned. Elect Megan Quinn as Director Mgmt Appoint Ernst & Young as Auditor of the Mgmt Company Approve Issuance of Performance Rights Mgmt	Approve Remuneration Report Mgmt For Voter Rationale: Significant salary increases should be linked to material changes in the be executive directors. Also, the remuneration committee should consider deferring a proport which would be more effective in retaining executives and ensuring that the annual and localigned. Elect Megan Quinn as Director Mgmt For Appoint Ernst & Young as Auditor of the Company Approve Issuance of Performance Rights Mgmt For

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

Cleanaway Waste Management Limited

Meeting Date: 10/21/2022

Country: Australia
Meeting Type: Annual

Ticker: CWY

Primary ISIN: AU000000CWY3

Primary SEDOL: BYQ8KW7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus payme	ents reflect prior year pe emuneration committed	w executives performed against historic perfor erformance, as well as outlining forward-looki e should consider introducing a clawback polic al restatement.	ng targets that
3a	Elect Mark Chellew as Director	Mgmt	For	For
3b	Elect Michael Kelly as Director	Mgmt	For	For
3c	Elect Jackie McArthur as Director	Mgmt	For	For
4 a	Approve Grant of Performance Rights to Mark Schubert	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	gers which were
4b	Approve Deferred Equity Rights to Mark Schubert	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	gers which were
5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For

Clinuvel Pharmaceuticals Limited

Meeting Date: 10/26/2022

Country: Australia

Meeting Type: Annual

Ticker: CUV

Primary ISIN: AU000000CUV3

Primary SEDOL: 6328405

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. All exceptional aw addition to and above that expected of executives performed against historic performance, as well as outlining forw	rards should be clearl of directors as a norm performance targets. vard-looking targets to a proportion of the ar	ly linked to performance and nal part of their jobs. Also, th The board should articulate that underpin long-term incen nnual cash bonus into shares	s which would be more effective in retaining
2	Elect Andrew Likierman as Director	Mgmt	For	For

Clinuvel Pharmaceuticals Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Brenda Shanahan as Director	Mgmt	For	Against

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

Cochlear Limited

Meeting Date: 10/18/2022

Country: Australia

Meeting Type: Annual

Ticker: COH

Primary ISIN: AU000000COH5

Primary SEDOL: 6211798

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Approve Financial Statements and Reports of the Directors and Auditors	Mgmt	For	For
2.1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo board should articulate how bonus pays underpin long-term incentive plans.			ngainst historic performance targets. The utlining forward-looking targets that
3.1	Elect Yasmin Allen as Director	Mgmt	For	For
3.2	Elect Michael del Prado as Director	Mgmt	For	For
3.3	Elect Karen Penrose as Director	Mgmt	For	For
4.1	Approve Grant of Options and Performance Rights to Dig Howitt	Mgmt	For	Against
	Voter Rationale: Discounted equity awas			
5.1	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For

Codan Limited

Meeting Date: 10/26/2022

Country: Australia

Meeting Type: Annual

Ticker: CDA

Primary ISIN: AU000000CDA3

Primary SEDOL: 6712611

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

Codan Limited

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Moreover, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. Furthermore, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Lastly, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

Elect Kathryn Joy Gramp as Director For For Mamt Approve Grant of Pro-Rata Performance Mgmt For Against Rights to Alfonzo Ianniello

> Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the remuneration policy should not permits re-testing over additional performance periods which weakens the effectiveness of incentive schemes. Furthermore, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

Approve Grant of Performance Rights to Mgmt For Against Alfonzo Ianniello

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the remuneration policy should not permits re-testing over additional performance periods which weakens the effectiveness of incentive schemes. Furthermore, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

Coherent Corp.

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

Meeting Type: Annual

Primary ISIN: US19247G1076 Primary SEDOL: BNG8Z81

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Enrico Digirolamo	Mgmt	For	For
	expectation is that female directors co 30% in the future. Given that the nun review. Also, directors are elected in a	omprise at least 25% ober of female direct classes rather than a	of board members for a co tors has increased since the annually, but shareholders s	I gender diversity on the board. Our minimum ompany of this size, with an aspiration to achieve e last AGM, we will keep this matter under should have the opportunity to communicate with declassify itself, thereby enhancing accountability.
1b	Elect Director David L. Motley	Mgmt	For	For
1c	Elect Director Shaker Sadasivam	Mgmt	For	For
1d	Elect Director Lisa Neal-Graves	Mgmt	For	For

Coherent Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against
	practice. Also, the remuneration commit considered to be rewarding under perfor Larger severance packages should be su	tee should not allow mance of peers. In bject to a separate s	vesting of incentive aw addition, severance pay shareholder approval. N	nance conditions. At least 50% is a minimum good vards for below median performance as this is vments should not exceed two times annual pay. Moreover, all exceptional awards should be clearly and above that expected of directors as a normal
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have he bringing in a new auditing firm.	ad the same auditor	for a period of over 10	years should consider a plan or tender process for

Coles Group Limited

Meeting Date: 11/09/2022 Country: Australia

Meeting Type: Annual

Ticker: COL

Primary ISIN: AU0000030678 Primary SEDOL: BYWR0T5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Terry Bowen as Director	Mgmt	For	For
2.2	Elect Scott Price as Director	Mgmt	For	For
2.3	Elect James Graham as Director	Mgmt	For	For
2.4	Elect Jacqueline Chow as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
		hareholder value ov d against historic pe	er a sufficiently long period of t erformance targets. The board s	
4	Approve Grant of STI Shares to Steven Cain	Mgmt	For	For
5	Approve Grant of Performance Rights t	o Mgmt	For	Against

Coloplast A/S

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

Meeting Type: Annual

ricker: COLO.D

Primary ISIN: DK0060448595 Primary SEDOL: B8FMRX8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1	Approve General Meeting Materials and Reports to be Drafted in English	Mgmt	For	For			
2	Receive Report of Board	Mgmt					
3	Accept Financial Statements and Statutory Reports	Mgmt	For	For			
4	Approve Allocation of Income	Mgmt	For	For			
5	Approve Remuneration Report	Mgmt	For	Against			
	reward strong performance and drive sha	reholder value over a sı	disclosed and include robust and stretching pufficiently long period of time. Moreover, all exolder value creation in addition to and above	xceptional awards			
6	Approve Remuneration of Directors in the Amount of DKK 1.35 Million for Chairman, DKK 787,500 for Deputy Chairman, and DKK 450,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	For			
7.1	Amend Articles Re: Extend Current Authorizations in Articles 5(a) and 5(b)	Mgmt	For	For			
7.2	Amend Articles Re: Corporate Language	Mgmt	For	For			
8.1	Reelect Lars Soren Rasmussen as Director	Mgmt	For	Abstain			
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Moreover, retiring CEO should not assume the role of the Chairman as it may impact a proper balance of authority and responsibility between executive management and the board. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.						
8.2	Reelect Niels Peter Louis-Hansen as Director	Mgmt	For	Abstain			
	Voter Rationale: For widely held companie appropriate balance of independence and	,	clude at least 50% independent non-executive	e directors to ensure			
8.3	Reelect Annette Bruls as Director	Mgmt	For	For			
8.4	Reelect Carsten Hellmann as Director	Mgmt	For	For			
8.5	Reelect Jette Nygaard-Andersen as Director	Mgmt	For	For			
8.6	Reelect Marianne Wiinholt as Director	Mgmt	For	For			
9	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	Abstain			
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		a long period of time should consider a plan o	r tender process for			
10	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	Mgmt	For	For			
11	Other Business	Mgmt					

Columbus McKinnon Corporation

Meeting Date: 10/17/2022

Country: USA

Meeting Type: Special

Ticker: CMCO

Primary ISIN: US1993331057

Primary SEDOL: 2211071

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Certificate of Incorporation to Remove Requirement for Board Size	Mgmt	For	For
2	Adjourn Meeting	Mgmt	For	For

Commonwealth Bank of Australia

Meeting Date: 10/12/2022

Country: Australia

Meeting Type: Annual

Ticker: CBA

Primary ISIN: AU000000CBA7

Primary SEDOL: 6215035

roposal Iumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Paul O'Malley as Director	Mgmt	For	For
2b	Elect Genevieve Bell as Director	Mgmt	For	For
2c	Elect Mary Padbury as Director	Mgmt	For	For
2d	Elect Lyn Cobley as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
	is linked to a single performance targe	et. Companies should	d base vesting levels on multiple	
4	targets. The board should articulate of that underpin long-term incentive planes. Approve Grant of Restricted Share Ur	remuneration report of how bonus payments ns. nits Mgmt	does not articulate how executive	a stagger vesting to reward progressively is performed against historic performance is well as outlining forward-looking targets Against
4	better performance. Additionally, the targets. The board should articulate that underpin long-term incentive plan. Approve Grant of Restricted Share Ur and Performance Rights to Matt Com Voter Rationale: Incentive awards to a reward strong performance and drive linked to a single performance target.	remuneration report of the bound of the boun	does not articulate how executive reflect prior year performance, a For clearly disclosed and include robuser a sufficiently long period of timpase vesting levels on multiple period of the pase vesting levels on the pase vesting levels on the pase vesting levels on the pase vesting ves	s performed against historic performance is well as outlining forward-looking targets Against ust and stretching performance targets to the incentive plan is
4 5a	better performance. Additionally, the largets. The board should articulate that underpin long-term incentive plan. Approve Grant of Restricted Share Urand Performance Rights to Matt Communication. Voter Rationale: Incentive awards to be reward strong performance and drive linked to a single performance target, absolute and relative financial metrics.	remuneration report of the bound of the boun	does not articulate how executive reflect prior year performance, a For clearly disclosed and include robuser a sufficiently long period of timpase vesting levels on multiple period of the pase vesting levels on the pase vesting levels on the pase vesting levels on the pase vesting ves	s performed against historic performance is well as outlining forward-looking targets Against ust and stretching performance targets to the incentive plan is performance criteria that reflect both
	better performance. Additionally, the targets. The board should articulate that underpin long-term incentive plai. Approve Grant of Restricted Share Ur and Performance Rights to Matt Com Voter Rationale: Incentive awards to a reward strong performance and drive linked to a single performance target. absolute and relative financial metrics better performance. Approve the Amendments to the	remuneration report of thow bonus payments ins. Inits Mgmt syn executives should be a shareholder value ov Companies should be a rather than a single of SH thareholder proposals	foes not articulate how executive reflect prior year performance, a For clearly disclosed and include robuser a sufficiently long period of timese vesting levels on multiple perperformance criterion, and should be a sufficiently long period of timese vesting levels on multiple perperformance criterion, and should be a sufficiently long period of timese vesting levels on multiple perperformance criterion, and should be a sufficiently levels on multiple perperformance criterion, and should be a sufficiently levels of the sufficient levels of	Against st and stretching performance targets to ne. Also, the long-term incentive plan is rformance criteria that reflect both d stagger vesting to reward progressively Against

Voter Rationale: We do not support shareholder proposals where we consider that the issue raised is not material, is already sufficiently addressed by the company or the request is overly burdensome or impractical.

Computershare Limited

Meeting Date: 11/10/2022

Country: Australia **Meeting Type:** Annual

Ticker: CPU

Primary ISIN: AU000000CPU5

Primary SEDOL: 6180412

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Tiffany Fuller as Director	Mgmt	For	For
3	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.				
4	Approve Grant of Performance Rights to Stuart Irving	Mgmt	For	For
5	Approve Replacement of Constitution	Mgmt	For	For

Constellation Brands, Inc.

Meeting Date: 11/09/2022

Country: USA

Meeting Type: Special

Ticker: STZ

Primary ISIN: US21036P1084

Primary SEDOL: 2170473

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Charter	Mgmt	For	For
2	Adjourn Meeting	Mgmt	For	For

Contact Energy Limited

Meeting Date: 11/16/2022

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

Ticker: CEN

Primary ISIN: NZCENE0001S6

Primary SEDOL: 6152529

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Elena Trout as Director	Mgmt	For	For
2	Authorize Board to Fix Remuneration of the Auditors	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.

Contemporary Amperex Technology Co., Ltd.

Meeting Date: 11/16/2022

Country: China

Meeting Type: Special

Ticker: 300750

Primary ISIN: CNE100003662

Primary SEDOL: BF7L9J2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Capital Increase and Share Expansion as well as Waiver of Rights and External Guarantees	Mgmt	For	For
2	Approve Additional Guarantee Provision	Mgmt	For	For
3	Approve Issuance of Medium-term Notes	Mgmt	For	For
4	Elect Xin Rong (Katherine Rong XIN) as Non-independent Director	Mgmt	For	For

Copart, Inc.

Meeting Date: 10/31/2022

Country: USA

Meeting Type: Special

Ticker: CPRT

Primary ISIN: US2172041061

Primary SEDOL: 2208073

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

Copart, Inc.

Meeting Date: 12/02/2022

Country: USA

Meeting Type: Annual

Ticker: CPRT

Primary ISIN: US2172041061 Primary SEDOL: 2208073

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Willis J. Johnson	Mgmt	For	Against		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Furthermore, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment.					
1.2	Elect Director A. Jayson Adair	Mgmt	For	For		

Copart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Matt Blunt	Mgmt	For	Against
	Voter Rationale: For widely held companie appropriate balance of independence and than 12 years lack balance. The nominating proportion of long standing directors to reserve on committees that require absolute membership could hamper the committee this director's membership could hamper.	objectivity. Furthe ng committee shou duce the risk of er e independence. To 's impartiality and	rmore, boards where more than a unit take action to ensure an appropent of take action to ensure an appropent of the action of the should be fully appropensation compensation	third of directors have served for more riately fresh board and reduce the ith long board tenures should not independent and this director's
1.4	Elect Director Steven D. Cohan	Mgmt	For	Against
	Voter Rationale: For widely held companie appropriate balance of independence and than 12 years lack balance. The nominating proportion of long standing directors to reserve on committees that require absolute independent to serve on key board commit could hamper the committee's impartiality membership could hamper the committee.	objectivity. Furthen of committee shou duce the risk of er e independence. An ittees. The audit co y and effectiveness	rmore, boards where more than a unit take action to ensure an appropent of take action to ensure an appropent of the taken to the taken and taken and the taken and taken an	third of directors have served for more riately fresh board and reduce the ith long board tenures should not founders are not sufficiently ent and this director's membership
1.5	Elect Director Daniel J. Englander	Mgmt	For	Against
	Voter Rationale: For widely held companie appropriate balance of independence and than 12 years lack balance. The nominating proportion of long standing directors to reserve on committees that require absolute membership could hamper the committees the independent lead director.	objectivity. Furtheng committee shou aduce the risk of end independence. The	rmore, boards where more than a u uld take action to ensure an approp ntrenchment. Moreover, directors w he compensation committee should	third of directors have served for more riately fresh board and reduce the ith long board tenures should not I be independent and this director's
1.6	Elect Director James E. Meeks	Mgmt	For	Against
	Voter Rationale: For widely held companie appropriate balance of independence and than 12 years lack balance. The nomination proportion of long standing directors to re	objectivity. Furtheng committee shou	rmore, boards where more than a t Ild take action to ensure an appropi	third of directors have served for more
1.7	Elect Director Thomas N. Tryforos	Mgmt	For	For
1.8	Elect Director Diane M. Morefield	Mgmt	For	Against
	Voter Rationale: We expect companies to expectation is that female directors companies in the future.			
1.9	Elect Director Stephen Fisher	Mgmt	For	Against
	Voter Rationale: Executive officers are exp and energy to discharge their roles proper			
1.10	Elect Director Cherylyn Harley LeBon	Mgmt	For	For
1.11	Elect Director Carl D. Sparks	Mgmt	For	For
2	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 out	ets; performance	triggers for equity awards; using di	fferent metrics for the short and

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, 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. 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.

Copart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	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.

Corby Spirit and Wine Limited

Meeting Date: 11/09/2022 Country: Canada Ticker: CSW.A

Meeting Type: Annual/Special

Primary ISIN: CA2183491083 Primary SEDOL: BGFM9N8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Juan Alonso	Mgmt	For	For
	Voter Rationale: The nomination comm committee's impartiality and effectiven	•	rity independent and this direc	ctor's membership could hamper the
1.2	Elect Director Lani Montoya	Mgmt	For	For
	Voter Rationale: The audit committee simpartiality and effectiveness.	should be fully indepe	ndent and this director's mem	bership could hamper the committee's
1.3	Elect Director Nicolas Krantz	Mgmt	For	For
	Voter Rationale: We oppose dual class to allow for equal voting rights among		red or enhanced voting rights.	The company should amend its structure
1.4	Elect Director Claude Boulay	Mgmt	For	Against
	the risk of entrenchment. Given that th	e an appropriately fre here has been meanin will be kept under rev	sh board and reduce the propo gful board refreshment during iew. However, we will still opp	ortion of long standing directors to reduce a the year under review, support is cose this nominee because for controlled
1.5	Elect Director Lucio Di Clemente	Mgmt	For	For
	Elect Director George F. McCarthy	Mgmt		

Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Also, directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. 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. Moreover, we oppose dual class structures with impaired or enhanced voting rights. The company should mend its structure to allow for equal voting rights among shareholders Furthermore, the company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. Lastly, 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.

Corby Spirit and Wine Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.7	Elect Director Patricia L. Nielsen	Mgmt	For	For			
	appropriate balance of independence a than 12 years lack balance. The nomina proportion of long standing directors to committees that require absolute indep could hamper the committee's impartia	pendent 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 independent and this director's membership the should be majority independent and this ven that there has been meaningful board watter will be kept under review.					
1.8	Elect Director Helga Reidel	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.						
1.9	Elect Director Kate Thompson	Mgmt	For	For			
	Voter Rationale: The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.						
2	Approve Deloitte LLP as Auditors 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.						
3	Approve Decrease in the Minimum Number of Directors from Eight to Five	Mgmt	For	For			

Core Lithium Ltd

Meeting Date: 11/24/2022 Country: Australia Ticke

Meeting Type: Annual

Ticker: CXO

Primary ISIN: AU000000CXO2 Primary SEDOL: B4XFS83

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a suffciently long period of time. Also, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Furthermore, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. In addition, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term				

be linked to material changes in the business or in the role and responsibilities of executive directors. Furthermore, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. In addition, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Likewise, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Last, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Elect Heath Hellewell as Director Mgmt For Against

Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. Our expectation is that there be at least one female director on the board.

Core Lithium Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify Past Issuance of Performance Rights to Employees	Mgmt	For	Against
	reward strong performance and drive s	hareholder value ove e submitted to share	er a sufficiently long period of t cholder approval as separate vo	bust and stretching performance targets to time. Moreover, share-based incentive plans pting items. Incentive awards to executives mance and long-term value creation.
4	Ratify Past Issuance of Placement Shares to Various Investors	Mgmt	For	For
5	Approve Incentive Plan	Mgmt	None	Against
	reward strong performance and drive s for executives and employees should bu should have clearly disclosed and streto options should not be granted to non-e	hareholder value ove e submitted to share ching performance to executive directors as neration and equity in	er a sufficiently long period of t sholder approval as separate vo argets to reward strong perform s this may compromise their ind ncentives should not be grante	bust and stretching performance targets to time.Moreover, share-based incentive plans oting items. Incentive awards to executives mance and long-term value creation.Share dependence and ability to hold management ad to non-executive directors as this may
6	***Withdrawn Resolution*** Approve the Amendments to the Company's Constitution	Mgmt		
	Voter Rationale: In-person shareholder physical meeting of the shareholders, a			management. There should be an annual
7	Approve Renewal of the Proportional Takeover Provisions	Mgmt	For	For

Corporate Travel Management Limited

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

Meeting Type: Annual

Primary ISIN: AU000000CTD3 Primary SEDOL: B3R1D52

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	reward strong performance and drive does not articulate how executives per reflect prior year performance, as well remuneration committee should consider in retaining executives and ensuring the plan is linked to a single performance	shareholder value ov formed against histo as outlining forward der deferring a propo nat the annual and lo target. Companies si	ver a sufficiently long perion pric performance targets. A-looking targets that unden prtion of the annual cash b prighterm performance obj Thould base vesting levels of	Ide robust and stretching performance targets to be of time. Moreover, the remuneration report of the board should articulate how bonus payments expin long-term incentive plans. Furthermore, the bonus into shares which would be more effective electives are aligned. Last, the long-term incentive on multiple performance criteria that reflect both d should stagger vesting to reward progressively
2a	Elect Sophia (Sophie) Mitchell as Director	Mgmt	For	For
2b	Elect Ewen Crouch as Director	Mgmt	For	For
2c	Elect Marissa Peterson as Director	Mgmt	For	For

Corporate Travel Management Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Grant of Performance Rights and Shares to Laura Ruffles	Mgmt	For	For
		both absolute and relat	e performance target. Companies should base ive financial metrics rather than a single perfo ce.	

Coty Inc.

Meeting Date: 11/03/2022

Country: USA

Ticker: COTY

Meeting Type: Annual

Primary ISIN: US2220702037 Primary SEDOL: BBBSMJ2

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Beatrice Ballini	Mgmt	For	Withhold
		ch compensation pack	ages that reward strong perforn	committee should do more to respond to nance and build shareholder value over wardship of the pay program.
1.2	Elect Director Joachim Creus	Mgmt	For	For
1.3	Elect Director Olivier Goudet	Mgmt	For	Withhold
	Voter Rationale: Directors are expecte to discharge their role properly, partic	,	•	sure they have sufficient time and energy of substantial amounts of time.
1.4	Elect Director Peter Harf	Mgmt	For	For
	Voter Rationale: We oppose dual class to allow for equal voting rights among	•	ired or enhanced voting rights. T	The company should amend its structure
1.5	Elect Director Johannes P. Huth	Mgmt	For	Withhold
1.6	and energy to discharge their roles pro			ships to ensure they have sufficient time ions requiring substantial amounts of tim Withhold
	, ,	ch compensation pack	ages that reward strong perforn	committee should do more to respond to nance and build shareholder value over vardship of the pay program.
1.7	Elect Director Anna Adeola Makanju	Mgmt	For	Withhold
1.7	Voter Rationale: Executive pay is not it	n line with company p th compensation pack	performance. The compensation ages that reward strong perform	committee should do more to respond to nance and build shareholder value over
1.7	Voter Rationale: Executive pay is not in best practices in pay that help establis	n line with company p th compensation pack	performance. The compensation ages that reward strong perform	committee should do more to respond to nance and build shareholder value over
	Voter Rationale: Executive pay is not in best practices in pay that help establistime. Specifically, due to persistent confide the Director Sue Y. Nabi	n line with company p th compensation pack mpensation-related of Mgmt structures with impa	performance. The compensation ages that reward strong perform oncerns demonstrating poor stev For	committee should do more to respond to nance and build shareholder value over wardship of the pay program.

Coty Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.10	Elect Director Erhard Schoewel	Mgmt	For	Withhold
	best practices in pay that help establish co	ompensation packages t	mance. The compensation committee should of that reward strong performance and build sha Is demonstrating poor stewardship of the pay	reholder value over
1.11	Elect Director Robert Singer	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	disclosed and stretching performance targ long-term plans; measuring company outo rewarded for below-average performance. compensation packages that build shareho performance conditions. At least 50% is a	ets; performance trigge comes against its appro These and other appro older value over time.In minimum good practice	sults are not sufficiently strong. Good practices for equity awards; using different metrics for interpretation of the property and setting awards so that eaches will ensure that the compensation come addition, a larger percentage of the equity average, all exceptional awards should be clearly tion to and above that expected of directors as	or the short and executives are not mittee designs vards should be tied to v linked to
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
		mpanies that have had	for more than 20 years. There is value for inve the same auditor for a long period of time sho 0 years.	

Covetrus, Inc.

Meeting Date: 10/11/2022

Country: USA

Meeting Type: Special

Ticker: CVET

Primary ISIN: US22304C1009 Primary SEDOL: BHZSB82

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.	share-based awards sho	ould be time pro-rated and tested for perform	ance, including in the
3	Adjourn Meeting	Mgmt	For	For

Cowen Inc.

Meeting Date: 11/15/2022

Country: USA

Meeting Type: Special

Ticker: COWN

Primary ISIN: US2236226062

Primary SEDOL: BZ1J497

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

Cowen Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	event of a change of control. In addition, value creation in addition to and above th regarding the magnitude and structure of	all exceptional awards s at expected of directors fmerger-related bonuse payable upon closing of	ould be time pro-rated and tested for perform should be clearly linked to performance and d s as a normal part of their jobs. Also, there an s to NEOs, which represent recent enhancem f the transaction, even though the executives	lemonstrate shareholder e significant concerns ents. Most concerning
3	Adjourn Meeting	Mgmt	For	For

Credit Corp. Group Limited

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

Meeting Type: Annual

Primary ISIN: AU000000CCP3 Primary SEDOL: 6287658

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Trudy Vonhoff as Director	Mgmt	For	For
2b	Elect James M. Millar as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a suffciently long period of time. In addition, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. Further, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Lastly, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.

Credit Suisse Group AG

Meeting Date: 11/23/2022 Country: Switzerland Ticker: CSGN

Meeting Type: Extraordinary Shareholders

Primary ISIN: CH0012138530 Primary SEDOL: 7171589

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve CHF 18.5 Million Share Capital Increase without Preemptive Rights for Private Placement	Mgmt	For	For
2	Approve CHF 70.7 Million Ordinary Share Capital Increase with Preemptive Rights	Mgmt	For	For

Credit Suisse Group AG

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Additional Voting Instructions - Shareholder Proposals (Voting)	Mgmt	For	Against
	proxy in case new voting items or counterp	proposals are introduced these new items or cou	tems concern additional instructions from the of at the meeting by shareholders (Item 3.1) of Interproposals is not known at this time. Ther Intionary basis.	or the board of
3.2	Additional Voting Instructions - Board of Directors Proposals (Voting)	Mgmt	For	Against
	proxy in case new voting items or counterp	oroposals are introduced these new items or cou	tems concern additional instructions from the d at the meeting by shareholders (Item 3.1) o Interproposals is not known at this time. Ther Intionary basis.	or the board of

Cromwell Property Group

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: CMW

Primary ISIN: AU000000CMW8

Primary SEDOL: 6225476

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Gary Weiss as Director	Mgmt	For	Against
		executive officers are e.	xpected to hold no more than of	nership could hamper the committee's ne external directorships to ensure they ected company situations requiring
	Elect Joseph Gersh as Director	Mgmt	For	For
	Elect Lisa Scenna as Director	Mgmt	For	For
	Approve Remuneration Report	Mgmt	For	For

CSL Limited

Meeting Date: 10/12/2022

Country: Australia

Meeting Type: Annual

Ticker: CSL

Primary ISIN: AU000000CSL8

Primary SEDOL: 6185495

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Marie McDonald as Director	Mgmt	For	Against
Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.				
2b	Elect Megan Clark as Director	Mgmt	For	For

CSL Limited

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

Voter Rationale: Last year we voted against the grant of shares to Paul Perrault and supported, with reservations, the remuneration report with the view they were implementing changes that would assuage our concerns on quantum. However, we've found that we continue to have significant quantum concerns for FY22. The CEO's compensation is still well above market medians, sitting at 2.49 times peers (compared with ISS' peer group). Further, the company seeks to increase the maximum award under the LTI from 400 to 450 percent of his salary for FY23. Compounding that, we have concerns about the ROIC hurdle used for the LTI. The performance period is 7 years, but four of those years are retrospective, which could contribute to increased certainty of achievement and vesting. Added to this is that the ROIC hurdles themselves do not appear to be sufficiently stretching. The threshold level ROIC has been reduced to 17.0 percent (FY22: 20.0 percent) and the maximum vesting level has also been reduced to 18.2 percent (FY22: 21.4 percent). The company's ROIC has been slowly declining over the past several years, the maximum vesting level is essentially the FY22 performance and the band between threshold and max is very narrow. The company also introduced an Investment Hurdle Rate gateway to the ROIC metric but doesn't disclose what it is. We can't assess the robustness of the hurdle and how it ties pay to performance.

Against

Primary SEDOL: B286382

Approve Grant of Performance Share Mgmt For
Units to Paul Perreault

Voter Rationale: Last year we voted against the grant of shares to Paul Perrault and supported, with reservations, the remuneration report with the view they were implementing changes that would assuage our concerns on quantum. However, we've found that we continue to have significant quantum concerns for FY22. The CEO's compensation is still well above market medians, sitting at 2.49 times peers (compared with ISS' peer group). Further, the company seeks to increase the maximum award under the LTI from 400 to 450 percent of his salary for FY23. Compounding that, we have concerns about the ROIC hurdle used for the LTI. The performance period is 7 years, but four of those years are retrospective, which could contribute to increased certainty of achievement and vesting. Added to this is that the ROIC hurdles themselves do not appear to be sufficiently stretching. The threshold level ROIC has been reduced to 17.0 percent (FY22: 20.0 percent) and the maximum vesting level has also been reduced to 18.2 percent (FY22: 21.4 percent). The company's ROIC has been slowly declining over the past several years, the maximum vesting level is essentially the FY22 performance and the band between threshold and max is very narrow. The company also introduced an Investment Hurdle Rate gateway to the ROIC metric but doesn't disclose what it is. We can't assess the robustness of the hurdle and how it ties pay to performance.

Ticker: CVSG

CVS Group Plc

Meeting Date: 11/23/2022 Country: United Kingdom
Meeting Type: Annual

Primary ISIN: GB00B2863827

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 Richard Connell as Director	Mgmt	For	For
5	Re-elect David Wilton as Director	Mgmt	For	For
6	Re-elect Deborah Kemp as Director	Mgmt	For	For
7	Re-elect Richard Gray as Director	Mgmt	For	For
8	Re-elect Richard Fairman as Director	Mgmt	For	For
9	Re-elect Ben Jacklin as Director	Mgmt	For	For
10	Re-elect Robin Alfonso as Director	Mgmt	For	For
11	Reappoint Deloitte LLP as Auditors	Mgmt	For	For

CVS Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
12	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
13	Authorise Issue of Equity	Mgmt	For	For
14	Approve Acquisition of The Harrogate Vet Limited	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

CyberAgent, Inc.

Meeting Date: 12/09/2022

Country: Japan

Meeting Type: Annual

Ticker: 4751

Primary ISIN: JP3311400000

Primary SEDOL: 6220501

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 Fujita, Susumu	Mgmt	For	For
3.2	Elect Director Hidaka, Yusuke	Mgmt	For	For
3.3	Elect Director Nakayama, Go	Mgmt	For	For
3.4	Elect Director Nakamura, Koichi	Mgmt	For	For
3.5	Elect Director Takaoka, Kozo	Mgmt	For	For
4	Approve Deep Discount Stock Option Plan	Mgmt	For	Against

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

De Grey Mining Ltd

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: DEG

Primary ISIN: AU000000DEG6

Primary SEDOL: 6534837

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction				
1	Approve Remuneration Report	Mgmt	For	Against				
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. In addition, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Likewise, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Last, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.							
2	Elect Paul Harvey as Director	Mgmt	For	For				
3	Elect Andrew Beckwith as Director	Mgmt	For	For				
	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				
4	Approve Issuance of Share Rights to Paul Harvey	Mgmt	For	For				
5	Approve Issuance of Zero Exercise Price Options to Glenn Jardine	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 be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.							
6	Approve Issuance of Zero Exercise Price Options to Andrew Beckwith	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 be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.							
7	Ratify Past Issuance of Placement Shares to Professional and Sophisticated Investors	Mgmt	For	For				
8	Approve Issuance of Placement Shares to Simon Lill	Mgmt	For	For				
9	Approve Issuance of Placement Shares to Peter Hood	Mgmt	For	For				
10	Approve Vesting of Tranche Four Performance Rights in Favor of Simon Lill	Mgmt	For	For				
11	Approve Vesting of Tranche Four Performance Rights in Favor of Andrew Beckwith	Mgmt	For	For				

De Grey Mining Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
12	Approve Vesting of Tranche Four Performance Rights in Favor of Craig Nelmes	Mgmt	For	For
13	Approve Vesting of Tranche Four Performance Rights in Favor of Brett Lambert	Mgmt	For	For
14	Approve Vesting of Tranche Four Performance Rights in Favor of Steve Morris	Mgmt	For	For

Dechra Pharmaceuticals Plc

Meeting Type: Annual

Ticker: DPH

Primary ISIN: GB0009633180

Primary SEDOL: 0963318

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	Elect John Shipsey as Director	Mgmt	For	For
5	Re-elect Alison Platt as Director	Mgmt	For	For
	her to be given time to address board div FTSE 100 constituents by 2021, however, to achieve the ethnic diversity target on h	rersity concerns. * Co the Company only j	ompliance with the Par oined the FTSE 100 In	in January 2022 and it would be reasonable for ker Review's recommendations was required for dex in December 2021. * The Company commits Remuneration Committee Chair.
6	Re-elect Ian Page as Director	Mgmt	For	For
7	Re-elect Anthony Griffin as Director	Mgmt	For	For
8	Re-elect Paul Sandland as Director	Mgmt	For	For
9	Re-elect Lisa Bright as Director	Mgmt	For	For
10	Re-elect Lawson Macartney as Director	Mgmt	For	For
11	Re-elect Ishbel Macpherson as Director	Mgmt	For	For
12	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
13	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
14	Authorise Issue of Equity	Mgmt	For	For
15	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For

Dechra Pharmaceuticals Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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

DEMAE-CAN CO., LTD.

Meeting Date: 11/29/2022

Country: Japan

Meeting Type: Annual

Ticker: 2484

Primary ISIN: JP3952870008

Primary SEDOL: B13V385

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 Fujii, Hideo	Mgmt	For	Against	
	Voter Rationale: The board lacks sufficent diversity to meet our expectations.				
2.2	Elect Director Yano, Satoshi	Mgmt	For	For	
2.3	Elect Director Tomiyama, Hiroki	Mgmt	For	For	
2.4	Elect Director Mori, Issei	Mgmt	For	For	
2.5	Elect Director Masuda, Jun	Mgmt	For	For	
2.6	Elect Director Ozawa, Takao	Mgmt	For	For	
3	Approve Accounting Transfers	Mgmt	For	For	

Deterra Royalties Ltd.

Meeting Date: 11/03/2022

Country: Australia

Meeting Type: Annual

Ticker: DRR

Primary ISIN: AU0000107484

Primary SEDOL: BJP5T05

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Elect Graeme Devlin as Director	Mgmt	For	For
3	Elect Joanne Warner as Director	Mgmt	For	For

Deterra Royalties Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of STI Rights and LTI Rights to Julian Andrews	Mgmt	For	For

Dexus

Meeting Date: 10/26/2022

Country: Australia
Meeting Type: Annual

Ticker: DXS

Primary ISIN: AU000000DXS1

Primary SEDOL: B033YN6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	STI and LTI outcomes in FY22 and adjust we decided to support this proposal. How	ing STI and LTI perform ever, we still have cond	sed on shareholders' feedback last year which mance measures to an acceptable level. Given cerns regarding performance targets overlap, o ormance, and weak strategic objectives. We wi	these positive changes, high annual bonuses,
2	Approve Grant of Performance Rights to Darren Steinberg	Mgmt	For	For
	STI and LTI outcomes in FY22 and adjust we decided to support this proposal. How	ing STI and LTI perform ever, we still have cond	sed on shareholders' feedback last year which mance measures to an acceptable level. Given cerns regarding performance targets overlap, o ormance, and weak strategic objectives. We wi	these positive changes, high annual bonuses,
3.1	Elect Mark Ford as Director	Mgmt	For	For
3.2	Elect Nicola Roxon as Director	Mgmt	For	For
3.3	Elect Elana Rubin as Director	Mgmt	For	For
4	Approve Constitutional Amendments	Mgmt	For	For
5	Approve the Conditional Spill Resolution	Mgmt	Against	Against

Dexus Industria REIT

Meeting Date: 11/22/2022

Country: Australia

Meeting Type: Annual

Ticker: DXI

Primary ISIN: AU0000192833

Primary SEDOL: BP2RQ94

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Elect Jennifer Horrigan as Director	Mgmt	For	For
3	Elect Deborah Coakley as Director	Mgmt	For	For

Dexus Industria REIT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4	Elect Emily Smith as Director	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.					
5	Elect Danielle Carter as Director	Mgmt	For	For		
6	Elect Jonathan Sweeney as Director	Mgmt	For	For		

Diageo Plc

Meeting Date: 10/06/2022

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

Ticker: DGE

Primary ISIN: GB0002374006

Primary SEDOL: 0237400

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	Elect Karen Blackett as Director	Mgmt	For	For
5	Re-elect Melissa Bethell as Director	Mgmt	For	For
6	Re-elect Lavanya Chandrashekar as Director	Mgmt	For	For
7	Re-elect Valerie Chapoulaud-Floquet as Director	Mgmt	For	For
8	Re-elect Javier Ferran as Director	Mgmt	For	For
9	Re-elect Susan Kilsby as Director	Mgmt	For	For
10	Re-elect Sir John Manzoni as Director	Mgmt	For	For
11	Re-elect Lady Mendelsohn as Director	Mgmt	For	For
12	Re-elect Ivan Menezes as Director	Mgmt	For	For
13	Re-elect Alan Stewart as Director	Mgmt	For	For
14	Re-elect Ireena Vittal 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	Amend Irish Share Ownership Plan	Mgmt	For	For
19	Authorise Issue of Equity	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For

Diageo Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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

Digital Core REIT

Meeting Date: 11/18/2022

Country: Singapore

Ticker: DCRU

Meeting Type: Extraordinary Shareholders

Primary ISIN: SGXC50067435 **Primary SEDOL: BNYGMH5**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Acquisition Agreement	Mgmt	For	For
2	Approve Issuance of Subscription Units	Mgmt	For	For
3	Approve Whitewash Resolution	Mgmt	For	For
4	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
5	Approve Issuance of Shares for a Private Placement	Mgmt	For	For

Domain Holdings Australia Ltd.

Meeting Date: 11/09/2022

Country: Australia

Ticker: DHG

Meeting Type: Annual

Primary ISIN: AU000000DHG9

Primary SEDOL: BF17Y13

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive a procedure which would enable it, sh part of any of its executive directors a ensure that any funds wrongfully obta	shareholder value ov ould it identify any fa nd other key manago ined in such manner performance targets.	er a sufficiently long period acts of manipulation of repo ers which were detrimental are repaid to it. Further, th The board should articula	de robust and stretching performance targets to dof time. Also, the company should put in place orted indicators or other bad faith actions on the long-term interests of its shareholders, to the long-term interests of its shareholders, to the remuneration report does not articulate how attack how bonus payments reflect prior year rentive plans.
2	Elect Rebecca Haagsma as Director	Mgmt	For	For

Domain Holdings Australia Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Elect Nick Falloon as Director	Mgmt	For	Against		
	impartiality and effectiveness. Further, the balances on the Board; support the Chairn	board should appoint a nan, ensure orderly suc	and this director's membership could hamper Lead Independent Director to establish appro cession process for the Chairman, and act as e normal channels of communication through	opriate checks and a point of contact for		
4	Elect Geoff Kleemann as Director	Mgmt	For	For		
5	Approve Issuance of Performance Rights to Jason Pellegrino	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					

Domino's Pizza Enterprises Limited

Meeting Date: 11/02/2022 Country: Australia Ticker: DMP

Meeting Type: Annual

Primary ISIN: AU000000DMP0 **Primary SEDOL:** B07SFG7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	For
	Voter Rationale: We are concerned about increases should be linked to material cha			
2	Elect John James Cowin as Director	Mgmt	For	For
	support the Chairman, ensure orderly suc non-executive directors and senior execut inappropriate.	ccession process i ives where norma	for the Chairman, and act as a al channels of communication t	through the board Chairman are considered
3	Elect Ursula Schreiber as Director	Mgmt	For	For
4	Approve Grant of a Right to Don Meij in Respect of the FY23 STI	Mgmt	For	For
5	Approve Grant of Performance Rights to Don Meij in Respect of the FY23 LTI	Mgmt	For	For
	Voter Rationale: We note that we have co no disclosure of the target measures allow incentive awards to be clearly disclosed a increase in shareholder value over time.	ving shareholders	s to assess if they will be at suf	

Donaldson Company, Inc.

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

Meeting Type: Annual

Primary ISIN: US2576511099 Primary SEDOL: 2276467

Donaldson Company, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Douglas A. Milroy	Mgmt	For	For	
1.2	Elect Director Willard D. Oberton	Mgmt	For	For	
	meaningful board refreshment during the review. Also, directors are elected in class	year under review, sup es rather than annually,	erve as the independent lead director. Given to port is warranted at this time and the matter but shareholders should have the opportunit mmediate steps to declassify itself, thereby en	will be kept under by to communicate with	
1.3	Elect Director Richard M. Olson	Mgmt	For	For	
1.4	Elect Director Jacinth C. Smiley	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. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.				
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	period of over 10 years should consider a pla	an or tender process for	

DSV A/S

Meeting Date: 11/22/2022 Country: Denmark Ticker: DSV

Meeting Type: Extraordinary Shareholders

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve DKK 15 Million Reduction in Share Capital; Amend Articles Accordingly	Mgmt	For	For
2	Authorize Share Repurchase Program	Mgmt	For	For

Dye & Durham Limited

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

Meeting Type: Annual

Primary ISIN: CA2674881040 Primary SEDOL: BLCB9D3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.1	Elect Director Brian L. Derksen	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.						
1.2	Elect Director Matthew Proud	Mgmt	For	For			
1.3	Elect Director Mario Di Pietro	Mgmt	For	Withhold			
	expectation is that female directors comp 30% in the future. Given that the number review. Furthermore, while directors are of vote is the best method for all shareholde pay on the AGM agenda as is now common The compensation committee should do neward strong performance and build shat identified a high concern, driven by the co- 2020 and therefore the long-term alignment compensation the CEO received during fis- grant at the company's AGM in December the option grant appears excessive company also granted a one-time option awards is also problematic. 70 percent of	rise at least 25% of boat of female directors has charged with making deems to provide their views on practice in Canada. If more to respond to best reholder value over time cent of CEO pay with conscal 2022 is the options or 2021, its grant date farmed to the company's If award of \$15 million in the options vest upon a	o increase racial and gender diversity on the bard members for a company of this size, with a increased since the last AGM, we will keep to cisions regarding executive compensation, and so those decisions. The governance commit in addition, executive pay is not in line with compension practices in pay that help establish compensions. Specifically, the quantitative pay-for-performer group median (MOM). The company compensary performance cannot be evaluated at the granted in October 2021. While shareholders in value of \$99 million was not disclosed last years and the company-selected peers. Further the company and practice of a special control of the company absolute share price targets, which so platility. Moreover, a meaningful portion of 30 general control of the company and the c	an aspiration to achieve his matter under advisory say on pay ttee should put a say on ampany performance. ation packages that mance screen has leted its IPO in June ist time. The only ratified this option rear. The quantum of urthermore, given the warding outsized equity are not considered			
1.4	Elect Director David MacDonald	Mgmt	For	Withhold			
	Voter Rationale: Executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Specifically, the quantitative pay-for-performance screen has identified a high concern, driven by the company's multiple of peer group median (MOM). The company completed its IPO in June 2020 and therefore the long-term alignment of CEO pay with company performance cannot be evaluated at this time. The only compensation the CEO received during fiscal 2022 is the options granted in October 2021. While shareholders ratified this option grant at the company s AGM in December 2021, its grant date fair value of \$99 million was not disclosed last year. The quantum of the option grant appears excessive compared to the company's ISS peers and the company-selected peers. Furthermore, given the company also granted a one-time option award of \$15 million in fiscal 2021, the company's grant practice of awarding outsized equity awards is also problematic. 70 percent of the options vest upon achieving absolute share price targets, which are not considered rigorous performance metrics due to unpredictable share price volatility. Moreover, a meaningful portion of 30 percent will vest upon certain undisclosed corporate milestones.						
1.5	Elect Director Leslie O'Donoghue	Mgmt	For	For			
1.6	Elect Director Edward D. (Ted) Prittie	Mgmt	For	For			
1.7	Elect Director Ronnie Wahi	Mgmt	For	For			
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For			
Ebix, Inc.							

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

Meeting Type: Annual

Primary ISIN: US2787152063 Primary SEDOL: 2008400

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robin Raina	Mgmt	For	For
	important for securing a proper balance should appoint a Lead Independent Dire	e between executives ector to establish ap _l the Chairman, and ac	and outside shareholders an propriate checks and balances tt as a point of contact for sha	areholders, non-executive directors and
1.2	Elect Director Hans U. Benz	Mgmt	For	Withhold
	year's low say-on-pay vote results. The establish compensation packages that r companies, the board should include at independence and objectivity. Furtherm balance. The nominating committee sho standing directors to reduce the risk of that require absolute independence. Th	compensation commoneward strong performance to the common to the compension of the compension	nittee should do more to respondance and build shareholder lent non-executive directors to ore than a third of directors in sure an appropriately fresh be over, directors with long board ould be fully independent an sation committee should be in	value over time. Also, for widely held
1.3	Elect Director Pavan Bhalla	Mgmt	For	Withhold
	appropriate balance of independence at than 12 years lack balance. The nomina	nd objectivity. Furthe ating committee shou	rmore, boards where more th	endent non-executive directors to ensure nan a third of directors have served for more ppropriately fresh board and reduce the
	serve on committees that require absolu	ute independence. T tee's impartiality and	he audit committee should be effectiveness. The nomination	n committee should be majority independen
1.4	serve on committees that require absolution membership could hamper the committees.	ute independence. T tee's impartiality and	he audit committee should be effectiveness. The nomination	e fully independent and this director's n committee should be majority independen
1.4	serve on committees that require absolute membership could hamper the committee and this director's membership could have a left to be seen to be seen to be seen to be seen to companies. The establish compensation packages that is companies, the board should include at independence and objectivity. Furtherm balance. The nominating committee should standing directors to reduce the risk of that require absolute independence. The	ute independence. The important of the committee of the committee of the committee of the company processes and the compensation committee of the compensation to expend the compensation to expend the compensation committee of the compensation com	the audit committee should be effectiveness. The nomination is impartiality and effectiveness impartiality and effectiveness impartiality and effectiveness impartiality and effectiveness in the should do more to respond	e fully independent and this director's in committee should be majority independentess. Withhold pany has not adequately responded to last ond to best practices in pay that help value over time. Also, for widely held one surre appropriate balance of have served for more than 12 years lack board and reduce the proportion of long and tenures should not serve on committees at and this director's membership could
1.4	serve on committees that require absolute membership could hamper the committee and this director's membership could have and this director Neil D. Eckert Voter Rationale: Executive pay is not in year's low say-on-pay vote results. The establish compensation packages that is companies, the board should include at independence and objectivity. Furtherm balance. The nominating committee should standing directors to reduce the risk of that require absolute independence. The hamper the committee's impartiality and	ute independence. The important of the committee of the committee of the committee of the company processes and the compensation committee of the compensation to expend the compensation to expend the compensation committee of the compensation com	the audit committee should be effectiveness. The nomination is impartiality and effectiveness impartiality and effectiveness impartiality and effectiveness impartiality and effectiveness in the should do more to respond	e fully independent and this director's in committee should be majority independent ess. Withhold Pany has not adequately responded to last ond to best practices in pay that help value over time. Also, for widely held one ensure appropriate balance of that have served for more than 12 years lack board and reduce the proportion of long and tenures should not serve on committees.
	serve on committees that require absolute membership could hamper the committee and this director's membership could have this director Neil D. Eckert Voter Rationale: Executive pay is not in year's low say-on-pay vote results. The establish compensation packages that is companies, the board should include at independence and objectivity. Furtherm balance. The nominating committee shot standing directors to reduce the risk of that require absolute independence. The hamper the committee's impartiality and membership could hamper the committee.	ute independence. Thee's impartiality and amper the committee of the committee of the company processes of the compensation committee of the compensation committee of the compensation to experience of the compensation committee of the compensatio	the audit committee should be effectiveness. The nomination is impartiality and effectiveness impartiality and effectiveness impartiality and effectiveness impartiality and effectiveness in the second of the seco	e fully independent and this director's in committee should be majority independentess. Withhold pany has not adequately responded to last ond to best practices in pay that help value over time. Also, for widely held or ensure appropriate balance of have served for more than 12 years lack board and reduce the proportion of long at tenures should not serve on committees at and this director's membership could at be majority independent and this director's
1.5	serve on committees that require absolute membership could hamper the committee and this director's membership could have and this director's membership could have all this director's membership could have all this director Neil D. Eckert Voter Rationale: Executive pay is not in year's low say-on-pay vote results. The establish compensation packages that is companies, the board should include at independence and objectivity. Furtherm balance. The nominating committee shot standing directors to reduce the risk of that require absolute independence. The hamper the committee's impartiality and membership could hamper the committee leect Director George W. Hebard, III Elect Director George W. Hebard, III Elect Director Rolf Herter Voter Rationale: For widely held companies appropriate balance of independence as than 12 years lack balance. The nominal	Mgmt Jine with company procompensation compensation compensation to be entirely and the en	he audit committee should be effectiveness. The nomination is impartiality and effectiveness impartiality and effectiveness impartiality and effectiveness in the should do more to respond to the should do more to respond to the should shareholder lent non-executive directors to the same an appropriately fresh to cover, directors with long board with long board momination committee should effectiveness. For For Id include at least 50% independent more, boards where more the last take action to ensure an appropriately fresh to the nomination committee should take action to ensure an appropriately fresh the nomination committee should the nomination committee should be nomination committee should be appropriately fresh independent. Moreover, directive nomination committee should be appropriately fresh the nomination committee should be appropriately fresh the nomination committee should be appropriately fresh the should be appropriately fresh t	e fully independent and this director's in committee should be majority independentess. Withhold pany has not adequately responded to last and to best practices in pay that help always are appropriate balance of the have served for more than 12 years lack and and reduce the proportion of long and tenures should not serve on committees and this director's membership could albe majority independent and this director's for withhold Por Withhold Pendent non-executive directors to ensure and a third of directors have served for more appropriately fresh board and reduce the tors with long board tenures should not

Ebix, Inc.

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.8	Elect Director Hans Ueli Keller	Mgmt	For	Withhold
	year's low say-on-pay vote results. The co establish compensation packages that rev companies, the board should include at le independence and objectivity. Furthermor balance. The nominating committee shou standing directors to reduce the risk of en that require absolute independence. The the committee's impartiality and effectives	ompensation committee ward strong performanc wast 50% independent i e, boards where more ld take action to ensure threnchment. Moreover, audit committee should ness. The compensation of and effectiveness. Als	mance because the company has not adequate should do more to respond to best practices and build shareholder value over time. Also, non-executive directors to ensure appropriate than a third of directors have served for more an appropriately fresh board and reduce the directors with long board tenures should not be fully independent and this director's mem in committee should be independent and this of the board should act with accountability to	in pay that help , for widely held balance of than 12 years lack proportion of long serve on committees bership could hamper director's membership
2	Ratify KG Somani & Co. as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	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. Furthermore, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs In addition, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Likely, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders Lastly, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.

Elastic N.V.

Meeting Date: 10/06/2022 Country: Netherlands Ticker: ESTC

Meeting Type: Annual

Primary ISIN: NL0013056914 Primary SEDOL: BFXCLC6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director Sohaib Abbasi	Mgmt	For	For	
1b	Elect Director Caryn Marooney	Mgmt	For	Against	
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights.				
1c	Elect Director Chetan Puttagunta	Mgmt	For	Against	
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the classified board structure 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.			ssified board structure reholders should have	
1d	Elect Director Steven Schuurman	Mgmt	For	For	
2	Adopt Financial Statements and Statutory Reports	Mgmt	For	For	

Elastic N.V.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Appoint PricewaterhouseCoopers Accountants N.V. as External Auditor	Mgmt	For	For
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
5	Approve Discharge of Executive Directors	Mgmt	For	For
6	Approve Discharge of Non-Executive Directors	Mgmt	For	For
7	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For
8	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For
9	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	practice. Moreover, all exceptional awards	should be clearly linked	be tied to performance conditions. At least 5 If to performance and demonstrate shareholds If of their jobs. Also, the company should put o	er value creation in

Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. 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 In addition, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.

Elders Limited

Meeting Date: 12/15/2022 Country: Australia Ticker: ELD

Meeting Type: Annual

Primary ISIN: AU000000ELD6 Primary SEDOL: 6357852

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans.			med against historic performance targets. The Il as outlining forward-looking targets that
3	Elect Ian Wilton as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Mark Charles Allison	Mgmt	For	For
5	Approve the Increase in Aggregate Non-Executive Director Fee Pool	Mgmt	None	For

EML Payments Limited

Meeting Date: 11/25/2022Country: AustraliaTicker: EML

Meeting Type: Annual

Primary ISIN: AU000000EML7 Primary SEDOL: B7ZGK34

EML Payments Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	None	Against
	executive directors. Moreover, all exception creation in addition to and above that expawards should be time pro-rated and tester report does not articulate how executives	nal awards should be cl ected of directors as a l ed for performance, incl performed against histo	naterial changes in the business or in the role early linked to performance and demonstrate normal part of their jobs. Also, on early termir uding in the event of a change of control. Fur pric performance targets. The board should an vard-looking targets that underpin long-term in	shareholder value nation, all share-based ther, the remuneration ticulate how bonus
3a	Elect Peter Martin as Director	Mgmt	For	For
3b	Elect Brent Cubis as Director	Mgmt	For	For
4	Approve Grant of Sign-on Service Rights to Emma Shand	Mgmt	For	Against
	addition to and above that expected of dir	rectors as a normal part	performance and demonstrate shareholder va of their jobs. Additionally, incentive awards to argets to reward strong performance and driv	executives should be
5	Approve Grant of Performance Rights to Emma Shand	Mgmt	For	For

Endeavour Group Ltd. (Australia)

Meeting Date: 10/18/2022 Country: Australia

Meeting Type: Annual

Ticker: EDV

Primary ISIN: AU0000154833 Primary SEDOL: BNVS144

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2a	Elect Duncan Makeig as Director	Mgmt	For	For	
2b	Elect Joanne Pollard as Director	Mgmt	For	For	
2c	Elect Anne Brennan as Director	Mgmt	For	For	
3	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a suffciently long period of time.				
4	Approve Grant of Performance Share Rights to Steve Donohue	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.				

ESR-LOGOS Real Estate Investment Trust

Meeting Date: 10/12/2022 Country: Singapore Ticker: J91U

Meeting Type: Extraordinary Shareholders

ESR-LOGOS Real Estate Investment Trust

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Proposed Acquisition as an	Mgmt	For	For

Event Hospitality & Entertainment Limited

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

Meeting Type: Annual

Primary ISIN: AU000000EVT1 Primary SEDOL: BDG0N49

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: All exceptional awards sh addition to and above that expected of dir single performance target. Companies sh relative financial metrics rather than a sing performance. Further, the remuneration re The board should articulate how bonus pa underpin long-term incentive plans. Likew bonus into shares which would be more en objectives are aligned.	ectors as a normal pa ould base vesting leve gle performance crite eport does not articula nyments reflect prior y ise, the remuneration	art of their jobs. Moreover, tels on multiple performance rion, and should stagger ve ate how executives perform rear performance, as well as committee should consider	the long-term incentive plan is linked to a e criteria that reflect both absolute and sting to reward progressively better red against historic performance targets. Is outlining forward-looking targets that or deferring a proportion of the annual cash		
3	Elect David Campbell Grant as Director	Mgmt	For	For		
4	Elect Patria Maija Mann as Director	Mgmt	For	For		
5	Approve Issuance of Performance Rights to Jane Megan Hastings	Mgmt	For	For		
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					
6	Approve the Change of Company Name to EVT Limited	Mgmt	For	For		

Evertz Technologies Limited

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

Meeting Type: Annual/Special

Primary ISIN: CA30041N1078 Primary SEDOL: B17XX09

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Romolo Magarelli	Mgmt	For	For	

Evertz Technologies Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Douglas A. DeBruin	Mgmt	For	For
		iccession process fo tives where norma move towards a th	or the Chairman, and act as a p I channels of communication th ree-committee structure (audit,	oint of contact for shareholders, rough the board Chairman are considered remuneration and nomination) in line wit
1.3	Elect Director Christopher M. Colclough	Mgmt	For	Withhold
	than 12 years lack balance. The nominat proportion of long standing directors to r serve on committees that require absolu membership could hamper the committe	d objectivity. In add ing committee show educe the risk of exte te independence. T e's impartiality and ship could hamper to land gender divers	lition, boards where more than uld take action to ensure an app ntrenchment. Moreover, directo the audit committee should be for effectiveness. The compensation the committee's impartiality and	a third of directors have served for more propriately fresh board and reduce the rs with long board tenures should not fully independent and this director's on committee should be majority of effectiveness. Also, we expect companies
1.4	Elect Director Thomas V. Pistor	Mgmt	For	Withhold
	than 12 years lack balance. The nominat	d objectivity. In add ing committee show reduce the risk of e ndence. The audit of	lition, boards where more than uld take action to ensure an app ntrenchment. Also, directors wit committee should be fully indep	a third of directors have served for more propriately fresh board and reduce the th long board tenures should not serve on
1.5	Elect Director Ian L. McWalter	Mgmt	For	Withhold
	Voter Rationale: For controlled companie appropriate balance of independence and than 12 years lack balance. The nominal proportion of long standing directors to a serve on committees that require absolute membership could hamper the committee independent and this director's members increasingly complex international account understanding of the accounting rules are	d objectivity. In adding committee shoud the risk of extended the risk of the	lition, boards where more than uld take action to ensure an app. ntrenchment. Moreover, directo the audit committee should be for effectiveness. The compensation the committee's impartiality and the audit committee benefits from the audit committee benefits from the audit committee benefits from the audit committee benefits from the audit committee benefits from the second the second to the second that the second the second that the second that the second that the second that the second that the second that the second that the second that the second that the second that the second that the second that the second that the second the second	a third of directors have served for more propriately fresh board and reduce the rs with long board tenures should not fully independent and this director's for committee should be majority of effectiveness. Also, in the context of
1.6	Elect Director Rakesh Patel	Mgmt	For	For
1.7	Elect Director Brian Piccioni	Mgmt	For	For
2	Approve BDO Canada LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
3	Approve Restricted Share Unit Plan	Mgmt	For	Against
	and include robust and stretching perform long period of time. Moreover, the plan in scenarios and such provisions fail to rew	gets; performance tcomes against its e. These and other holder value over ti mance targets to re mproperly allows fo ard performance. R	triggers for equity awards; using appropriate peer group; and set approaches will ensure that the me. In addition, incentive award strong performance and contact	g different metrics for the short and tting awards so that executives are not

in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job. Furthermore, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders

EVO Payments, Inc.

Meeting Date: 10/26/2022

Country: USA

Meeting Type: Special

Ticker: EVOP

Primary ISIN: US26927E1047

Primary SEDOL: BG5NSM3

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

Evolution Mining Limited

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: EVN

Primary ISIN: AU000000EVN4

Primary SEDOL: B3X0F91

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	Voter Rationale: Remuneration committee company should put in place a procedure other bad faith actions on the part of any interests of its shareholders, to ensure the report does not articulate how executives payments reflect prior year performance, at the remuneration committee should consider effective in retaining executives and ensure the remuneration committee.	which would enab of its executive di at any funds wron performed agains as well as outlinin der deferring a pro	le it, should it identify any facts rectors and other key managers afully obtained in such manner a t historic performance targets. g forward-looking targets that u portion of the annual cash bon	of manipulation of reported indicators or which were detrimental to the long-term re repaid to it. Also, the remuneration The board should articulate how bonus inderpin long-term incentive plans. Further into shares which would be more
2	Elect Andrea Hall as Director	Mgmt	For	For
3	Elect Victoria (Vicky) Binns as Director	Mgmt	For	For
4	Elect Jason Attew as Director	Mgmt	For	For
5	Approve Issuance of Performance Rights to Jacob (Jake) Klein	Mgmt	For	Against
	Voter Rationale: Remuneration committee company should put in place a procedure other bad faith actions on the part of any interests of its shareholders, to ensure tha	which would enat of its executive di	le it, should it identify any facts rectors and other key managers	of manipulation of reported indicators or which were detrimental to the long-term
6	Approve Issuance of Performance Rights to Lawrence (Lawrie) Conway	Mgmt	For	Against

Voter Rationale: Remuneration committee should not allow vesting of incentive awards for below median performance. Further, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Evolution Mining Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Approve the Non-executive Director Equity Plan	Mgmt	For	For

Extreme Networks, Inc.

Meeting Date: 11/17/2022

Country: USA

Meeting Type: Annual

Ticker: EXTR

Primary ISIN: US30226D1063

Primary SEDOL: 2407052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Ingrid J. Burton	Mgmt	For	For	
1.2	Elect Director Charles P. Carinalli	Mgmt	For	Withhold	
	Voter Rationale: Directors with long board compensation committee should be independent of the compensation committee should be independent of the committee should be independent.				
1.3	Elect Director Kathleen M. Holmgren	Mgmt	For	For	
1.4	Elect Director Edward H. Kennedy	Mgmt	For	For	
1.5	Elect Director Rajendra Khanna	Mgmt	For	For	
1.6	Elect Director Edward B. Meyercord	Mgmt	For	For	
1.7	Elect Director John C. Shoemaker	Mgmt	For	Withhold	
	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For	
4	Amend Omnibus Stock Plan	Mgmt	For	Against	
	Voter Rationale: This plan could lead to expro-rated and tested for performance, incl			are-based awards should be time	
5	Eliminate Supermajority Vote Requirements	Mgmt	For	For	

Fabrinet

Meeting Date: 12/08/2022

Country: Cayman Islands

Meeting Type: Annual

Ticker: FN

Primary ISIN: KYG3323L1005

Primary SEDOL: B4JSZL8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Homa Bahrami	Mgmt	For	For

Fabrinet

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	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.					
1.2	Elect Director Darlene S. Knight	Mgmt	For	For		
1.3	Elect Director Rollance E. Olson	Mgmt	For	Withhold		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensuappropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for 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, this director is not sufficiently independent to set the independent lead director.					
2	Ratify PricewaterhouseCoopers ABAS Ltd. 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		
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.					

FactSet Research Systems Inc.

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

Meeting Type: Annual

Primary ISIN: US3030751057 Primary SEDOL: 2329770

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director James J. McGonigle	Mgmt	For	For		
			erve as the independent lead director. Given the port is warranted at this time and the matter			
1b	Elect Director F. Philip Snow	Mgmt	For	For		
1c	Elect Director Maria Teresa Tejada	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	Declassify the Board of Directors	Mgmt	For	For		
	Voter Rationale: The decision to declassify the board is laudable. The annual election of directors provides greater board accountability to shareholders and is appreciated.					
5	Amend Certificate of Incorporation to Eliminate Certain Business Combination Restrictions	Mgmt	For	For		

FactSet Research Systems Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
6	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	Mgmt	For	Against		
	Voter Rationale: Measures that restrict investors' access to courts are not preferred practice and should be avoided.					
7	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	Mgmt	For	For		
8	Amend Certificate of Incorporation to Remove Creditor Compromise Provision	Mgmt	For	For		
9	Amend Certificate of Incorporation to Clarify, Streamline and Modernize the Certificate of Incorporation	Mgmt	For	For		

FAST RETAILING CO., LTD.

Meeting Date: 11/24/2022 Country: Japan

Meeting Type: Annual

Ticker: 9983

Primary ISIN: JP3802300008

Primary SEDOL: 6332439

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 Yanai, Tadashi	Mgmt	For	For
2.2	Elect Director Hattori, Nobumichi	Mgmt	For	For
2.3	Elect Director Shintaku, Masaaki	Mgmt	For	For
2.4	Elect Director Ono, Naotake	Mgmt	For	For
2.5	Elect Director Kathy Mitsuko Koll	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board	independence to ensure appro	priate balance of independence and
2.6	Elect Director Kurumado, Joji	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board	independence to ensure appro	priate balance of independence and
2.7	Elect Director Kyoya, Yutaka	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board	independence to ensure appro	priate balance of independence and
2.8	Elect Director Okazaki, Takeshi	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board	independence to ensure appro	priate balance of independence and
		Mgmt	For	Against

FAST RETAILING CO., LTD.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.10	Elect Director Yanai, Koji	Mgmt	For	Against
	ndependence and			
3	Appoint Statutory Auditor Kashitani, Takao	Mgmt	For	For

Ferguson Plc

Meeting Date: 11/30/2022

Country: Jersey

Meeting Type: Annual

Ticker: FERG

Primary ISIN: JE00BJVNSS43

Primary SEDOL: BKB0C57

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For		
2	Approve Final Dividend	Mgmt	For	For		
3.1	Re-elect Kelly Baker 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.					
3.2	Re-elect Bill Brundage as Director	Mgmt	For	For		
3.3	Re-elect Geoff Drabble as Director	Mgmt	For	For		
3.4	Re-elect Catherine Halligan as Director	Mgmt	For	For		
3.5	Re-elect Brian May as Director	Mgmt	For	For		
3.6	Re-elect Kevin Murphy as Director	Mgmt	For	For		
3.7	Re-elect Alan Murray as Director	Mgmt	For	For		
3.8	Re-elect Tom Schmitt as Director	Mgmt	For	For		
3.9	Re-elect Nadia Shouraboura as Director	Mgmt	For	For		
3.10	Re-elect Suzanne Wood as Director	Mgmt	For	For		
4	Reappoint Deloitte LLP as Auditors	Mgmt	For	For		
5	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For		
6	Authorise UK Political Donations and Expenditure	Mgmt	For	For		
7	Authorise Issue of Equity	Mgmt	For	For		
8	Approve Non-Employee Director Incentive Plan	Mgmt	For	For		
9	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For		

Ferguson Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
11	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
12	Adopt New Articles of Association	Mgmt	For	For

Financial Products Group Co., Ltd.

Meeting Date: 12/22/2022 Country: Japan

Meeting Type: Annual

Ticker: 7148

Primary ISIN: JP3166990006 Primary SEDOL: B54LCZ2

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 Change Company Name - Amend Business Lines	Mgmt	For	For
3	Elect Director Tajima, Yutaka	Mgmt	For	For

FirstRand Ltd.

Meeting Date: 12/01/2022 Ticker: FSR Country: South Africa

Meeting Type: Annual

Primary ISIN: ZAE000066304 Primary SEDOL: 6606996

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Ordinary Resolutions	Mgmt			
1.1	Re-elect Grant Gelink as Director	Mgmt	For	For	
1.2	Re-elect Louis von Zeuner as Director	Mgmt	For	For	
1.3	Elect Shireen Naidoo as Director	Mgmt	For	For	
2.1	Reappoint Deloitte & Touche as Auditors of the Company	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.				
2.2	Reappoint PricewaterhouseCoopers Inc as Auditors of the Company	Mgmt	For	For	
	Voter Rationale: Companies who have had	d the same auditor for	a period of over 10 years should consider a p	lan or tender process for	

bringing in a new auditing firm.

FirstRand Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Authorise Board to Issue Shares for Cash	Mgmt	For	For
4	Authorise Ratification of Approved Resolutions	Mgmt	For	For
	Advisory Endorsement	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	For
2	Approve Remuneration Implementation Report	Mgmt	For	For
	Special Resolutions	Mgmt		
1	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
2.1	Approve Financial Assistance to Directors and Prescribed Officers as Employee Share Scheme Beneficiaries	Mgmt	For	For
2.2	Approve Financial Assistance to Related and Inter-related Entities	Mgmt	For	For
3	Approve Remuneration of Non-Executive Directors	Mgmt	For	For

Fletcher Building Limited

Meeting Date: 10/26/2022 Country: New Zealand

Meeting Type: Annual

Ticker: FBU

Primary ISIN: NZFBUE0001S0

Primary SEDOL: 6341606

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Peter Crowley as Director	Mgmt	For	For
2	Authorize Board to Fix Remuneration of the Auditor	Mgmt	For	For

Flight Centre Travel Group Limited

Meeting Date: 11/14/2022 Country: Australia

Meeting Type: Annual

Ticker: FLT

Primary ISIN: AU000000FLT9 Primary SEDOL: 6352147

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Kirsty Rankin as Director	Mamt	For	For

Flight Centre Travel Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Gary Smith as Director	Mgmt	For	Against
		or companies without	an independent chairman,	membership could hamper the committee's a senior independent director should be olders.
3	Approve Remuneration Report	Mgmt	For	Against
	Approve Remuneration Report Mgmt For Against Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a suffciently long period of time. In addition, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Last, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wronafully obtained in such manner are repaid to it.			

FOOD & LIFE COMPANIES LTD.

Meeting Date: 12/22/2022 Country: Japan Ticker: 3563

Meeting Type: Annual

Primary ISIN: JP3397150008 Primary SEDOL: BF1HPT8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 22.5	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Mizutome, Koichi	Mgmt	For	For
3.2	Elect Director Kondo, Akira	Mgmt	For	For
3.3	Elect Director Takaoka, Kozo	Mgmt	For	For
3.4	Elect Director Miyake, Minesaburo	Mgmt	For	For
3.5	Elect Director Kanise, Reiko	Mgmt	For	For
3.6	Elect Director Sato, Koki	Mgmt	For	For
4.1	Elect Director and Audit Committee Member Notsuka, Yoshihiro	Mgmt	For	For
4.2	Elect Director and Audit Committee Member Taira, Mami	Mgmt	For	For
4.3	Elect Director and Audit Committee Member Omura, Emi	Mgmt	For	For

Fortescue Metals Group Ltd.

Meeting Date: 11/22/2022

Country: Australia
Meeting Type: Annual

Ticker: FMG

Primary ISIN: AU000000FMG4

Primary SEDOL: 6086253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo board should articulate how bonus payl underpin long-term incentive plans.			ed against historic performance targets. The is outlining forward-looking targets that
2	Elect Elizabeth Gaines as Director	Mgmt	For	For
3	Elect Li Yifei as Director	Mgmt	For	For
4	Approve Increase of Non-Executive Director Fee Pool	Mgmt	None	For
5	Adopt New Constitution	Mgmt	For	For

Fox Corporation

Meeting Date: 11/03/2022

Country: USA

Meeting Type: Annual

Ticker: FOXA

Primary ISIN: US35137L1052

Primary SEDOL: BJJMGL2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director K. Rupert Murdoch	Mgmt	For	For
				orships to ensure they have sufficient time ations requiring substantial amounts of time
1b	Elect Director Lachlan K. Murdoch	Mgmt	For	For
	important for securing a proper balance	e between executive han one external d	es and outside shareholders and irectorships to ensure they have	should be separated. Separation of roles is d preserving accountability. Also, executive e sufficient time and energy to discharge ial amounts of time
1c	Elect Director William A. Burck	Mgmt	For	For
1d	Elect Director Chase Carey	Mgmt	For	For
1e	Elect Director Anne Dias	Mgmt	For	For
1f	Elect Director Roland A. Hernandez	Mgmt	For	For
1g	Elect Director Jacques Nasser	Mgmt	For	For
1h	Elect Director Paul D. Ryan	Mgmt	For	Against
				der diversity on the board. Our minimum any of this size, with an aspiration to achieve
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For

Fox Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	shareholder value over a sufficiently long plinked to performance and demonstrate sl	period of time defined a hareholder value creatio	bust performance targets that reward strong , as at least three years. Also, all exceptional aw n in addition to and above that expected of d aked to material changes in the business or in	vards should be clearly irectors as a normal
4	Amend Articles of Incorporation To Provide for Exculpation Provision	Mgmt	For	For
5	Report on Lobbying Payments and Policy	SH	Against	For
			its political donations. However, it should enh vith trade associations that engage on lobbyin	

Freshpet, Inc.

Meeting Date: 10/03/2022

Country: USA

Meeting Type: Annual

Ticker: FRPT

Primary ISIN: US3580391056

Primary SEDOL: BS7K7M9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director J. David Basto	Mgmt	For	For
1b	Elect Director Lawrence S. Coben	Mgmt	For	For
1c	Elect Director Walter N. George, III	Mgmt	For	For
			ually, but shareholders should have the opport take immediate steps to declassify itself, there	
1d	Elect Director Craig D. Steeneck	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			place to enable it to re-coup funds should it i nich were detrimental to the long-term interes	
4	Provide Right to Call Special Meeting	Mgmt	For	For

Fuji Soft, Inc.

Meeting Date: 12/04/2022

Country: Japan

Ticker: 9749

Meeting Type: Special

Primary ISIN: JP3816600005 Prim

Fuji Soft, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Tsuji, Takao	Mgmt	For	For
1.2	Elect Director Nishina, Hidetaka	Mgmt	For	Against
		on in size, and given tha	size and given the need to ensure board effici at other nominees proposed by the dissident a sed dissident nominee.	
1.3	Elect Director Imai, Hikari	Mgmt	For	For
2.1	Elect Director Shimizu, Yuya	Mgmt	For	For
2.2	Elect Director Ishimaru, Shintaro	Mgmt	For	For
3.1	Elect Shareholder Director Nominee Okamura, Kotaro	SH	Against	Against
3.2	Elect Shareholder Director Nominee Tsutsui, Takashi	SH	Against	For
			senior management, and capital allocation e. he debate on optimising Fuji Soft's corporate	

GDI Property Group Ltd.

Meeting Date: 11/10/2022 Country: Australia

Meeting Type: Annual

Ticker: GDI

Primary ISIN: AU000000GDI7

Primary SEDOL: BHB0NV9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: On early termination, all event of a change of control. Moreover, the performance targets. The board should a forward-looking targets that underpin long	e remuneration re rticulate how bond	eport does not articulate how us payments reflect prior yea	
2	Elect John Tuxworth as Director	Mgmt	For	For
3	Approve Issuance of Performance Rights to Steve Gillard	Mgmt	For	Against
	Voter Rationale: On early termination, all sevent of a change of control.	share-based awar	ds should be time pro-rated a	and tested for performance, including in the

Genworth Mortgage Insurance Australia Ltd.

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

Meeting Type: Special

Primary ISIN: AU0000251498 Primary SEDOL: BP5HL07

Genworth Mortgage Insurance Australia Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve the Change of Company Name to Helia Group Limited	Mgmt	For	For

Giken Ltd.

Meeting Date: 11/22/2022

Country: Japan

Meeting Type: Annual

Ticker: 6289

Primary ISIN: JP3264200001

Primary SEDOL: 6368616

Approve Allocation of Income, with a Final Dividend of JPY 35 Amend Articles to Disclose Shareholder Meeting Materials on Internet - Reduce Directors' Term Elect Director Kitamura, Akio Elect Director Moribe, Shinnosuke Elect Director Ohira, Atsushi Voter Rationale: The board should establis objectivity. Elect Director Maeda, Mika	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For	For For For Against oppropriate balance of independence and		
Meeting Materials on Internet - Reduce Directors' Term Elect Director Kitamura, Akio Elect Director Moribe, Shinnosuke Elect Director Ohira, Atsushi Voter Rationale: The board should establis objectivity. Elect Director Maeda, Mika	Mgmt Mgmt Mgmt sh one-third board	For For For <i>I independence to ensure ap</i>	For For Against		
Elect Director Moribe, Shinnosuke Elect Director Ohira, Atsushi Voter Rationale: The board should establis objectivity. Elect Director Maeda, Mika	Mgmt Mgmt sh one-third board	For For I independence to ensure ap	For Against		
Elect Director Ohira, Atsushi Voter Rationale: The board should establis objectivity. Elect Director Maeda, Mika	Mgmt sh one-third board	For I independence to ensure ap	Against		
Voter Rationale: The board should establis objectivity. Elect Director Maeda, Mika	sh one-third board	l independence to ensure ap			
objectivity. Elect Director Maeda, Mika			opropriate balance of independence and		
<u> </u>	Mgmt	For			
Voter Rationale: The board should establis		FOI	Against		
objectivity.	sh one-third board	l independence to ensure ap	ppropriate balance of independence and		
Elect Director Fujisaki, Yoshihisa	Mgmt	For	Against		
Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
Elect Director Fukumaru, Shigeki	Mgmt	For	Against		
Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
Elect Director Matsuoka, Toru	Mgmt	For	Against		
Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
Elect Director Morino, Yusei	Mgmt	For	Against		
Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
Elect Director Yamamoto, Takuya	Mgmt	For	Against		
Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
Elect Director Iwakuro, Shoji	Mgmt	For	Against		
	Voter Rationale: The board should establis objectivity. Elect Director Fukumaru, Shigeki Voter Rationale: The board should establis objectivity. Elect Director Matsuoka, Toru Voter Rationale: The board should establis objectivity. Elect Director Morino, Yusei Voter Rationale: The board should establis objectivity. Elect Director Yamamoto, Takuya Voter Rationale: The board should establis objectivity. Elect Director Iwakuro, Shoji	Voter Rationale: The board should establish one-third board objectivity. Elect Director Fukumaru, Shigeki Mgmt Voter Rationale: The board should establish one-third board objectivity. Elect Director Matsuoka, Toru Mgmt Voter Rationale: The board should establish one-third board objectivity. Elect Director Morino, Yusei Mgmt Voter Rationale: The board should establish one-third board objectivity. Elect Director Yamamoto, Takuya Mgmt Voter Rationale: The board should establish one-third board objectivity. Elect Director Yamamoto, Tokuya Mgmt Voter Rationale: The board should establish one-third board objectivity. Elect Director Iwakuro, Shoji Mgmt	Voter Rationale: The board should establish one-third board independence to ensure an objectivity. Elect Director Fukumaru, Shigeki Mgmt For Voter Rationale: The board should establish one-third board independence to ensure an objectivity. Elect Director Matsuoka, Toru Mgmt For Voter Rationale: The board should establish one-third board independence to ensure an objectivity. Elect Director Morino, Yusei Mgmt For Voter Rationale: The board should establish one-third board independence to ensure an objectivity. Elect Director Yamamoto, Takuya Mgmt For Voter Rationale: The board should establish one-third board independence to ensure an objectivity. Elect Director Yamamoto, Takuya Mgmt For Voter Rationale: The board should establish one-third board independence to ensure an objectivity. Elect Director Iwakuro, Shoji Mgmt For		

Giken Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.11	Elect Director Hisamatsu, Tomomi	Mgmt	For	For
3.12	Elect Director Iwaki, Takaaki	Mgmt	For	For
3.13	Elect Director Miroku, Yoshihiko	Mgmt	For	For
3.14	Elect Director Okazaki, Junko	Mgmt	For	For

GMO Financial Gate, Inc.

Meeting Date: 12/16/2022

Country: Japan

Meeting Type: Annual

Ticker: 4051

Primary ISIN: JP3386710002

Primary SEDOL: BKPTHH7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For		
2.1	Elect Director Sugiyama, Kentaro	Mgmt	For	For		
2.2	Elect Director Aoyama, Akio	Mgmt	For	Against		
	Voter Rationale: The board should estable objectivity.	ish one-third board inde	ependence to ensure appropriate balance of ir	ndependence and		
2.3	Elect Director Fukuda, Tomonaga	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 Koide, Tatsuya	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.5	Elect Director Shimamura, Nao	Mgmt	For	For		
2.6	Elect Director Asayama, Rie	Mgmt	For	For		
2.7	Elect Director Tamai, Tomoki	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					

GMO Financial Holdings, Inc.

Meeting Date: 12/23/2022

Country: Japan

Meeting Type: Special

Ticker: 7177

Primary ISIN: JP3386550002 Primary SEDOL: BVVQ8T8

GMO Financial Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles To Change Fiscal Year	Mgmt	For	For

GMO Internet Group, Inc.

Meeting Date: 12/23/2022

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 Fiscal Year End	Mgmt	For	For

GMO Payment Gateway, Inc.

Meeting Date: 12/18/2022

Country: Japan

Meeting Type: Annual

Ticker: 3769

Primary ISIN: JP3385890003

Primary SEDOL: B06CMQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Allocation of Income, with a Final Dividend of JPY 160	Mgmt	For	For	
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	
3.1	Elect Director Ainoura, Issei	Mgmt	For	For	
3.2	Elect Director Kumagai, Masatoshi	Mgmt	For	For	
3.3	Elect Director Muramatsu, Ryu	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
3.4	Elect Director Isozaki, Satoru	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
3.5	Elect Director Yasuda, Masashi	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 Yamashita, Hirofumi	Mgmt	For	Against	
3.6	objectivity.	Mgmt	For		

GMO Payment Gateway, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.7	Elect Director Arai, Teruhiro	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third board	l independence to ensur	re appropriate balance of independence and		
3.8	Elect Director Inagaki, Noriko	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 Kawasaki, Yuki	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.10	Elect Director Shimahara, Takashi	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 Sato, Akio	Mgmt	For	For		

Goodman Group

Meeting Date: 11/17/2022

Country: Australia

Ticker: GMG

Meeting Type: Annual

Primary ISIN: AU000000GMG2 Primary SEDOL: B03FYZ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Appoint KPMG as Auditor of Goodman Logistics (HK) Limited	Mgmt	For	Against
	Voter Rationale: Companies that have h bringing in a new auditing firm, ideally e		r for a long period of time	e should consider a plan or tender process for
2	Elect Chris Green as Director of Goodman Limited	Mgmt	For	Against
	Voter Rationale: The remuneration commimpartiality and effectiveness.	mittee should be inc	dependent and this direct	or's membership could hamper the committee's
3	Elect Phillip Pryke as Director of Goodman Limited	Mgmt	For	Against
	Voter Rationale: The remuneration commimpartiality and effectiveness.	mittee should be ind	dependent and this direct	or's membership could hamper the committee's
4	Elect Anthony Rozic as Director of Goodman Limited	Mgmt	For	For
5	Elect Hilary Spann as Director of Goodman Limited	Mgmt	For	For
6	Elect Vanessa Liu as Director of Goodman Limited	Mgmt	For	For

Goodman Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
7	Approve Remuneration Report	Mgmt	For	Against		
	FY22 being 4.5 times the median of si Corporate governance concerns are no CEO remuneration has been delivered concluded to be less than rigorous. W acknowledged as the market standard higher, the longer the additional vestir is apparent. It is also noted that the S	imilar sized companies oted regarding the po I in the form of LTI pe I hen calculating the LTI I, rather than using a Ing after the performan ITI award for other ex les and the use of EPS	in the ASX 1-25 group and or disclosure and valuation of the analysts based on a grant at face value (ie. u heavily discounted "fair value period), the excessive recutives includes a number of growth targets in both the	concern with the CEO's total remuneration for and 7.8 times an industry peer group median. In of the LTI grants. The largest component of performance measures which may be using the actual share price), which is lue" of the share price (with discounting even nature of the LTI relative to local market peers or of non-financial performance measures with the STI and LTI has the potential to duplicate		
8	Approve Issuance of Performance Rig to Greg Goodman	hts Mgmt	For	Against		
	ASX 1-25 group. Other security-holder annual growth, is inadequate and insu- five years. * Disclosure of a heavily di rights to be granted is problematic and	r concerns include: * ufficiently challenging iscounted fair value (e d inconsistent with ma l executives is excession	The EPS vesting range whi being well below EPS grow conomic value) of the Groo arket practice. When valuir	re and is well above the median for CEOs in the ich has been set at 6 percent to 11 percent with rates reported by the company over the last up's security price to allocate a high number of any the equity grants at "face value" (market peers and confirming the excessive trajectory of		
9	Approve Issuance of Performance Rig to Danny Peeters	hts Mgmt	For	Against		
	ASX 1-25 group. Other security-holder annual growth, is inadequate and insu- five years. * Disclosure of a heavily di- rights to be granted is problematic and	r concerns include: * ufficiently challenging iscounted fair value (e d inconsistent with ma l executives is excession	The EPS vesting range whi being well below EPS grow conomic value) of the Gro arket practice. When valuir	re and is well above the median for CEOs in the ich has been set at 6 percent to 11 percent with rates reported by the company over the last up's security price to allocate a high number of any the equity grants at "face value" (market peers and confirming the excessive trajectory of		
10	Approve Issuance of Performance Rig to Anthony Rozic	hts Mgmt	For	Against		
	Voter Rationale: The quantum of the rights to be granted is considered to be excessive and is well above the median for CEOs in the ASX 1-25 group. Other security-holder concerns include: * The EPS vesting range which has been set at 6 percent to 11 percent annual growth, is inadequate and insufficiently challenging being well below EPS growth rates reported by the company over the last five years. * Disclosure of a heavily discounted fair value (economic value) of the Group's security price to allocate a high number of rights to be granted is problematic and inconsistent with market practice. When valuing the equity grants at "face value" (market price), the FY23 grant to the CEO and executives is excessive relative to local market peers and confirming the excessive trajectory of equity grants by the Group over the last five years.					
11	Approve the Increase in Non-Executiv Directors' Fee Pool		For	Against		
	Voter Rationale: The increase is considered additional director during a period of the second		and well above the fees re	equired for the new sub-committee and an		
12	Approve the Spill Resolution	Mgmt	Against	Against		
Grid Dyı	namics Holdings, Inc.					
Meeting Date:	12/22/2022 Country: USA		Ticker: GDYN			

Meeting Type: Annual

Primary ISIN: US39813G1094 Primary SEDOL: BLCHF11

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Eric Benhamou	Mamt	For	Withhold

Grid Dynamics Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the classified board. Such provision adversely impacts shareholders rights and the board failed to remove or subject it to a sunset requirement. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. In addition, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.					
1.2	Elect Director Weihang Wang	Mgmt	For	Withhold		
	Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of times.					
1.3	Elect Director Patrick Nicolet	Mgmt	For	For		
2	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have habringing in a new auditing firm.	ad the same auditor for	a period of over 10 years should consider a	plan or tender process for		

Growthpoint Properties Australia

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

Meeting Type: Annual

Primary ISIN: AU000000GOZ8 Primary SEDOL: B1Y9BC8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for Growthpoint Properties Australia Limited	Mgmt		
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, the remuneration	on report does not artic	material changes in the business or in the role culate how executives performed against histo year performance, as well as outlining forward	ric performance targets.
3	Elect Josephine Sukkar as Director	Mgmt	For	For
	Resolutions for Growthpoint Properties Australia Limited and Growthpoint Properties Australia Trust	Mgmt		
4	Approve Grant of FY23 Long-Term Incentive (LTI) Performance Rights to Timothy Collyer	Mgmt	For	For
5	Approve Grant of FY23 Short-Term Incentive (STI) Performance Rights to Timothy Collyer	Mgmt	For	For
	Resolutions for Growthpoint Properties Australia Limited	Mgmt		
6	Approve the Increase in Maximum Aggregate Non-Executive Directors' Fee Pool	Mgmt	None	For
7	Approve the Amendments to the Company's Constitution	Mgmt	For	For

Growthpoint Properties Australia

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for Growthpoint Properties Australia Trust	Mgmt		
8	Approve the Amendments to the Trust's Constitution	Mgmt	For	For
9	Approve Broadening of the Trust's Mandate	Mgmt	For	For

Grupo Financiero Banorte SAB de CV

Meeting Date: 11/29/2022 Country: Mexico

Meeting Type: Ordinary Shareholders

Ticker: GFNORTEO

Primary ISIN: MXP370711014

Primary SEDOL: 2421041

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1.1	Approve Cash Dividends of MXN 5.81 Per Share	Mgmt	For	For
1.2	Approve Dividend to Be Paid on Dec. 8, 2022	Mgmt	For	For
2	Set Aggregate Nominal Amount of Share Repurchase Reserve	Mgmt	For	For
3	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

Grupo Financiero Banorte SAB de CV

Meeting Date: 11/29/2022

Country: Mexico

Meeting Type: Extraordinary Shareholders

Ticker: GFNORTEO

Primary ISIN: MXP370711014 Primary SEDOL: 2421041

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Business	Mgmt		
1.1	Approve Incorporation of Banco Bineo S.A., Institucion de Banca Multiple, Grupo Financiero Banorte as Financial Entity Member of Grupo Financiero Banorte S.A.B. de C.V.	Mgmt	For	For
1.2	Amend Article 2 Re: Incorporation of Banco Bineo S.A., Institucion de Banca Multiple, Grupo Financiero Banorte as Financial Entity Member of Grupo Financiero Banorte S.A.B. de C.V.	Mgmt	For	For

Grupo Financiero Banorte SAB de CV

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Resolutions of Previous Item 1.1 of this Agenda will be Subject to Approval from Corresponding Regulatory Authorities	Mgmt	For	For
2.1	Approve Modifications of Sole Responsibility Agreement	Mgmt	For	For
2.2	Resolutions of Previous Item 2.1 of this Agenda will be Subject to Approval from Corresponding Regulatory Authorities	Mgmt	For	For
3	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

GUD Holdings Limited

Meeting Date: 10/27/2022

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

Primary ISIN: AU000000GUD2

Primary SEDOL: 6358004

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Graeme Billings as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
			v executives performed against historic perforn prformance, as well as outlining forward-lookin	
4	Approve Grant of Rights to Graeme Whickman	Mgmt	For	For
5	Approve Grant of Restricted Shares to Graeme Whickman	Mgmt	For	For
6	Approve Financial Assistance for Banking Facilities and AutoPacific Group Acquisition	Mgmt	For	For

Guidewire Software, Inc.

Meeting Date: 12/20/2022

Country: USA

Meeting Type: Annual

Ticker: GWRE

Primary ISIN: US40171V1008

Primary SEDOL: B7JYSG3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Marcus S. Ryu	Mgmt	For	For
1b	Elect Director Paul Lavin	Mgmt	For	For
1c	Elect Director Mike Rosenbaum	Mgmt	For	For

Guidewire Software, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1d	Elect Director David S. Bauer	Mgmt	For	For		
1e	Elect Director Margaret Dillon	Mgmt	For	For		
1f	Elect Director Michael C. Keller	Mgmt	For	For		
1g	Elect Director Catherine P. Lego	Mgmt	For	For		
1h	Elect Director Rajani Ramanathan	Mgmt	For	For		
2	Ratify KPMG LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have he bringing in a new auditing firm.	ad the same auditor for	a period of over 10 years should consider a p	lan or tender process for		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e 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. 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.					
4	Provide Right to Call Special Meeting	Mgmt	For	For		
5	Amend Certificate of Incorporation to Permit the Exculpation of Officers	Mgmt	For	For		
6	Amend Omnibus Stock Plan	Mgmt	For	Against		
	shareholder value over a sufficiently long should be clearly disclosed and include i	g period of time defined cobust and stretching po g period of time. Also, o	robust performance targets that reward strong of as at least three years. In addition, incentive performance targets to reward strong performa on early termination, all share-based awards so of control.	awards to executives nce and drive		

GWA Group Limited

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

Meeting Type: Annual

Primary ISIN: AU000000GWA4 Primary SEDOL: 6392949

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Elect Stephen Goddard as Director	Mgmt	For	For	
2	Elect John Mulcahy as Director	Mgmt	For	For	
3	Elect Richard Thornton as Director	Mgmt	For	Against	
	Voter Rationale: The audit committee simpartiality and effectiveness.	hould be fully inde	ependent and this director's n	nembership could hamper the committee's	
4	Approve Remuneration Report	Mgmt	For	For	
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Further, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.				
5	Approve Grant of Performance Rights Urs Meyerhans	o Mgmt	For	For	

Hamamatsu Photonics KK

Meeting Date: 12/16/2022

Country: Japan

Meeting Type: Annual

Ticker: 6965

Primary ISIN: JP3771800004

Primary SEDOL: 6405870

roposal umber	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
3.1	Elect Director Hiruma, Akira	Mgmt	For	For
3.2	Elect Director Suzuki, Kenji	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board ind	dependence to ensure appropriate balance o	f independence and
3.3	Elect Director Maruno, Tadashi	Mgmt	For	For
3.4	Elect Director Kato, Hisaki	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board ind	dependence to ensure appropriate balance o	f independence and
3.5	Elect Director Suzuki, Takayuki	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board ind	dependence to ensure appropriate balance of	f independence and
3.6	Elect Director Mori, Kazuhiko	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board ind	dependence to ensure appropriate balance o	f independence and
3.7	Elect Director Kodate, Kashiko	Mgmt	For	For
3.8	Elect Director Koibuchi, Ken	Mgmt	For	Against
	Voter Rationale: The board should establi objectivity.	ish one-third board ind	dependence to ensure appropriate balance of	f independence and
3.9	Elect Director Kurihara, Kazue	Mgmt	For	For
3.10	Elect Director Hirose, Takuo	Mgmt	For	For

Hansen Technologies Limited

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: HSN

Primary ISIN: AU000000HSN3

Primary SEDOL: 6243252

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

Hansen Technologies Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Voter Rationale: Significant salary increase executive directors. Also, the remuneration which would be more effective in retaining aligned. Further, the remuneration report board should articulate how bonus payme underpin long-term incentive plans.	n committee should g executives and ens does not articulate l	consider deferring a proportion of the an suring that the annual and long-term perl how executives performed against historic	nual cash bonus into shares formance objectives are performance targets. The
2	Elect Bruce Adams as Director	Mgmt	For	For
3	Elect Lisa Pendlebury as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Andrew Hansen	Mgmt	For	For
5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For
6	Approve Performance Rights Plan	Mgmt	None	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.			

Harvey Norman Holdings Limited

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

Meeting Type: Annual

Primary ISIN: AU000000HVN7 Primary SEDOL: 6173508

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	For		
	multiple performance criteria that refi should stagger vesting to reward prog performed against historic performan well as outlining forward-looking targ	ect both absolute and a pressively better perfor te targets. The board ets that underpin long- annual cash bonus int	relative financial metrics rathe mance. Also, the remuneratio should articulate how bonus p term incentive plans. Further, o shares which would be mor	ompanies should base vesting levels on er than a single performance criterion, and on report does not articulate how executives payments reflect prior year performance, as the remuneration committee should re effective in retaining executives and		
3	Elect Kay Lesley Page as Director	Mgmt	For	For		
4	Elect Kenneth William Gunderson-Brig as Director	ggs Mgmt	For	Against		
	Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Additionally, 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.					
5	Elect David Matthew Ackery as Direct	or Mgmt	For	For		
6	Elect Maurice John Craven as Directo	r Mgmt	For	For		

Harvey Norman Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
7	Approve Grant of Performance Rights to Gerald Harvey and Permit to Acquire Shares in the Company	Mgmt	For	For			
		both absolute and relati	p performance target. Companies should base we financial metrics rather than a single perfor re.				
8	Approve Grant of Performance Rights to Kay Lesley Page and Permit to Acquire Shares in the Company	Mgmt	For	For			
	Voter Rationale: The long-term incentive , multiple performance criteria that reflect i should stagger vesting to reward progress	both absolute and relati	performance target. Companies should base we financial metrics rather than a single perfor re.	vesting levels on mance criterion, and			
9	Approve Grant of Performance Rights to David Matthew Ackery and Permit to Acquire Shares in the Company	Mgmt	For	For			
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.						
10	Approve Grant of Performance Rights to John Evyn Slack-Smith and Permit to Acquire Shares in the Company	Mgmt	For	For			
		both absolute and relati	p performance target. Companies should base we financial metrics rather than a single perfor te.				
11	Approve Grant of Performance Rights to Chris Mentis and Permit to Acquire Shares in the Company	Mgmt	For	For			
		both absolute and relati	p performance target. Companies should base we financial metrics rather than a single perfor re.				

HDFC Bank Limited

Meeting Date: 11/25/2022 Country: India Ticker: 500180

Meeting Type: Court

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

Healius Limited

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

Meeting Type: Annual

Primary ISIN: AU0000033359

Primary SEDOL: BFZYRL1

Healius Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	For		
				med against historic performance targets. The as outlining forward-looking targets that		
3	Elect Gordon Davis as Director	Mgmt	For	For		
4	Elect John Mattick as Director	Mgmt	For	For		
5	Approve Long-Term Incentive Plan	Mgmt	For	For		
	Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
6	Approve Issuance of Securities to Malcolm Parmenter	Mgmt	For	For		
7	Approve Grant of Share Rights to Non-Executive Directors	Mgmt	None	For		
8	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For		

Hellenic Telecommunications Organization SA

Meeting Date: 11/01/2022 Country: Greece Ticker: HTO

Meeting Type: Extraordinary Shareholders

Primary ISIN: GRS260333000 Primary SEDOL: 5051605

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Business	Mgmt		
1	Approve Spin-Off Agreement	Mgmt	For	For
2	Approve Cancellation of Repurchased Shares	Mgmt	For	For
3	Receive Report of Independent Directors	Mgmt		
4	Various Announcements	Mgmt		

HKBN Ltd.

Meeting Date: 12/16/2022 Country: Cayman Islands Ticker: 1310

Meeting Type: Annual

Primary ISIN: KYG451581055 Primary SEDOL: BW0DD81

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 Ni Quiaque Lai as Director	Mgmt	For	For
3a2	Elect Agus Tandiono as Director	Mgmt	For	For
3a3	Elect Shengping Yu as Director	Mgmt	For	For
3a4	Elect Bradley Jay Horwitz as Director	Mgmt	For	Against
			than one external directorships to ensure the nexpected company situations requiring subst	
3a5	Elect Edith Manling Ngan as Director	Mgmt	For	For
3a6	Elect Stanley Chow as Director	Mgmt	For	For
3b	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve KPMG 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		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	Approve Amendments to the Amended and Restated Memorandum and Articles of Association	Mgmt	For	For

Home Consortium Limited

Meeting Date: 11/23/2022 Country: Australia

Meeting Type: Annual

Ticker: HMC

Primary ISIN: AU0000058943

Primary SEDOL: BJRBL61

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

Home Consortium Limited

Proposal Text

Proposal Number

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Meeting Type: Annu	al 	Primary ISIN: AU000000HUB4	Primary SEDOL: BD4T5X1
Meeting Date:	•	-1	Ticker: HUB	
HUB24 L	_imited			
11	Approve Issuance of New Options to Trisfall Proprietary Ltd	Mgmt	For	For
10	Approve Issuance of New Options to JMAC International Pty Ltd	Mgmt	For	For
9	Approve Issuance of New Options to Beauvale Pty Ltd	Mgmt	For	For
8	Approve Issuance of New Options to Alara Pty Ltd and Frilara Pty Ltd	Mgmt	For	For
7	Approve Issuance of New Options to Aurrum Holdings Pty Ltd	Mgmt	For	For
6	Approve Re-insertion of Proportional Takeover Bid Provisions	Mgmt	For	For
5	Appoint KPMG as Auditor of the Company	Mgmt	For	For
4	Approve the Change of Company Name to HMC Capital Limited	Mgmt	For	For
3	Approve Issuance of Performance Rights to David Di Pilla	Mgmt	For	For
	Voter Rationale: The audit committee show impartiality and effectiveness.	uld be fully indepe	endent and this director's membership could h	amper the committee's
2	Elect Gregory Hayes as Director	Mgmt	For	Against
	should be linked to material changes in the awards should be clearly linked to perform directors as a normal part of their jobs. All performance targets. The board should a forward-looking targets that underpin long	e business or in the nance and demons so, the remunerat naticulate how bonu naterm incentive po naters which woul	or a sufficiently long period of time. In additional role and responsibilities of executive directors are role and responsibilities of executive directors are shareholder value creation in addition to ion report does not articulate how executives as payments reflect prior year performance, as lans. Last, the remuneration committee should be more effective in retaining executives and	ors. Likewise, all exceptional or and above that expected of performed against historic or well as outlining d consider deferring a

Mgmt Rec

Proponent

Vote Instruction

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	addition to and above that expected of dir periods or allow re-testing of performance salary increases should be linked to mater the remuneration report does not articulate	rectors as a normal part targets because this wi tial changes in the busin te how executives perfo	performance and demonstrate shareholder v of their jobs. Furthermore, companies shout eakens the effectiveness of incentive scheme. ess or in the role and responsibilities of exect rmed against historic performance targets. The well as outlining forward-looking targets that	d not extend vesting s. Likewise, significant utive directors. Lastly, ne board should
2	Elect Bruce Higgins as Director	Mgmt	For	For

HUB24 Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve HUB24 Performance Rights Plan	Mgmt	For	Against
	reward strong performance and drive sha equity incentives should not be granted to management accountable. Also, all excep creation in addition to and above that exp	reholder value over a su o non-executive directors otional awards should be pected of directors as a l	disclosed and include robust and stretching p ifficiently long period of time. Moreover, varia is as this may compromise their independence is clearly linked to performance and demonstra normal part of their jobs. Additionally, the ren ie the board to recoup pay following gross miss	ble remuneration and and ability to hold te shareholder value nuneration committee
4	Approve Issuance of Performance Rights to Andrew Alcock	Mgmt	For	Against
	effectiveness of incentive schemes. Also,	discounted equity award	allow re-testing of performance targets becau ds undermine employee incentive strategy and be clearly disclose and not misleading to shard	d are not aligned with

Ideanomics, Inc.

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

Meeting Type: Annual

Primary ISIN: US45166V1061 Primary SEDOL: BHHVJP2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Alfred P. Poor	Mgmt	For	For		
	Voter Rationale: We oppose dual class to allow for equal voting rights among		red or enhanced voting rights. T	The company should amend its structure		
1.2	Elect Director Shane McMahon	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. Also, we oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders					
1.3	Elect Director James S. Cassano	Mgmt	For	Withhold		
	appropriate balance of independence require absolute independence. The a	and objectivity.Also, di udit committee should ness.The compensation	rectors with long board tenures be fully independent and this di	dent non-executive directors to ensure should not serve on committees that irector's membership could hamper the dent and this director's membership could		
1.4	Elect Director Jerry Fan	Mgmt	For	For		
1.5	Elect Director Harry Edelson	Mgmt	For	Withhold		
	Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size.					
2	Ratify Grassi & Co., CPAs, P.C. as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have bringing in a new auditing firm.	e had the same auditor	for a period of over 10 years sh	nould consider a plan or tender process f		

Ideanomics, Inc.

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
3	Amend Omnibus Stock Plan	Mgmt	For	Against			
	rewarded for below-average performance compensation packages that build share the stock price has fallen undermines and the plan improperly allows for accelerate fail to reward performance. Rather, equitionally to the extent that performance conditution. Also, incentive plans that allow the second seco	rgets; performance rtcomes against its e. These and other holder value over ti ye employee incenti ed vesting for an ov ty should be rolled ditions are met or i for loans to exercise	triggers for equity awards; us, appropriate peer group; and so approaches will ensure that the ime. In addition, reducing the so we strategy and is not aligned verly broad range of corporate forward into any successor corf an executive loses his job. Fure options are inconsistent with	ing different metrics for the short and etting awards so that executives are not the compensation committee designs strike price of options already granted after with the interests of shareholders. Moreover, restructuring scenarios and such provisions mpany, or vest in a time-apportioned fashion or thermore, this plan could lead to excessive			
4	Approve Issuance of Shares Pursuant to the Standby Equity Purchase Agreement		For	For			
5	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against			
	disclosed and stretching performance tal long-term plans; measuring company ou rewarded for below-average performanc compensation packages that build share performance conditions. At least 50% is time pro-rated and tested for performan should be clearly disclosed and include r shareholder value over a sufficiently long demonstrate shareholder value creation	Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. In addition, a larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Furthermroe, 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 timeAlso, 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, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors					
6	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year			
7	Approve Issuance of Shares for a Private Placement	e Mgmt	For	Against			
	Voter Rationale: The issuance of shares	with impaired/enha	nnced voting rights violates the	principle of one share, one vote.			

IDP Education Limited

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

Meeting Type: Annual

Primary ISIN: AU000000IEL5 Primary SEDOL: BDB6DD1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Peter Polson as Director	Mgmt	For	Against

IDP Education Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.				
2b	Elect Greg West 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.				
2c	Elect Tracey Horton as Director	Mgmt	For	For	
2d	Elect Michelle Tredenick as Director	Mgmt	For	For	
3	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, performance shares should be linked to clear and stretching performance targets that reflect both absolute and relative performance. Finally, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors.				
4a	Approve Grant of Performance Rights to Tennealle O'Shannessy	Mgmt	For	For	
4b	Approve Grant of Service Rights to Tennealle O'Shannessy	Mgmt	For	For	
5	Approve the Amendments to the Company's Constitution	Mgmt	For	For	
6	Approve Renewal of Proportional Takeover Provision	Mgmt	For	For	
7	Approve the Conditional Spill Resolution	Mgmt	Against	Against	

IGO Ltd.

Meeting Date: 11/17/2022 Country: Australia

iti y. Australia

Meeting Type: Annual

Ticker: IGO

Primary ISIN: AU000000IGO4 Primar

Primary SEDOL: 6439567

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Tracey Arlaud as Director	Mgmt	For	For
2	Elect Justin Osborne as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
			v executives performed against historic perfor erformance, as well as outlining forward-lookil	
4	Approve Issuance of Service Rights to Peter Bradford	Mgmt	For	For

IGO Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of Performance Rights and Options to Peter Bradford	Mgmt	For	Against
	reward strong performance and drive shall	reholder value over a su	disclosed and include robust and stretching pufficiently long period of time. However, share, from the voting ballot at this year's AGM cons	holder expectations are
6	Approve Termination Payment to Dan Lougher	Mgmt	For	For
7	Approve IGO Employee Incentive Plan	Mgmt	For	Against
	Voter Rationale: Variable remuneration an compromise their independence and ability		uld not be granted to non-executive directors accountable.	as this may
8	Approve Increase of Non-Executive Director Fee Pool	Mgmt	None	For
9	Approve Renewal of the Proportional Takeover Provisions	Mgmt	For	For
10	Approve the Provision of Financial Assistance in Relation to the Acquisition	Mgmt	For	For

Imdex Limited

Meeting Date: 10/06/2022

Country: Australia

Meeting Type: Annual

Ticker: IMD

Primary ISIN: AU000000IMD5

Primary SEDOL: 6462154

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Sally-Anne Layman as Director	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	Approve Remuneration Report	Mgmt	For	For
			v executives performed against historic perfor erformance, as well as outlining forward-looki	

Imugene Limited

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

Meeting Type: Annual

Primary ISIN: AU000000IMU9 Primary SEDOL: 6931115

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mamt	None	Against

Imugene Limited

Proposal Mgmt Vote
Number Proposal Text Proponent Rec Instruction

Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Additionally, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Furthermore, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Lastly, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wronafully obtained in such manner are repaid to it.

2 Elect Paul Hopper 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. 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.

 Elect Lesley Russell as Director
 Mgmt
 For
 For

 Elect Jens Eckstein as Director
 Mgmt
 For
 For

 Elect Jakob Dupont 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.

Approve Issuance of 3 Million Incentive Mgmt None Against Options to Leslie Chong

Voter Rationale: This plan could lead to excessive dilution. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Furthermore, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Lastly, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Approve Issuance of 17.30 Million Mgmt None Against Incentive Options to Leslie Chong

Voter Rationale: This plan could lead to excessive dilution. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Furthermore, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Lastly, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Imugene Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve Issuance of Incentive Options to Paul Hopper	Mgmt	None	Against
	and ability to hold management accounta Companies should base vesting levels on than a single performance criterion, and should put in place a procedure which wo	e targets to rewar hould not be gran able. Furthermore, multiple performa should stagger ves ould enable it, sho cutive directors an	In strong performance and drive ted to non-executive directors as the long-term incentive plan is i the criteria that reflect both abs sting to reward progressively bet ald it identify any facts of manip and other key managers which we	shareholder value over a sufficiently long this may compromise their independence linked to a single performance target. Jolute and relative financial metrics rather ter performance. Lastly, the company ulation of reported indicators or other bad re detrimental to the long-term interests of
9	Approve Issuance of Incentive Options to Jens Eckstein	Mgmt	None	Against
	and ability to hold management accounta Companies should base vesting levels on than a single performance criterion, and s should put in place a procedure which wo	e targets to rewar hould not be gran ible. Furthermore, multiple performa should stagger ves ould enable it, sho cutive directors an	In strong performance and drive ted to non-executive directors as the long-term incentive plan is i the criteria that reflect both abs sting to reward progressively bet and it identify any facts of manip and other key managers which we	shareholder value over a sufficiently long this may compromise their independence linked to a single performance target. olute and relative financial metrics rather ter performance. Lastly, the company ulation of reported indicators or other bad re detrimental to the long-term interests of
10	Approve Issuance of Incentive Options to Lesley Russell	Mgmt	None	Against
	and ability to hold management accounta Companies should base vesting levels on than a single performance criterion, and s should put in place a procedure which wo	e targets to rewar hould not be gran bble. Furthermore, multiple performa should stagger ves ould enable it, sho cutive directors an	In strong performance and drive ted to non-executive directors as the long-term incentive plan is i the criteria that reflect both abs sting to reward progressively bet and it identify any facts of manip and other key managers which we	shareholder value over a sufficiently long this may compromise their independence linked to a single performance target. olute and relative financial metrics rather ter performance. Lastly, the company ulation of reported indicators or other bad re detrimental to the long-term interests o
11	Approve Issuance of Incentive Options to Charles Walker	Mgmt	None	Against
	and ability to hold management accounta Companies should base vesting levels on than a single performance criterion, and s should put in place a procedure which wo	e targets to rewar hould not be gran- ble. Furthermore, multiple performa should stagger ves ould enable it, sho cutive directors an	In strong performance and drive ted to non-executive directors as the long-term incentive plan is i the criteria that reflect both abs sting to reward progressively bet and it identify any facts of manip and other key managers which we	shareholder value over a sufficiently long this may compromise their independence linked to a single performance target. olute and relative financial metrics rather ter performance. Lastly, the company ulation of reported indicators or other bad re detrimental to the long-term interests or
12	Approve Issuance of 400,000 Incentive Options to Jakob Dupont	Mgmt	None	Against
	and ability to hold management accounta Companies should base vesting levels on than a single performance criterion, and s	e targets to rewar hould not be gran bble. Furthermore, multiple performa should stagger ves	d strong performance and drive ted to non-executive directors as the long-term incentive plan is i ance criteria that reflect both abs sting to reward progressively bet	shareholder value over a sufficiently long s this may compromise their independence linked to a single performance target. olute and relative financial metrics rather

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.

Imugene Limited

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13	Approve Issuance of 1.70 Million Incentive Options to Jakob Dupont	Mgmt	None	Against
	period of time. Moreover, share options sl and ability to hold management accounta. Companies should base vesting levels on than a single performance criterion, and s should put in place a procedure which wo	e targets to reward hould not be grant ble. Furthermore, multiple performa hould stagger ves auld enable it, shou tutive directors and	d strong performance and dr ted to non-executive director, the long-term incentive plan nce criteria that reflect both ting to reward progressively uld it identify any facts of ma d other key managers which	ive shareholder value over a sufficiently long is as this may compromise their independence is linked to a single performance target. absolute and relative financial metrics rather better performance. Lastly, the company nipulation of reported indicators or other bad were detrimental to the long-term interests of
14	Ratify Past Issuance of Shares and New Options to Two Sophisticated Investors	Mgmt	For	For
15	Approve Increase in Non-Executive Directors' Fee Pool	Mgmt	None	For
16	Approve Employee Share Option Plan	Mgmt	None	Against
	period of time. Moreover, share options sl and ability to hold management accounta. Companies should base vesting levels on than a single performance criterion, and s	e targets to reward hould not be grant ble. Furthermore, multiple performa hould stagger ves	d strong performance and dr ted to non-executive director, the long-term incentive plan nce criteria that reflect both ting to reward progressively	ive shareholder value over a sufficiently long is as this may compromise their independence is linked to a single performance target. absolute and relative financial metrics rather

Primary ISIN: GB00B61TVQ02 Primary SEDOL: B61TVQ0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Acquisition of Derco	Mgmt	For	For

Infosys Limited

Meeting Date: 12/02/2022 Country: India

Meeting Type: Special

Ticker: 500209

Primary ISIN: INE009A01021 Primary SEDOL: 6205122

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Postal Ballot	Mgmt		

Infosys Limited

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

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

Infrastrutture Wireless Italiane SpA

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

Meeting Type: Extraordinary Shareholders

Primary ISIN: IT0005090300 Primary SEDOL: BZ0P4R4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Business	Mgmt		
	Management Proposal	Mgmt		
1	Amend Company Bylaws Re: Article 10	Mgmt	For	Against
	Voter Rationale: In-person shareholder m physical meeting of the shareholders, and	•	al scruitiny of boards and management. There e company should attend.	should be an annual
	Ordinary Business	Mgmt		
	Appoint Directors (Slate Election) - Choose One of the Following Slates	Mgmt		
2.1	Slate Submitted by Central Tower Holding Company BV	SH	None	Against
			Shareholders can support only one slate These of minority shareholders and carry out an in	
2.2	Slate Submitted by Daphne 3 SpA	SH	None	Against
2.3	Slate Submitted by Institutional Investors (Assogestioni)	SH	None	For
	Shareholder Proposal Submitted by Daphne 3 SpA	Mgmt		
3	Fix Board Terms for Directors	SH	None	For
	Management Proposals	Mgmt		
4	Approve Remuneration of Directors	Mgmt	For	For
5	Amend Remuneration Policy	Mgmt	For	Against
	Votor Pationalas Incontiva awards to ava	cutives should be slear	by disclosed and include rebust and stratching	norformanco targoto to

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, remuneration committee should not allow vesting of incentive awards for below median performance. Further, companies should consider introducing deferral element and clawback provisions to the short- and long-term incentive schemes in line with market best practice.

Ingenia Communities Group

Meeting Date: 11/17/2022

Country: Australia **Meeting Type:** Annual

Ticker: INA

Primary ISIN: AU000000INA9

Primary SEDOL: B84GSC7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, the remuneration	n report does not articu	material changes in the business or in the role ulate how executives performed against histor var performance, as well as outlining forward-l	ic performance targets.
3.1	Elect John McLaren as Director	Mgmt	For	For
3.2	Elect Robert Morrison as Director	Mgmt	For	For
4	Approve Grant of Fixed Remuneration Rights, Short-Term Incentive Plan Rights and Long-Term Incentive Plan Rights to Simon Owen	Mgmt	For	For
5	Approve Revised Director's Deed	Mgmt	None	For
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For

Inghams Group Limited

Meeting Date: 11/08/2022

Country: Australia **Meeting Type:** Annual

Ticker: ING

Primary ISIN: AU000000ING6

Primary SEDOL: BZCNHW2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Robyn Stubbs as Director	Mgmt	For	For
3	Elect Timothy Longstaff as Director	Mgmt	For	For
4	Elect Robert Gordon as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	For
6	Approve One-off Grant of Performance Rights to Andrew Reeves	Mgmt	For	Against

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

Insignia Financial Ltd.

Meeting Date: 11/10/2022

Country: Australia

Ticker: IFL

Meeting Type: Annual

Primary ISIN: AU0000001FL2 Primary SEDOL: 6714394

Insignia Financial Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Michelle Somerville as Director	Mgmt	For	For
2b	Elect John Selak as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sh vesting periods or allow re-testing of pe remuneration report does not articulate	areholder value over a rformance targets beca how executives perfori	rly disclosed and include robust and stretching sufficiently long period of time. Also, compan- use this weakens the effectiveness of incentiv- ned against historic performance targets. The outlining forward -looking targets that under	es should not extend e schemes. Last, the board should articulate
4	Approve Grant of Performance Rights to Renato Mota	Mgmt	For	Against
			rly disclosed and include robust and stretching sufficiently long period of time. Also, the long	, ,

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

insource Co., Ltd.

Meeting Date: 12/16/2022 Country: Japan Tic

Meeting Type: Annual

Ticker: 6200

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 21.5	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Funahashi, Takayuki	Mgmt	For	For
3.2	Elect Director Kawabata, Kumiko	Mgmt	For	For
3.3	Elect Director Fujimoto, Shigeo	Mgmt	For	For
3.4	Elect Director Sawada, Tetsuya	Mgmt	For	For
3.5	Elect Director Kanai, Daisuke	Mgmt	For	For
3.6	Elect Director Fujioka, Hidenori	Mgmt	For	For
3.7	Elect Director Kambayashi, Norio	Mgmt	For	For
3.8	Elect Director Hirotomi, Katsuko	Mgmt	For	For
4	Appoint Statutory Auditor Nakahara, Kunihiro	Mgmt	For	For

Insurance Australia Group Ltd.

Meeting Date: 10/21/2022

Country: Australia
Meeting Type: Annual

Ticker: IAG

Primary ISIN: AU000000IAG3

Primary SEDOL: 6271026

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Tom Pockett as Director	Mgmt	For	For
2	Elect Helen Nugent as Director	Mgmt	For	For
3	Elect George Savvides as Director	Mgmt	For	For
4	Elect Scott Pickering as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	Against
		awards should be clearly	material changes in the business or in the role v linked to performance and demonstrate shar part of their jobs.	
6	Approve Grant of Deferred Award Rights and Executive Performance Rights to Nick Hawkins	Mgmt	For	For
7	Approve the Spill Resolution	Mgmt	Against	Against

Intapp, Inc.

Meeting Date: 11/15/2022

Country: USA

Meeting Type: Annual

Ticker: INTA

Primary ISIN: US45827U1097

Primary SEDOL: BP7L594

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Beverly Allen	Mgmt	For	For
1.2	Elect Director Nancy Harris	Mgmt	For	For
1.3	Elect Director Derek Schoettle	Mgmt	For	Withhold
	supermajority vote requirement to er	nact certain changes t	o the governing documents, each	equirement, the classified board and the of which adversely impacts shareholder
1.4	supermajority vote requirement to er rights. Also, directors are elected in c	nact certain changes t classes rather than an	o the governing documents, each nually, but shareholders should h	
1.4	supermajority vote requirement to en rights. Also, directors are elected in a directors regularly on their performance. Elect Director Marie Wieck Voter Rationale: Changes in company to shareholder approval. Specifically,	nact certain changes to classes rather than and nce. The board should Mgmt or bylaws or articles of the board's failure to	to the governing documents, each nually, but shareholders should he take immediate steps to declass For Tincorporation should not erode so remove, or subject to a sunset re	of which adversely impacts shareholder ave the opportunity to communicate with ify itself, thereby enhancing accountability

Invincible Investment Corp.

Meeting Date: 12/20/2022

Country: Japan

Meeting Type: Special

Ticker: 8963

Primary ISIN: JP3046190009

Primary SEDOL: B00STP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet - Amend Asset Management Compensation	Mgmt	For	For
2	Elect Executive Director Fukuda, Naoki	Mgmt	For	For
3	Elect Alternate Executive Director Ichiki, Naoto	Mgmt	For	For
4.1	Elect Supervisory Director Tamura, Yoshihiro	Mgmt	For	For
4.2	Elect Supervisory Director Fujimoto, Hiroyuki	Mgmt	For	For

ioneer Ltd.

Meeting Date: 11/04/2022

Country: Australia

Meeting Type: Annual

Ticker: INR

Primary ISIN: AU0000028946

Primary SEDOL: BGYBHZ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	addition to and above that expected of dir disclosed and include robust and stretchin suffciently long period of time. In addition role and responsibilities of executive direct	rectors as a normal par og performance targets of, significant salary incr tors. Last, the remuner should articulate how b	o performance and demonstrate shareholder t of their jobs. Also, incentive awards to exec to reward strong performance and drive shar eases should be linked to material changes in ation report does not articulate how executiv onus payments reflect prior year performance	utives should be clearly reholder value over a o the business or in the res performed against
3a	Elect Alan Davies as Director	Mgmt	For	For
3b	Elect Stephen Gardiner as Director	Mgmt	For	For
4 a	Approve Issuance of Performance Rights to James D. Calaway in Lieu of Directors' Fees	Mgmt	For	For
4b	Approve Issuance of Performance Rights to Alan Davies in Lieu of Directors' Fees	Mgmt	For	For
4c	Approve Issuance of Performance Rights to Stephen Gardiner in Lieu of Directors' Fees	Mgmt	For	For
4d	Approve Issuance of Performance Rights to Rose McKinney-James in Lieu of Directors' Fees	Mgmt	For	For

ioneer Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4e	Approve Issuance of Performance Rights to Margaret R. Walker in Lieu of Directors' Fees	Mgmt	For	For		
5	Approve Grant of Performance Rights to Bernard Rowe	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.					
6	Approve Grant of Performance Rights to James D. Calaway	Mgmt	For	Against		
	Voter Rationale: Incentive awards to execute reward strong performance and drive sha	,	v disclosed and include robust and stretching purificiently long period of time.	performance targets to		

IPH Limited

Meeting Date: 11/17/2022

Country: Australia

Meeting Type: Annual

Ticker: IPH

Primary ISIN: AU000000IPH9

Primary SEDOL: BS7K5S1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a	Elect John Atkin as Director	Mgmt	For	For
3b	Elect Jingmin Qian as Director	Mgmt	For	For
3c	Elect Vicki Carter as Director	Mgmt	For	For
4	Ratify the Past Issuance of Consideration Shares to Smart & Biggar Vendors	Mgmt	For	For
5	Approve the Incentive Plan	Mgmt	For	Against
		es should have clearly	employees should be submitted to shareholde disclosed and stretching performance targets	
6	Approve Grant of Performance Rights to Andrew Blattman	Mgmt	For	For
		ooth absolute and relati	e performance target. Companies should base ive financial metrics rather than a single perfo ce.	
7	Approve the Remuneration Report	Mgmt	For	For
	multiple performance criteria that reflect be should stagger vesting to reward progress	ooth absolute and relati vively better performand orgets. The board shou	e performance target. Companies should base we financial metrics rather than a single perfo ce. Also, the remuneration report does not art ld articulate how bonus payments reflect prio incentive plans.	rmance criterion, and iculate how executives

Jack Henry & Associates, Inc.

Meeting Date: 11/15/2022 Country: USA

Meeting Type: Annual

Ticker: JKHY

Primary ISIN: US4262811015 Primary SEDOL: 2469193

Jack Henry & Associates, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.1	Elect Director David B. Foss	Mgmt	For	For			
	important for securing a proper balance b should appoint a Lead Independent Direct ensure orderly succession process for the	etween executives and tor to establish approp e Chairman, and act as	y different and generally should be separated of outside shareholders and preserving accoun riate checks and balances on the Board, supp a point of contact for shareholders, non-exec ough the board Chairman are considered inapp	tability. Also, the board ort the Chairman, cutive directors and			
1.2	Elect Director Matthew C. Flanigan	Mgmt	For	Withhold			
	committee should be fully independent an The compensation committee should be in	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, this director is not sufficiently independent to serve as the independent lead director.					
1.3	Elect Director Thomas H. Wilson, Jr.	Mgmt	For	For			
1.4	Elect Director Jacque R. Fiegel	Mgmt	For	For			
1.5	Elect Director Thomas A. Wimsett	Mgmt	For	For			
1.6	Elect Director Laura G. Kelly	Mgmt	For	For			
1.7	Elect Director Shruti S. Miyashiro	Mgmt	For	For			
1.8	Elect Director Wesley A. Brown	Mgmt	For	For			
1.9	Elect Director Curtis A. Campbell	Mgmt	For	For			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against			
	Voter Rationale: The remuneration commic considered to be rewarding under perform		vesting of incentive awards for below median	performance as this is			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For			

James Hardie Industries Plc

Meeting Date: 11/03/2022

Country: Ireland

Ticker: JHX

Meeting Type: Annual

Primary ISIN: AU000000JHX1 Primary SEDOL: B60QWJ2

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

James Hardie Industries Plc

Proposal Text

Proposal Number

2	Approve the Remuneration Report	Mgmt	For	Against
	addition to and above that expected of di disclosed and include robust and stretchin suffciently long period of time. In addition performance. Moreover, the remuneration The board should articulate how bonus punderpin long-term incentive plans. Last,	irectors as a norm ng performance to n, remuneration on n report does not ayments reflect p the remuneration	nal part of their jobs. Also, argets to reward strong po committee should not allov articulate how executives prior year performance, as n committee should consid	demonstrate shareholder value creation in incentive awards to executives should be clearly erformance and drive shareholder value over a wasting of incentive awards for below median performed against historic performance targets. Well as outlining forward-looking targets that the deferring a proportion of the annual cashing that the annual and long-term performance
a	Elect Peter John Davis as Director	Mgmt	For	For
	Elect Aaron Erter as Director	Mgmt	For	For
	Elect Anne Lloyd as Director	Mgmt	For	For
I	Elect Rada Rodriguez as Director	Mgmt	For	For
	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For
	Voter Rationale: Companies who have ha bringing in a new auditing firm.	d the same audit	or for a period of over 10	years should consider a plan or tender process fo
5	Approve Grant of Return on Capital Employed Restricted Stock Units to Aaron Erter	Mgmt	For	Against
		reholder value ov	ver a sufficiently long perio	de robust and stretching performance targets to od of time. Moreover, remuneration committee
	Approve Grant of Relative Total Shareholder Return Restricted Stock Units to Aaron Erter	Mgmt	For	Against
		reholder value ov	ver a sufficiently long perio	de robust and stretching performance targets to od of time. Moreover, remuneration committee
	Approve Grant of Options to Aaron Erter	Mgmt	For	Against
		reholder value ov	ver a sufficiently long perio	ide robust and stretching performance targets to od of time. Moreover, remuneration committee
	Approve James Hardie 2020 Non-Executive Director Equity Plan	Mgmt	None	For
apan Re	eal Estate Investment (Corp.		
oting Date: 1	2/12/2022 Country lanca	-	Tieken 90E2	

Mgmt Rec

Proponent

Meeting Date: 12/13/2022 Country: Japan

Meeting Type: Special

Ticker: 8952

Primary ISIN: JP3027680002 Primary SEDOL: 6397580

Vote Instruction

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Provisions on Unitholder Meeting Convocation Schedule - Disclose Unitholder Meeting Materials on Internet	Mgmt	For	For

Japan Real Estate Investment Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Executive Director Kato, Jo	Mgmt	For	For
3.1	Elect Alternate Executive Director Kojima, Shojiro	Mgmt	For	For
3.2	Elect Alternate Executive Director Fujino, Masaaki	Mgmt	For	For
4.1	Elect Supervisory Director Takano, Hiroaki	Mgmt	For	For
4.2	Elect Supervisory Director Aodai, Miyuki	Mgmt	For	For
5	Elect Alternate Supervisory Director Suzuki, Norio	Mgmt	For	For

JB Hi-Fi Limited

Meeting Date: 10/27/2022

Country: Australia

Meeting Type: Annual

Ticker: JBH

Primary ISIN: AU000000JBH7

Primary SEDOL: 6702623

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Mark Powell as Director	Mgmt	For	For
2b	Elect Beth Laughton as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
	to reward strong performance and driv	to executives should ve shareholder value	l be clearly disclosed and include e over a sufficiently long period o	robust and stretching performance targets of time. The remuneration report does not
4 a	executive directors. Incentive awards to reward strong performance and drivarticulate how executives performed a prior year performance, as well as out Approve Grant of Restricted Shares to	to executives should re shareholder value gainst historic perfo lining forward-lookin	l be clearly disclosed and include e over a sufficiently long period o rmance targets. The board shot	robust and stretching performance target of time. The remuneration report does not uld articulate how bonus payments reflect
1 a	executive directors. Incentive awards to reward strong performance and drivarticulate how executives performed a prior year performance, as well as out Approve Grant of Restricted Shares to Terry Smart	to executives should ve shareholder value gainst historic perfo lining forward-lookin Mgmt xecutives should be	I be clearly disclosed and include e over a sufficiently long period of rmance targets. The board shou ng targets that underpin long-ten For clearly disclosed and include rol	robust and stretching performance targets of time. The remuneration report does not old articulate how bonus payments reflect orn incentive plans. Against bust and stretching performance targets to

Jins Holdings, Inc.

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

Meeting Type: Annual

11CKC1. 30 10

Primary ISIN: JP3386110005 Primary SEDOL: B18D6G5

Jins Holdings, 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 n physical meeting of the shareholders, an		al scrutiny of boards and management. There company should attend.	should be an annual
2.1	Elect Director Tanaka, Hitoshi	Mgmt	For	For
2.2	Elect Director Tanaka, Ryo	Mgmt	For	For
2.3	Elect Director Kotani, Noboru	Mgmt	For	For
2.4	Elect Director Kokuryo, Jiro	Mgmt	For	For
2.5	Elect Director Hayashi, Chiaki	Mgmt	For	For

Johns Lyng Group Limited

Meeting Date: 11/17/2022

Country: Australia

Ticker: JLG

Meeting Type: Annual

Primary ISIN: AU000000JLG8

Primary SEDOL: BYPHBX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	executive directors. Also, incentive aw targets to reward strong performance remuneration report does not articula	ards to executives sh and drive shareholde te how executives per r performance, as we is should be clearly lin	ould be clearly disclosed and in r value over a suffciently long p formed against historic perforn l as outlining forward-looking t ked to performance and demo	nance targets. The board should articulate targets that underpin long-term incentive		
3	Elect Lindsay Barber as Director	Mgmt	For	For		
4a	Approve Issuance of Performance Rig to Scott Didier	hts Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					
4b	Approve Issuance of Performance Rig to Lindsay Barber	hts Mgmt	For	Against		
	reward strong performance and drive is linked to a single performance targe	shareholder value ove et. Companies should	r a sufficiently long period of t base vesting levels on multiple	bust and stretching performance targets to time. Moreover, the long-term incentive plan e performance criteria that reflect both uld stagger vesting to reward progressively		

Johns Lyng Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4c	Approve Issuance of Performance Rights to Adrian Gleeson	Mgmt	For	Against		
	reward strong performance and drive shar is linked to a single performance target. (reholder value over a s Companies should base	disclosed and include robust and stretching pufficiently long period of time. Moreover, the lowesting levels on multiple performance criterians and should stagger vesting to	ng-term incentive plan a that reflect both		
4d	Approve Issuance of Performance Rights to Philippa Turnbull	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					
4e	Approve Issuance of Performance Rights to Nicholas Carnell	Mgmt	For	Against		
	reward strong performance and drive shar is linked to a single performance target. (reholder value over a s Companies should base	v disclosed and include robust and stretching pufficiently long period of time. Moreover, the low vesting levels on multiple performance criterial mance criterion, and should stagger vesting to	ng-term incentive plan a that reflect both		

Jumbo Interactive Limited

Meeting Date: 11/10/2022 Country: Australia

Meeting Type: Annual

Ticker: JIN

Primary ISIN: AU000000JIN0 Primary SEDOL: 6524474

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Giovanni Rizzo as Director	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to execute reward strong performance and drive shall		disclosed and include robust and stretching pufficiently long period of time.	performance targets to
3	Approve Issuance of STI Director Rights to Mike Veverka	Mgmt	For	For
4	Approve Issuance of LTI Director Rights to Mike Veverka	Mgmt	For	For
5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For
6	Appoint Ernst & Young as Auditor of the Company	Mgmt	For	For
7	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For

Karoon Energy Ltd.

Meeting Date: 11/24/2022

Country: Australia **Meeting Type:** Annual

Ticker: KAR

Primary ISIN: AU000000KAR6

Primary SEDOL: B00SV00

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Carlos Tadeu da Costa Fraga as Director	Mgmt	For	For
2	Elect Clark Davey as Director	Mgmt	For	For
3	Elect Peter Turnbull as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
5			v executives performed against historic perfon erformance, as well as outlining forward-lookin For	
	reward strong performance and drive sharplace a procedure which would enable it,	reholder value over a su should it identify any fa rs and other key manag	disclosed and include robust and stretching prifficiently long period of time. Moreover, the cocts of manipulation of reported indicators or cores which were detrimental to the long-term of manner are repaid to it.	ompany should put in other bad faith actions
6	Approve Issuance of Performance Rights to Julian Fowles	Mgmt	For	For

Kelsian Group Limited

Meeting Date: 10/25/2022

Country: Australia

Meeting Type: Annual

Ticker: KLS

Primary ISIN: AU0000186678 Primary SEDOL: BPBKR80

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	For		
	board should articulate how bonus pay underpin long-term incentive plans. Als facts of manipulation of reported indica	ments reflect prior so, the company sh ators or other bad t	year performance, as well as ould put in place a procedure faith actions on the part of any	d against historic performance targets. The outlining forward-looking targets that which would enable it, should it identify any of its executive directors and other key ure that any funds wrongfully obtained in such		
3	Elect Christopher Smerdon as Director	Mgmt	For	Against		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.					
4	Elect Diane Grady as Director	Mgmt	For	For		
5	Approve Kelsian Group Rights Plan	Mgmt	For	Against		
	Voter Rationale: Incentive awards to ex	xecutives should be	clearly disclosed and include	robust and stretching performance targets to		

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

Kelsian Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Grant of Performance Rights to Clinton Feuerherdt	Mgmt	For	For

Kennametal, Inc.

Meeting Date: 10/25/2022

Country: USA

Meeting Type: Annual

Ticker: KMT

Primary ISIN: US4891701009

Primary SEDOL: 2488121

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph Alvarado	Mgmt	For	For
1.2	Elect Director Cindy L. Davis	Mgmt	For	For
1.3	Elect Director William J. Harvey	Mgmt	For	For
1.4	Elect Director William M. Lambert	Mgmt	For	For
1.5	Elect Director Lorraine M. Martin	Mgmt	For	For
1.6	Elect Director Sagar A. Patel	Mgmt	For	For
1.7	Elect Director Christopher Rossi	Mgmt	For	For
1.8	Elect Director Lawrence W. Stranghoener	Mgmt	For	For
1.9	support the Chairman, ensure orderly succ non-executive directors and senior executi inappropriate. Elect Director Steven H. Wunning			
	Voter Rationale: Directors with long board			
	Voter Rationale: Directors with long board committee should be fully independent and			
2				
2	committee should be fully independent and Ratify PricewaterhouseCoopers LLP as	d this director's me.	mbership could hamper the con	mmittee's impartiality and effectiveness. For
2	committee should be fully independent and Ratify PricewaterhouseCoopers LLP as Auditors Voter Rationale: Companies that have had	d this director's med Mgmt the same auditor f	mbership could hamper the con	mmittee's impartiality and effectiveness. For

Keppel Corporation Limited

Meeting Date: 12/08/2022 Country: Singapore Ticker: BN4

Meeting Type: Extraordinary Shareholders

Primary ISIN: SG1U68934629 Primary SEDOL: B1VQ5C0

Keppel Corporation Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Transaction Involving the Asset Co Transfer and Combination of Keppel Offshore & Marine LTD. and Sembcorp Marine Ltd.	Mgmt	For	For
2	Approve Distribution in Connection with the Transaction	Mgmt	For	For

Kerry Logistics Network Limited

Meeting Date: 12/08/2022 Country: Ber

Country: Bermuda **Meeting Type:** Special Ticker: 636

Primary ISIN: BMG524181036

Primary SEDOL: BH0W286

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve SF Logistics Services Framework Agreement, Proposed SF Annual Caps and Related Transactions	Mgmt	For	For
2	Approve KLN Logistics Services Framework Agreement, Proposed KLN Annual Caps and Related Transactions	Mgmt	For	For

KLA Corporation

Meeting Date: 11/02/2022

Country: USA

Meeting Type: Annual

Ticker: KLAC

Primary ISIN: US4824801009

Primary SEDOL: 2480138

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Robert Calderoni	Mgmt	For	Against		
	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.					
1.2	Elect Director Jeneanne Hanley	Mgmt	For	For		
1.3	Elect Director Emiko Higashi	Mgmt	For	For		

KLA Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.4	Elect Director Kevin Kennedy	Mgmt	For	Against		
	The nomination committee should be ma and effectiveness. Also, executive officers	nd this director's r gjority independent s are expected to i	nembership could hamper the c t and this director's membership hold no more than one external	quire absolute independence. The audit committee's impartiality and effectiveness. It could hamper the committee's impartiality directorships to ensure they have sufficient estuations requiring substantial amounts of		
1.5	Elect Director Gary Moore	Mgmt	For	For		
1.6	Elect Director Marie Myers	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.					
1.7	Elect Director Kiran Patel	Mgmt	For	Against		
		nd this director's r	nembership could hamper the c	quire absolute independence. The audit committee's impartiality and effectiveness. o could hamper the committee's impartiality		
1.8	Elect Director Victor Peng	Mgmt	For	For		
1.9	Elect Director Robert Rango	Mgmt	For	For		
1.10	Elect Director Richard Wallace	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	e 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, 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.					
4	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	SH	Against	For		
	Voter Rationale: Climate change presents ongoing and serious risks to shareholder value. Additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.					

Kogan.com Limited

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

Meeting Type: Annual

Primary ISIN: AU000000KGN2 Primary SEDOL: BYYY339

 Proposal Number
 Proposal Text
 Proponent
 Mgmt Rec
 Vote Instruction

 2
 Approve Remuneration Report
 Mgmt
 None
 Against

Kogan.com Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	reward strong performance and drive does not articulate how executives p reflect prior year performance, as we	e shareholder value ov erformed against hist ell as outlining forward sider deferring a propo	ver a suffciently long period or oric performance targets. The d-looking targets that underpir ortion of the annual cash bonu	robust and stretching performance targets to f time. Moreover, the remuneration report to board should articulate how bonus payments in long-term incentive plans. Likewise, the cus into shares which would be more effective ives are aligned.		
3	Elect Greg Ridder as Director	Mgmt	For	Against		
	Voter Rationale: 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	Adopt New Constitution	Mgmt	For	Against		
	Voter Rationale: In-person sharehold physical meeting of the shareholders			d management. There should be an annual d.		
5	Approve Proportional Takeover	Mgmt	For	For		

Lake Resources N.L.

Provisions

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

Meeting Type: Annual

Primary ISIN: AU000000LKE1 Primary SEDOL: 6397267

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	None	Against		
	reward strong performance and drive s clearly linked to performance and dem normal part of their jobs. Moreover, th performance targets. The board shou forward-looking targets that underpin enable it, should it identify any facts of	shareholder value ove onstrate shareholder e remuneration report ld articulate how bonu long-term incentive pl f manipulation of repo agers which were det	r a suffciently long period of tim value creation in addition to and does not articulate how execut is payments reflect prior year po ans. Lastly, the company should rted indicators or other bad fait	ives performed against historic erformance, as well as outlining I put in place a procedure which would		
2	Approve Employee Awards 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, share-based incentive plans for executives and employees should be submitted to shareholder approval as separate voting items. Incentive awards to executives should have clearly disclosed and stretching performance targets to reward strong performance and long-term value creation. Also, this plan could lead to excessive dilution.					
	,	excessive dilution.				
3	,	excessive dilution. Mgmt	For	Against		
3	creation. Also, this plan could lead to e	Mgmt Anies, the board shoul		Against dent non-executive directors to ensure		

Lake Resources N.L.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
5	Ratify Previous Issuance of Shares to Acuity Capital Investment Management Pty Ltd	Mgmt	For	For		
6	Approve Issuance of Shares to Nicholas Lindsay	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
7	Approve the Amendments to the Company's Constitution	Mgmt	For	Against		
	Voter Rationale: In-person shareholder me physical meeting of the shareholders, and		scrutiny of boards and management. There s	hould be an annual		

Lam Research Corporation

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

Meeting Type: Annual

Primary ISIN: US5128071082 Primary SEDOL: 2502247

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Sohail U. Ahmed	Mgmt	For	For
1b	Elect Director Timothy M. Archer	Mgmt	For	For
1c	Elect Director Eric K. Brandt	Mgmt	For	For
1d	Elect Director Michael R. Cannon	Mgmt	For	For
1e	Elect Director Bethany J. Mayer	Mgmt	For	For
1f	Elect Director Jyoti K. Mehra	Mgmt	For	For
1g	Elect Director Abhijit Y. Talwalkar	Mgmt	For	Against
	Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.			
1h				
1h 1i	to discharge their role properly, particularl	ly during unexpected	company situations requiring substantial amo	unts of time.
	to discharge their role properly, particularly Elect Director Lih Shyng (Rick L.) Tsai	y during unexpected Mgmt Mgmt	company situations requiring substantial amo	<i>unts of time.</i>
1 i	Elect Director Lih Shyng (Rick L.) Tsai Elect Director Leslie F. Varon Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The remuneration commic considered to be rewarding under perform	Mgmt Mgmt Mgmt Mgmt Mgmt ittee should not allownance of peers. Also, of manipulation of rep	company situations requiring substantial amo For For	For For Against performance as this is in place to enable it to

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

Lancaster Colony Corporation

Meeting Date: 11/09/2022

Country: USA

Meeting Type: Annual

Ticker: LANC

Primary ISIN: US5138471033

Primary SEDOL: 2503206

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Barbara L. Brasier	Mgmt	For	For
1.2	Elect Director David A. Ciesinski	Mgmt	For	For
1.3	Elect Director Elliot K. Fullen	Mgmt	For	For
1.4	Elect Director Alan F. Harris	Mgmt	For	Withhold
	Voter Rationale: Boards where more the committee should take action to ensure the risk of entrenchment. Also, directors and the risk of entrenchment.	e an appropriately fi rs with long board t	enures should not serve on com	mittees that require absolute
	committee should take action to ensur the risk of entrenchment. Also, directo independence. The audit committee sl impartiality and effectiveness. The non hamper the committee's impartiality ar independent lead director. In addition,	e an appropriately fi rs with long board to nould be fully indepenination committee and effectiveness. Mo directors are electe	enures should not serve on come andent and this director's membe should be majority independent reover, this director is not suffici d in classes rather than annually,	mittees that require absolute ership could hamper the committee's and this director's membership could ently independent to serve as the
2	committee should take action to ensur the risk of entrenchment. Also, directo independence. The audit committee sl impartiality and effectiveness. The non hamper the committee's impartiality ar independent lead director. In addition, opportunity to communicate with direct	e an appropriately firs with long board to could be fully independention committee and effectiveness. Modificators are elected tors regularly on the	enures should not serve on come andent and this director's membe should be majority independent reover, this director is not suffici d in classes rather than annually,	mittees that require absolute ership could hamper the committee's and this director's membership could ently independent to serve as the but shareholders should have the
2	committee should take action to ensur the risk of entrenchment. Also, directo independence. The audit committee sh impartiality and effectiveness. The non hamper the committee's impartiality at independent lead director. In addition, opportunity to communicate with direct thereby enhancing accountability. Advisory Vote to Ratify Named Execut Officers' Compensation Voter Rationale: Severance payments a separate shareholder approval. In additional directions and the second	e an appropriately firs with long board to be fully independent of the full	enures should not serve on com- indent and this director's membe should be majority independent reover, this director is not suffici d in classes rather than annually, eir performance. The board shou For wo times annual pay. Larger seve thould put clawback provisions in	mittees that require absolute ership could hamper the committee's and this director's membership could iently independent to serve as the is but shareholders should have the ald take immediate steps to declassify itself,

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

Lendlease Global Commercial REIT

Meeting Date: 10/25/2022

Country: Singapore

Meeting Type: Annual

Ticker: JYEU

Primary ISIN: SGXC61949712

Primary SEDOL: BKBPXB5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Report of the Trustee, Statement by the Manager, and Audited Financial Statements and Auditors' Report	Mgmt	For	For
2	Approve KPMG LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
3	Elect Simon John Perrott as Director	Mgmt	For	For

Lendlease Global Commercial REIT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4	Elect Justin Marco Gabbani as Director	Mgmt	For	Against		
	Voter Rationale: The audit committee sho impartiality and effectiveness.	ould be fully independe	ent and this director's membership could hamp	per the committee's		
5	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against		
	Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.					

Lendlease Group

Meeting Date: 11/18/2022

Country: Australia

Ticker: LLC

Meeting Type: Annual

Primary ISIN: AU000000LLC3

Primary SEDOL: 6512004

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2a	Elect Nicholas (Nick) Roland Collishaw as Director	Mgmt	For	For		
2b	Elect David Paul Craig as Director	Mgmt	For	For		
2c	Elect Nicola Wakefield Evans as Director	Mgmt	For	For		
3	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.					
4	Approve Allocation of Performance Rights to Anthony Lombardo	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.					

Lifestyle Communities Ltd.

Meeting Date: 11/15/2022

Country: Australia

Meeting Type: Annual

Ticker: LIC

Primary ISIN: AU000000LIC9

Primary SEDOL: 6137195

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

Lifestyle Communities Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	executive directors. Moreover, incentive at performance targets to reward strong per remuneration report does not articulate h	wards to executives sho formance and drive sha ow executives performe	naterial changes in the business or in the role ould be clearly disclosed and include robust an reholder value over a sufficiently long period of against historic performance targets. The b utlining forward-looking targets that underpin	d stretching of time. Last, the poard should articulate
3	Elect Claire Elizabeth Hatton as Director	Mgmt	For	For
4	Elect Nicola Louise Roxon as Director	Mgmt	For	For

Lifestyle International Holdings Limited

Meeting Date: 11/21/2022 Country: Cayman Islands Ticker: 1212

Meeting Type: Extraordinary Shareholders

Primary ISIN: KYG548561284 Primary SEDOL: B00LN47

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Scheme of Arrangement and Related Transactions	Mgmt	For	For
2	Approve Reduction of the Issued Share Capital by Cancelling and Extinguishing the Scheme Shares, Application of the Credit Arising in the Books of Account and Related Transactions	Mgmt	For	For

Lifestyle International Holdings Limited

Meeting Date: 11/21/2022 Country: Cayman Islands Ticker: 1212

Meeting Type: Court

Primary ISIN: KYG548561284

Primary SEDOL: B00LN47

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	COURT ORDERED MEETING	Mgmt		
1	Approve Scheme of Arrangement	Mgmt	For	For

Link Administration Holdings Limited

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

Meeting Type: Annual

Primary ISIN: AU000000LNK2 Primary SEDOL: BYZBCY3

Link Administration Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Elect Michael Carapiet as Director	Mgmt	For	Against		
		posed by the significan	regard to governance failures among other ma t overlap between former and current icare d			
2	Elect Anne McDonald as Director	Mgmt	For	For		
3	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Lastly, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.					
4	Approve Issuance of Performance Share Rights to Vivek Bhatia	Mgmt	For	For		
5	Approve the Spill Resolution	Mgmt	Against	Against		

Link Administration Holdings Limited

Meeting Date: 12/23/2022 Country: Australia Ticker: LNK

Meeting Type: Extraordinary Shareholders

Primary ISIN: AU000000LNK2 Primary SEDOL: BYZBCY3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Reduction in Capital	Mgmt	For	For

Liontown Resources Limited

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

Meeting Type: Annual

Primary ISIN: AU000000LTR4

Primary SEDOL: B1J89V5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mamt	None	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 options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Moreover, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.

Liontown Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Anthony Cipriano as Director	Mgmt	For	Against
		muneration committee	t and this director's membership could hampe should be independent and this director's me	
3	Elect Shane McLeay as Director	Mgmt	For	For
4	Elect Adrienne Parker as Director	Mgmt	For	For
5	Approve Issuance of Performance Rights to Antonino Ottaviano	Mgmt	For	For
6	Appoint Deloitte Touche Tohmatsu as Auditor of the Company	Mgmt	For	For

LONGi Green Energy Technology Co., Ltd.

Meeting Date: 11/21/2022 Coun

Country: China

Meeting Type: Special

Ticker: 601012

Primary ISIN: CNE100001FR6 Primary SEDOL: B759P50

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	vote Instruction
1	Approve Issuance of GDR and Listing on SIX Swiss Exchange as well as Conversion to an Overseas Fundraising Company	Mgmt	For	For
	APPROVE PLAN ON ISSUANCE OF GDR AND LISTING SIX SWISS EXCHANGE	Mgmt		
2.1	Approve Share Type and Par Value	Mgmt	For	For
2.2	Approve Issue Time	Mgmt	For	For
2.3	Approve Issue Manner	Mgmt	For	For
2.4	Approve Issue Size	Mgmt	For	For
2.5	Approve Scale of GDR in its Lifetime	Mgmt	For	For
2.6	Approve Conversion Rate of GDR and Underlying A Shares	Mgmt	For	For
2.7	Approve Manner of Pricing	Mgmt	For	For
2.8	Approve Target Subscribers	Mgmt	For	For
2.9	Approve Conversion Restriction Period of GDR and Underlying Securities A Shares	Mgmt	For	For
2.10	Approve Underwriting Manner	Mgmt	For	For
3	Approve Resolution Validity Period	Mgmt	For	For
4	Approve Report on the Usage of Previously Raised Funds	Mgmt	For	For
5	Approve Raised Funds Usage Plan	Mgmt	For	For

LONGi Green Energy Technology Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
6	Approve Forward Rollover Profit Distribution Plan	Mgmt	For	For			
7	Approve Authorization of Board to Handle All Related Matters	Mgmt	For	For			
8	Amend Articles of Association and Its Annexes	Mgmt	For	Against			
	Voter Rationale: Changes in company's ar	ticles or by-laws should	l not erode shareholder rights.				
9	Approve Purchase of Liability Insurance and Prospectus Liability Insurance for Directors, Supervisors and Senior Management Members	Mgmt	For	For			
10	Approve Adjustment of Repurchase Quantity and Price of Performance Share Incentive Plan	Mgmt	For	For			
11	Approve Repurchase and Cancellation of Performance Shares	Mgmt	For	For			
12	Amend Working System for Independent Directors	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.						
13	Amend Special Management System of Raised Funds	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.						
14	Amend External Investment Management System	Mgmt	For	Against			
	Voter Rationale: Companies should provid to cast an informed vote.	le sufficient information	at least 21 days in advance of the meeting to	o enable shareholders			
15	Amend Related Party Transaction System	Mgmt	For	Against			
	Voter Rationale: Companies should provid to cast an informed vote.	le sufficient information	at least 21 days in advance of the meeting to	o enable shareholders			
16	Amend External Guarantee System	Mgmt	For	Against			
	Voter Rationale: Companies should provid to cast an informed vote.	le sufficient information	at least 21 days in advance of the meeting to	o enable shareholders			
17	Approve Formulation of Entrusted Financial Management System	Mgmt	For	For			
18	Approve Formulation of Securities Investment and Derivatives Transaction Management System	Mgmt	For	For			

Lovisa Holdings Limited

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

Meeting Type: Annual

Primary ISIN: AU000000LOV7 Primary SEDOL: BT9PVP0

Lovisa Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, incentive a targets to reward strong performanc awards should be clearly linked to pe directors as a normal part of their jo cash bonus into shares which would	wards to executives so we and drive sharehold erformance and demo bs. Moreover, the remo be more effective in I Lastly, the remunerationald articulate how bo	thould be clearly disclosed and der value over a sufficiently lor instrate shareholder value crea nuneration committee should of retaining executives and ensur- tion report does not articulate inus payments reflect prior yea	how executives performed against historic
3a	Elect Bruce Carter as Director	Mgmt	For	For
3b	Elect Sei Jin Alt as Director	Mgmt	For	For
4	Approve the Spill Resolution	Mgmt	Against	Against

Lumentum Holdings Inc.

Meeting Date: 11/16/2022

Country: USA

Meeting Type: Annual

Ticker: LITE

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Penelope A. Herscher	Mgmt	For	Against
	•	,	ber of directorships and ensure they have suf- ompany situations requiring substantial amoul	5 ,
1b	Elect Director Harold L. Covert	Mgmt	For	For
1c	Elect Director Isaac H. Harris	Mgmt	For	For
1d	Elect Director Julia S. Johnson	Mgmt	For	For
1e	Elect Director Brian J. Lillie	Mgmt	For	For
1f	Elect Director Alan S. Lowe	Mgmt	For	For
1g	Elect Director Ian S. Small	Mgmt	For	For
1h	Elect Director Janet S. Wong	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.

Lumentum Holdings Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	such provisions fail to reward performance time-apportioned fashion only to the exte	e. Rather, equity should nt that performance col st performance targets	ng for an overly broad range of corporate rest the rolled forward into any successor compan nditions are met or if an executive loses his jo that reward strong performance and drive sha	ny, or vest in a ob. Also, incentive
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Lynas Rare Earths Limited

Meeting Date: 11/29/2022 Country: Australia

Meeting Type: Annual

Ticker: LYC

Primary ISIN: AU000000LYC6

Primary SEDOL: 6121176

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
			ow executives performed against historic perfo performance, as well as outlining forward-look	
2	Elect Kathleen Conlon as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Amanda Lacaze	Mgmt	For	For
4	Approve the Increase in Non-Executive Director Fee Pool	Mgmt	None	For

M&A Capital Partners Co. Ltd.

Meeting Date: 12/23/2022

Country: Japan

Meeting Type: Annual

Ticker: 6080

Primary ISIN: JP3167320005

Primary SEDOL: BFTRL69

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Change Location of Head Office - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Nakamura, Satoru	Mgmt	For	Against
	Voter Rationale: The board lacks sufficient	nt diversity to meet	our expectations.	
2.2	Elect Director Sogame, Yozo	Mgmt	For	For
2.3	Elect Director Okamura, Hideaki	Mgmt	For	For
2.4	Elect Director Shimoda, So	Mgmt	For	For

M&A Capital Partners Co. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.5	Elect Director Nishizawa, Tamio	Mgmt	For	For
2.6	Elect Director Matsuoka, Noboru	Mgmt	For	For

MAAS Group Holdings Ltd.

Meeting Date: 11/25/2022

Country: Australia

Ticker: MGH

Meeting Type: Annual

Primary ISIN: AU0000118564 Primary SEDOL: BLD4919

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Moreover, the remune	eration report doe	s not articulate how execu	the business or in the role and responsibilities of utives performed against historic performance ance, as well as outlining forward-looking targets
2	Elect Stephen Bizzell as Director	Mgmt	For	Against
	Moreover, the audit committee should be and effectiveness. Additionally, the remun committee's impartiality and effectiveness membership could hamper the committee Director to establish appropriate checks a	fully independent eration committed Likewise, the no 's impartiality and and balances on the or shareholders, n	and this director's member e should be independent a comination committee should deffectiveness. Lastly, the de Board; support the Chal con-executive directors and	vistuations requiring substantial amounts of time ership could hamper the committee's impartiality and this director's membership could hamper the ld be majority independent and this director's board should appoint a Lead Independent irman, ensure orderly succession process for the d senior executives where normal channels of
3	Elect Michael Medway as Director	Mgmt	For	Against
	impartiality and effectiveness. Moreover, to	he remuneration effectiveness. Fun	committee should be inde ther, the nomination comn	membership could hamper the committee's pendent and this director's membership could nittee should be majority independent and this
4	Elect Tanya Gale as Director	Mgmt	For	For
5	Ratify Past Issuance of Shares to Professional and Sophisticated Investors	Mgmt	For	For
6	Approve Issuance of Shares to Wes Maas	Mgmt	For	For
7	Approve Issuance of Shares to Stephen Bizzell	Mgmt	For	For
8	Approve Issuance of Shares to Michael Medway	Mgmt	For	For
9	Approve Issuance of Shares to David Keir	Mgmt	For	For
10	Approve Financial Assistance in Relation to the Acquisition	Mgmt	For	For

Madison Square Garden Entertainment Corp.

in the event of a change of control.

Meeting Date: 12/06/2022

Country: USA

Ticker: MSGE

Meeting Type: Annual

Primary ISIN: US55826T1025

Primary SEDOL: BM8MM05

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Martin Bandier	Mgmt	For	Withhold		
	Voter Rationale: Changes in company byla to shareholder approval. Specifically, the l which adversely impacts shareholder right	board failed to remove				
1.2	Elect Director Joseph J. Lhota	Mgmt	For	Withhold		
	Voter Rationale: For widely held companie appropriate balance of independence and serve on key board committees and shouthis director's membership could hamper articles of incorporation should not erode failed to remove, or subject to a sunset re	objectivity. Also, exected be considered affilion the committee's impassion shareholders' rights a	cutives from acquired companies are ated directors. The audit committee s rtiality and effectiveness. Moreover, c and should be subject to shareholder	not sufficiently independent to should be fully independent and changes in company bylaws or approval. Specifically, the board		
1.3	Elect Director Joel M. Litvin	Mgmt	For	Withhold		
	Voter Rationale: Changes in company byla to shareholder approval. Specifically, the l which adversely impacts shareholder right	board failed to remove	•	2		
1.4	Elect Director Frederic V. Salerno	Mgmt	For	Withhold		
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.					
1.5	Elect Director John L. Sykes	Mgmt	For	Withhold		
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.					
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For		
3	Amend Omnibus Stock Plan	Mgmt	For	Against		
	Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, this plan could lead to excessive dilution. 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. Lastly, 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.					
4	Amend Non-Employee Director Omnibus Stock Plan	Mgmt	For	Against		
	Voter Rationale: The plan's structure and disclosed and stretching performance targ long-term plans; measuring company out rewarded for below-average performance compensation packages that build shareh directors as this may compromise their in excessive dilution. Lastly, on early terminal in the event of a change of control	nets; performance trig comes against its app . These and other app older value over time dependence and abili	ngers for equity awards; using differe propriate peer group; and setting awa proaches will ensure that the comper In addition, share options should no ty to hold management accountable.	nt metrics for the short and ords so that executives are not esation committee designs of be granted to non-executive Also, this plan could lead to		

Madison Square Garden Entertainment Corp.

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

Madison Square Garden Sports Corp.

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

Meeting Type: Annual

Primary ISIN: US55825T1034 Primary SEDOL: BYQCZ35

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Joseph M. Cohen	Mgmt	For	For		
1.2	Elect Director Richard D. Parsons	Mgmt	For	Withhold		
	Voter Rationale: We expect companies to have policies in place to increase racial and gender diversity on the board. Our minimum expectation is that female directors comprise at least 25% of board members for a company of this size, with an aspiration to achieve 30% in the future.					
1.3	Elect Director Nelson Peltz	Mgmt	For	For		
1.4	Elect Director Ivan Seidenberg	Mgmt	For	For		
1.5	Elect Director Anthony J. Vinciquerra	Mgmt	For	Withhold		
	Voter Rationale: Executive officers are expected to hold no more than one external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.					
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	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					

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

Madison Square Garden Sports Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year

Magellan Financial Group Limited

Meeting Date: 10/20/2022 Country: Australia

Meeting Type: Annual

Ticker: MFG

Primary ISIN: AU000000MFG4

Primary SEDOL: B015YX4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive s articulate how executives performed ag prior year performance, as well as outl incentive plan is linked to a single perfo reflect both absolute and relative financ progressively better performance. More any facts of manipulation of reported in	hareholder value over painst historic perform prining forward-looking primance target. Con cial metrics rather the prover, the company s padicators or other ba	er a suffciently long period of t mance targets. The board sho g targets that underpin long-te mpanies should base vesting le han a single performance criten should put in place a procedure nd faith actions on the part of a	obust and stretching performance targets to time. Also, the remuneration report does not build articulate how bonus payments reflect trm incentive plans. Further, the long-term tivels on multiple performance criteria that tion, and should stagger vesting to reward to which would enable it, should it identify any of its executive directors and other key that any funds wrongfully obtained in such

Magellan Financial Group Limited

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

Meeting Type: Extraordinary Shareholders

Primary ISIN: AU000000MFG4 Primary SEDOL: B015YX4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For

Mani, Inc.

Meeting Date: 11/24/2022 Country: Japan Ticker: 7730

Meeting Type: Annual

Primary ISIN: JP3869920003 Primary SEDOL: 6354176

Mani, Inc.

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 Saito, Masahiko	Mgmt	For	For
2.2	Elect Director Takahashi, Kazuo	Mgmt	For	For
2.3	Elect Director Takai, Toshihide	Mgmt	For	For
2.4	Elect Director Matsuda, Michiharu	Mgmt	For	For
2.5	Elect Director Yano, Tatsushi	Mgmt	For	For
2.6	Elect Director Moriyama, Yukiko	Mgmt	For	For
2.7	Elect Director Watanabe, Masaya	Mgmt	For	For

Marathon Digital Holdings, Inc.

Meeting Date: 11/04/2022

Country: USA

Meeting Type: Annual

Ticker: MARA

Primary ISIN: US5657881067

Primary SEDOL: BLR7B52

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Georges Antoun	Mgmt	For	Withhold
	best practices in pay that help establis	th compensation pack ed pay-for-performant areholders should hav	ages that reward strong perforce one misalignment in the executive The opportunity to communic	
1b	Elect Director Jay Leupp	Mgmt	For	Withhold
				n committee should do more to respond to mance and build shareholder value over
	time. Specifically, due to an unmitigate elected in classes rather than annually performance. The board should take i	ed pay-for-performan , but shareholders sh mmediate steps to de ounting standards, th	ce misalignment in the executivould have the opportunity to co classify itself, thereby enhancir e audit committee benefits froi	ve pay program. In addition, directors are
2	time. Specifically, due to an unmitigate elected in classes rather than annually performance. The board should take in increasingly complex international acc	ed pay-for-performan , but shareholders sh mmediate steps to de ounting standards, th	ce misalignment in the executivould have the opportunity to co classify itself, thereby enhancir e audit committee benefits froi	ve pay program. In addition, directors are ommunicate with directors regularly on their ng accountability. Also, in the context of
2	time. Specifically, due to an unmitigate elected in classes rather than annually performance. The board should take in increasingly complex international accumunderstanding of the accounting rules	ed pay-for-performand	ce misalignment in the executive ould have the opportunity to co- classify itself, thereby enhancir, e audit committee benefits from tess.	ve pay program. In addition, directors are communicate with directors regularly on their ag accountability. Also, in the context of a members who have a good and recent

Mayne Pharma Group Limited

Meeting Date: 11/30/2022

Country: Australia **Meeting Type:** Annual

Ticker: MYX

Primary ISIN: AU000000MYX0

Primary SEDOL: B1BHXL8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Ann Custin as Director	Mgmt	For	For
2	Elect Kathryn MacFarlane as Director	Mgmt	For	For
3	Elect David Petrie as Director	Mgmt	For	For
4	Elect Bruce Robinson as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	Against
6	performance targets to reward strong pe long-term incentive plan is linked to a sin criteria that reflect both absolute and rela	rformance and drive sha gle performance target ative financial metrics ra ce. Furthermore, on ear	ecutives should be clearly disclosed and includer and includer the control of the	of time. Moreover, the Itiple performance should stagger vesting
	Voter Rationale: On early termination, all event of a change of control. Also, the los	ng-term incentive plan i iteria that reflect both a	ould be time pro-rated and tested for perform is linked to a single performance target. Comp pbsolute and relative financial metrics rather the gressively better performance.	anies should base
7	Approve Return of Capital to Shareholders	Mgmt	For	For
8	Approve Share Consolidation	Mgmt	For	For

Mcmillan Shakespeare Limited

Meeting Date: 10/28/2022

Country: Australia

Ticker: MMS

Meeting Type: Annual

Primary ISIN: AU000000MMS5 Primary SEDOL: B00G1Q0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to executive reward strong performance and drive shall		disclosed and include robust and stretching pufficiently long period of time.	performance targets to
3	Elect Helen Kurincic as Director	Mgmt	For	For
4	Elect John Bennetts as Director	Mgmt	For	For
5	Approve Issuance of Performance Rights to Roberto De Luca	Mgmt	For	For
6	Approve Renewal of the Proportional Takeover Provisions	Mgmt	For	For

Mcmillan Shakespeare Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Appoint Ernst & Young as Auditor of the	Mgmt	For	For

Medibank Private Limited

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: MPL

Primary ISIN: AU000000MPL3

Primary SEDOL: BRTNNQ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Peter Everingham as Director	Mgmt	For	For
3	Elect Kathryn Fagg as Director	Mgmt	For	For
4	Elect David Fagan as Director	Mgmt	For	For
5	Elect Linda Bardo Nicholls as Director	Mgmt	For	For
6	Approve Remuneration Report	Mgmt	For	Against
		on report does not are	ticulate how executives perfo	isiness or in the role and responsibilities of ormed against historic performance targets. s outlining forward-looking targets that
7	Approve Grant of Performance Rights to David Koczkar	Mgmt	For	For
8	Approve the Amendments to the Company's Constitution	Mgmt	For	For

Mediobanca Banca di Credito Finanziario SpA

Meeting Date: 10/28/2022

Country: Italy

Meeting Type: Annual

Ticker: MB

Primary ISIN: IT0000062957

Primary SEDOL: 4574813

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1a	Accept Financial Statements and Statutory Reports	Mgmt	For	For
	Voter Rationale: Shareholders should in	have the right to elec	t directors annually in order to	hold them to account.
1b	Approve Allocation of Income	Mgmt	For	For
2a	Approve Remuneration Policy	Mgmt	For	Against

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

Mediobanca Banca di Credito Finanziario SpA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2b	Approve Second Section of the Remuneration Report	Mgmt	For	Against
	Voter Rationale: Retirement benefits she and ability to hold management accoun		o non-executive direc	tors as this may compromise their independence
2c	Approve Severance Payments Policy	Mgmt	For	For
2d	Approve Annual Performance Share Scheme	Mgmt	For	For

MedPeer, Inc.

Meeting Date: 12/15/2022

Country: Japan

Meeting Type: Annual

Ticker: 6095

Primary ISIN: JP3921240002

Primary SEDOL: BN3YZP9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Amend Articles to Allow Virtual Only Shareholder Meetings	Mgmt	For	Against		
	Voter Rationale: In-person shareholder m physical meeting of the shareholders, and			nanagement. There should be an annual		
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For		
3.1	Elect Director Iwami, Yo	Mgmt	For	For		
3.2	Elect Director Hirabayashi, Toshio	Mgmt	For	Against		
	Voter Rationale: The board should establi objectivity.	ish one-third boar	d independence to ensure appro	priate balance of independence and		
3.3	Elect Director Tembo, Yoshihiko	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.4	Elect Director Kawana, Masatoshi	Mgmt	For	For		
3.5	Elect Director Shimura, Masayuki	Mgmt	For	Against		
	Voter Rationale: The board should establi objectivity.	ish one-third boar	d independence to ensure appro	ppriate balance of independence and		

Medtronic Plc

Meeting Date: 12/08/2022 Country: Ireland Ticker: MDT

Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1a	Elect Director Richard H. Anderson	Mgmt	For	Against			
	committee should be fully independent an	nd this director's membe	ve on committees that require absolute indepership could hamper the committee's impartia ector's membership could hamper the commi	lity and effectiveness.			
1b	Elect Director Craig Arnold	Mgmt	For	For			
1c	Elect Director Scott C. Donnelly	Mgmt	For	For			
1d	Elect Director Lidia L. Fonseca	Mgmt	For	Against			
	•		than one external directorships to ensure the nexpected company situations requiring subs				
1e	Elect Director Andrea J. Goldsmith	Mgmt	For	For			
1f	Elect Director Randall J. Hogan, III	Mgmt	For	For			
1g	Elect Director Kevin E. Lofton	Mgmt	For	For			
1h	Elect Director Geoffrey S. Martha	Mgmt	For	For			
		•	different and generally should be separated. outside shareholders and preserving account	•			
1i	Elect Director Elizabeth G. Nabel	Mgmt	For	Against			
			than one external directorships to ensure the nexpected company situations requiring subs				
1j	Elect Director Denise M. O'Leary	Mgmt	For	Against			
			ve on committees that require absolute indepership could hamper the committee's impartial				
1k	Elect Director Kendall J. Powell	Mgmt	For	Against			
			ve on committees that require absolute indep r's membership could hamper the committee's				
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	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. Furthermore, severance payment	ts should not exceed tw exceptional awards shou	be tied to performance conditions. At least 5 to times annual pay. Larger severance packaguld be clearly linked to performance and demostas a normal part of their jobs.	es should be subject to			
4	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For			
5	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	Mgmt	For	For			

Medtronic Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Authorize Overseas Market Purchases of Ordinary Shares	Mgmt	For	For

Megaport Ltd.

Meeting Date: 11/23/2022

Country: Australia **Meeting Type:** Annual

Ticker: MP1

Primary ISIN: AU000000MP15

Primary SEDOL: BZ5ZWZ3

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	reward strong performance and drive sha be linked to material changes in the busin report does not articulate how executives payments reflect prior year performance,	areholder value oveness or in the role or performed agains or as well as outlinir or should consider	er a suffciently long period of ti and responsibilities of executive at historic performance targets. In gornard-looking targets that deferring a proportion of the an	The board should articulate how bonus underpin long-term incentive plans. nnual cash bonus into shares which would
2	Elect Jay Adelson as Director	Mgmt	For	For
3	Elect Naomi Seddon as Director	Mgmt	For	For
4	Approve Issuance of Shares to Bevan Slattery	Mgmt	None	For
5a	Approve Grant of Performance Restricted Stock Units to Vincent English	i Mgmt	None	Against
	reward strong performance and drive sha	areholder value ove	er a sufficiently long period of t	bust and stretching performance targets to ime. Also, the company should put in place indicators or other had faith actions on the
5b	reward strong performance and drive sha a procedure which would enable it, shoul part of any of its executive directors and ensure that any funds wrongfully obtained Approve Grant of Restricted Stock Units	areholder value ov Id it identify any fa other key manage	er a sufficiently long period of to cts of manipulation of reported rs which were detrimental to th	ime. Also, the company should put in place indicators or other bad faith actions on the
5b	reward strong performance and drive sha a procedure which would enable it, shoul part of any of its executive directors and ensure that any funds wrongfully obtained Approve Grant of Restricted Stock Units to Vincent English Voter Rationale: Incentive awards to execute reward strong performance and drive sha a procedure which would enable it, should	areholder value over dit identify any farother key manage din such manner Mgmt cutives should be careholder value over dit identify any farother key manage	er a sufficiently long period of ticts of manipulation of reported its which were detrimental to the are repaid to it. None Clearly disclosed and include role of the color of the color of the color of manipulation of reported its which were detrimental to the	ime. Also, the company should put in place indicators or other bad faith actions on the le long-term interests of its shareholders, to Against Sust and stretching performance targets to lime. Also, the company should put in place indicators or other bad faith actions on the
5b	reward strong performance and drive sha a procedure which would enable it, shoul part of any of its executive directors and ensure that any funds wrongfully obtained Approve Grant of Restricted Stock Units to Vincent English Voter Rationale: Incentive awards to execute reward strong performance and drive sha a procedure which would enable it, should part of any of its executive directors and	areholder value over dit identify any farother key manage din such manner Mgmt cutives should be careholder value over dit identify any farother key manage	er a sufficiently long period of ticts of manipulation of reported its which were detrimental to the are repaid to it. None Clearly disclosed and include role of the color of the color of the color of manipulation of reported its which were detrimental to the	ime. Also, the company should put in place indicators or other bad faith actions on the le long-term interests of its shareholders, to Against bust and stretching performance targets to ime. Also, the company should put in place indicators or other bad faith actions on the
	reward strong performance and drive sha a procedure which would enable it, should part of any of its executive directors and ensure that any funds wrongfully obtained. Approve Grant of Restricted Stock Units to Vincent English Voter Rationale: Incentive awards to execute the strong performance and drive sha a procedure which would enable it, should part of any of its executive directors and ensure that any funds wrongfully obtained. Approve Issuance of Shares to Jay	areholder value ow Id it identify any fa other key manage Id in such manner Mgmt cutives should be o areholder value ow Id it identify any fa other key manage Id in such manner	er a sufficiently long period of ticts of manipulation of reported its which were detrimental to the are repaid to it. None Clearly disclosed and include role of a sufficiently long period of the cts of manipulation of reported its which were detrimental to the are repaid to it.	ime. Also, the company should put in place indicators or other bad faith actions on the le long-term interests of its shareholders, to Against bust and stretching performance targets to ime. Also, the company should put in place indicators or other bad faith actions on the le long-term interests of its shareholders, to
6	reward strong performance and drive sha a procedure which would enable it, should part of any of its executive directors and ensure that any funds wrongfully obtained. Approve Grant of Restricted Stock Units to Vincent English Voter Rationale: Incentive awards to execute reward strong performance and drive sha a procedure which would enable it, should part of any of its executive directors and ensure that any funds wrongfully obtained. Approve Issuance of Shares to Jay Adelson Approve Issuance of Shares to Naomi	areholder value ow Id it identify any fa other key manage Id in such manner Mgmt Cutives should be o areholder value ow Id it identify any fa other key manage Id in such manner Mgmt	er a sufficiently long period of ticts of manipulation of reported rs which were detrimental to the are repaid to it. None Clearly disclosed and include role of a sufficiently long period of ticts of manipulation of reported rs which were detrimental to the are repaid to it. None	ime. Also, the company should put in place indicators or other bad faith actions on the be long-term interests of its shareholders, to Against Against Soust and stretching performance targets to lime. Also, the company should put in place indicators or other bad faith actions on the be long-term interests of its shareholders, to For
6	reward strong performance and drive sha a procedure which would enable it, should part of any of its executive directors and ensure that any funds wrongfully obtained. Approve Grant of Restricted Stock Units to Vincent English Voter Rationale: Incentive awards to execute the strong performance and drive sha a procedure which would enable it, should part of any of its executive directors and ensure that any funds wrongfully obtained. Approve Issuance of Shares to Jay Adelson Approve Issuance of Shares to Naomi Seddon Approve Issuance of Shares to Michael	areholder value ow Id it identify any fa other key manage Id in such manner Mgmt Cutives should be o cutives should be o d it identify any fa other key manage d in such manner Mgmt	er a sufficiently long period of ticts of manipulation of reported its which were detrimental to the are repaid to it. None Clearly disclosed and include role as sufficiently long period of ticts of manipulation of reported its which were detrimental to the are repaid to it. None None	ime. Also, the company should put in place indicators or other bad faith actions on the le long-term interests of its shareholders, to Against Against Soust and stretching performance targets to time. Also, the company should put in place indicators or other bad faith actions on the le long-term interests of its shareholders, to For
6 7 8	reward strong performance and drive sha a procedure which would enable it, should part of any of its executive directors and ensure that any funds wrongfully obtained. Approve Grant of Restricted Stock Units to Vincent English Voter Rationale: Incentive awards to execute a procedure which would enable it, should part of any of its executive directors and ensure that any funds wrongfully obtained. Approve Issuance of Shares to Jay Adelson Approve Issuance of Shares to Naomi Seddon Approve Issuance of Shares to Michael Klayko Approve Issuance of Shares to Melinda	areholder value ow Id it identify any fa other key manage Id in such manner Mgmt Cutives should be of areholder value ow Id it identify any fa other key manage Id in such manner Mgmt Mgmt	er a sufficiently long period of ticts of manipulation of reported rs which were detrimental to the are repaid to it. None Clearly disclosed and include role of a sufficiently long period of ticts of manipulation of reported rs which were detrimental to the are repaid to it. None None None	ime. Also, the company should put in place indicators or other bad faith actions on the period long-term interests of its shareholders, to a Against Against Soust and stretching performance targets to time. Also, the company should put in place indicators or other bad faith actions on the period long-term interests of its shareholders, to For

Mercury Systems, Inc.

Meeting Date: 10/26/2022

Country: USA

Meeting Type: Annual

Ticker: MRCY

Primary ISIN: US5893781089

Primary SEDOL: 2144047

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director William L. Ballhaus	Mgmt	For	For
	Voter Rationale: Directors are elected in with directors regularly on their performaccountability.			uld have the opportunity to communicate eclassify itself, thereby enhancing
1.2	Elect Director Lisa S. Disbrow	Mgmt	For	For
1.3	Elect Director Howard L. Lance	Mgmt	For	Withhold
	to discharge their role properly, particu	larly during unexpect than annually, but sha	ted company situations requiring areholders should have the oppo	ortunity to communicate with directors
2	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	Against
	Voter Rationale: The plan's structure a	nd pay-for-performar	nce results are not sufficiently su	trong. Good practices include: well
	Voter Rationale: The plan's structure and disclosed and stretching performance to long-term plans; measuring company of rewarded for below-average performancompensation packages that build shat incentive awards for below median perexceptional awards should be clearly line expected of directors as a normal part	targets; performance outcomes against its nce. These and other reholder value over to formance as this is c nked to performance of their jobs. In addi	triggers for equity awards; usinal appropriate peer group; and set approaches will ensure that the ime. Also, the remuneration conconsidered to be rewarding under and demonstrate shareholder value, incentive awards to execution, incentive awards to execute	ng different metrics for the short and tting awards so that executives are not e compensation committee designs
3	Voter Rationale: The plan's structure and disclosed and stretching performance to long-term plans; measuring company of rewarded for below-average performance compensation packages that build share incentive awards for below median perexceptional awards should be clearly ling expected of directors as a normal part targets that reward strong performance.	targets; performance outcomes against its nce. These and other reholder value over to formance as this is c nked to performance of their jobs. In addi	triggers for equity awards; usinal appropriate peer group; and set approaches will ensure that the ime. Also, the remuneration conconsidered to be rewarding under and demonstrate shareholder value, incentive awards to execution, incentive awards to execute	ng different metrics for the short and tting awards so that executives are not e compensation committee designs nmittee should not allow vesting of er performance of peers. Furthermore, all value creation in addition to and above tha tives should include robust performance
3	Voter Rationale: The plan's structure and disclosed and stretching performance to long-term plans; measuring company or rewarded for below-average performance compensation packages that build share incentive awards for below median perexceptional awards should be clearly linexpected of directors as a normal part targets that reward strong performance years Amend Omnibus Stock Plan Voter Rationale: The plan's structure and disclosed and stretching performance to long-term plans; measuring company or rewarded for below-average performance compensation packages that build share time pro-rated and tested for performance to long-term plans; measuring company or rewarded for below-average performance to measuring compensation packages that build share time pro-rated and tested for performance to long-term plans; measuring company or rewarded for below-average performance to measure that build share time pro-rated and tested for performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or rewarded for below-average performance to long-term plans; measuring company or long-term plans; measuring comp	targets; performance outcomes against its once. These and other reholder value over the formance as this is content of their jobs. In additional of their jobs of their jobs. In additional of their jobs of their jobs. In additional of their jobs of the	triggers for equity awards; using appropriate peer group; and see approaches will ensure that the ime. Also, the remuneration considered to be rewarding under and demonstrate shareholder wition, incentive awards to executed a value over a sufficiently long. For noce results are not sufficiently sing appropriate peer group; and see approaches will ensure that the ime. Moreover, on early terminal event of a change of control. In	ng different metrics for the short and titing awards so that executives are not be compensation committee designs in the programment of the progra
3	Voter Rationale: The plan's structure as disclosed and stretching performance to long-term plans; measuring company of rewarded for below-average performance to measurement awards for below median performance awards should be clearly like expected of directors as a normal part targets that reward strong performance years Amend Omnibus Stock Plan Voter Rationale: The plan's structure and disclosed and stretching performance to long-term plans; measuring company of rewarded for below-average performance compensation packages that build shall time pro-rated and tested for performance targets that include robust performance targets.	targets; performance outcomes against its once. These and other reholder value over the formance as this is content of their jobs. In additional of their jobs. In additional of their jobs. In additional of their jobs of their jobs. In additional of their jobs of their jobs. In additional of their jobs of thei	triggers for equity awards; using appropriate peer group; and see approaches will ensure that the ime. Also, the remuneration considered to be rewarding under and demonstrate shareholder wition, incentive awards to executed a value over a sufficiently long. For noce results are not sufficiently sing appropriate peer group; and see approaches will ensure that the ime. Moreover, on early terminal event of a change of control. In	ag different metrics for the short and titing awards so that executives are not be compensation committee designs in mittee should not allow vesting of ear performance of peers. Furthermore, all value creation in addition to and above that tives should include robust performance of period of time defined as at least three Against trong. Good practices include: welling different metrics for the short and titing awards so that executives are not be compensation committee designs
	Voter Rationale: The plan's structure and disclosed and stretching performance to long-term plans; measuring company of rewarded for below-average performance of the compensation packages that build share incentive awards for below median performance awards should be clearly lied expected of directors as a normal part targets that reward strong performance years Amend Omnibus Stock Plan Voter Rationale: The plan's structure and disclosed and stretching performance to long-term plans; measuring company of rewarded for below-average performance compensation packages that build shart time pro-rated and tested for performance targe of time defined as at least three years. Ratify KPMG LLP as Auditors	targets; performance outcomes against its once. These and other reholder value over to formance as this is conked to performance of their jobs. In additional and drive shareholder and drive shareholder value over to the control over the control of their jobs. In additional and pay-for-performance outcomes against its once. These and other reholder value over to the conce, including in the opets that reward strongers.	triggers for equity awards; using appropriate peer group; and see approaches will ensure that the ime. Also, the remuneration contonsidered to be rewarding under and demonstrate shareholder wittion, incentive awards to executed er value over a sufficiently long. For The results are not sufficiently set triggers for equity awards; using appropriate peer group; and see approaches will ensure that the ime. Moreover, on early terminate event of a change of control. In any performance and drive shares	and different metrics for the short and titing awards so that executives are not be compensation committee designs in the should not allow vesting of ear performance of peers. Furthermore, all value creation in addition to and above that tives should include robust performance of period of time defined as at least three. Against Aga

Meridian Bioscience, Inc.

Meeting Date: 10/10/2022 **Co**

Country: USA

Meeting Type: Special

Ticker: VIVO

Primary ISIN: US5895841014

Primary SEDOL: 2580265

Meridian Bioscience, 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	Against
		eptional awards should	ould be time pro-rated and tested for perform be clearly linked to performance and demons normal part of their jobs.	
3	Adjourn Meeting	Mgmt	For	For

Meridian Energy Limited

Meeting Date: 10/18/2022

Country: New Zealand

Meeting Type: Annual

Ticker: MEL

Primary ISIN: NZMELE0002S7

Primary SEDOL: BWFD052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Michelle Henderson as Director	Mgmt	For	For
2	Elect Julia Hoare as Director	Mgmt	For	For
3	Elect Nagaja Sanatkumar as Director	Mgmt	For	For
4	Elect Graham Cockroft as Director	Mgmt	For	For

Mesoblast Limited

Meeting Date: 11/23/2022

Country: Australia

Meeting Type: Annual

Ticker: MSB

Primary ISIN: AU000000MSB8

Primary SEDOL: B04SF48

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	None	Against
	reward strong performance and drive should consider deferring a proportic and ensuring that the annual and lor	e shareholder value o on of the annual cash og-term performance istoric performance ta	ver a suffciently long period of bonus into shares which woo objectives are aligned. Furth argets. The board should arti	e robust and stretching performance targets to of time. Also, the remuneration committee uld be more effective in retaining executives er, the remuneration report does not articulate iculate how bonus payments reflect prior year intive plans.
3a	Elect Philip Krause as Director	Mgmt	For	For
3b	Elect Jane Bell as Director	Mgmt	For	For
4a	Elect Eric Rose as Director	Mgmt	For	For

Mesoblast Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4b	Elect William Burns as Director	Mgmt	For	For		
5a	Approve Issuance of Options to Philip Krause	Mgmt	For	Against		
	Voter Rationale: Variable remuneration and compromise their independence and ability		uld not be granted to non-executive directors accountable.	as this may		
5b	Approve Issuance of Options to Jane Bell	Mgmt	For	Against		
	Voter Rationale: Variable remuneration and compromise their independence and ability		uld not be granted to non-executive directors accountable.	as this may		
6a	Approve Issuance of Options to Silviu Itescu	Mgmt	For	Against		
			disclosed and include robust and stretching p ffciently long period of time. Also, this plan co			
6b	Approve Issuance of Options to Eric Rose	Mgmt	For	Against		
			disclosed and include robust and stretching p ffciently long period of time. Also, this plan co			
7	Ratify Past Issuance of Shares to Major Shareholders and Other Major Australian and American Professional or Sophisticated Shareholders	Mgmt	For	For		
8	Approve Employee Share Option Plan and Definition of Employee Share Buy-back	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, this plan could lead to excessive dilution. Further, 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.					
9	Approve the Amendments to the Company's Constitution	Mgmt	For	For		

Meta Materials Inc.

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

Meeting Type: Annual

Primary ISIN: US59134N1046 Primary SEDOL: BM8K210

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John R. Harding	Mgmt	For	For
1.2	Elect Director George Palikaras	Mgmt	For	For
1.3	Elect Director Maurice Guitton	Mgmt	For	For
1.4	Elect Director Allison Christilaw	Mgmt	For	For
1.5	Elect Director Steen Karsbo	Mgmt	For	For
1.6	Elect Director Eric M. Leslie	Mgmt	For	For

Meta Materials Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.7	Elect Director Ken Hannah	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Microsoft Corporation

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

Meeting Type: Annual

Primary ISIN: US5949181045 Primary SEDOL: 2588173

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Reid G. Hoffman	Mgmt	For	For
1.2	Elect Director Hugh F. Johnston	Mgmt	For	Against
	Voter Rationale: Executive officers are exp and energy to discharge their roles proper			
1.3	Elect Director Teri L. List	Mgmt	For	For
1.4	Elect Director Satya Nadella	Mgmt	For	For
	Voter Rationale: The roles of Chairman an important for securing a proper balance be			
1.5	Elect Director Sandra E. Peterson	Mgmt	For	For
1.6	Elect Director Penny S. Pritzker	Mgmt	For	For
1.7	Elect Director Carlos A. Rodriguez	Mgmt	For	For
1.8	Elect Director Charles W. Scharf	Mgmt	For	For
1.9	Elect Director John W. Stanton	Mgmt	For	For
1.10	Elect Director John W. Thompson	Mgmt	For	For
1.11	Elect Director Emma N. Walmsley	Mgmt	For	For
1.12	Elect Director Padmasree Warrior	Mgmt	For	For
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 award	ds should be time pro-rated and	tested for performance, including in the
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
	Voter Rationale: The company has engage perspectives on finances and controls. Cortender process for bringing in a new audit	mpanies that have	had the same auditor for a long	
4	Report on Cost/Benefit Analysis of Diversity and Inclusion	SH	Against	Against

Voter Rationale: Microsoft already provides shareholders with sufficient information to assess its diversity and inclusion efforts.

Microsoft Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
5	Report on Hiring of Persons with Arrest or Incarceration Records	SH	Against	Against			
			osal, the company has implemented the main i for shareholders to be able to assess the impac				
6	Assess and Report on the Company's Retirement Funds' Management of Systemic Climate Risk	SH	Against	Against			
	Voter Rationale: The company offers an option to employees that want to invest more responsibly, and the Department of Labor is finalizing rules on how ESG factors should be considered by fiduciaries.						
7	Report on Government Use of Microsoft Technology	SH	Against	Against			
	Voter Rationale: Mircosoft provides adequate information on its human rights principles, due diligence, and oversight related to government use of its technology.						
8	Report on Development of Products for Military	SH	Against	Against			
	Voter Rationale: Mircosoft provides adequate information on its human rights principles, due diligence, and oversight related to government use of its technology.						
9	Report on Tax Transparency	SH	Against	For			
	Voter Rationale: Shareholders would ben with the the internationally recognised Gi		sparency and disclosure regarding tax transpa	rency in accordance			

Mineral Resources Limited

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

Meeting Type: Annual

Primary ISIN: AU000000MIN4 Primary SEDOL: B17ZL56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the remuneration report does not articulate he executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressive better performance.					
2	Elect Lulezim (Zimi) Meka as Director	Mgmt	For	For		
3	Elect James McClements as Director	Mgmt	For	For		
4	Elect Susan (Susie) Corlett as Director	Mgmt	For	Against		
	Voter Rationale: We expect companies in this sector to disclose and set targets to reduce scope 3 emissions.					
5	Approve Grant of FY22 Share Rights to Chris Ellison	Mgmt	For	For		
		ooth absolute and relativ	performance target. Companies should base ve financial metrics rather than a single perfor e.			

Mineral Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Grant of FY23 Share Rights to Chris Ellison	Mgmt	For	For
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, a should stagger vesting to reward progressively better performance.			
7	Approve Potential Termination Benefits	Mgmt	None	For
8	Appoint Ernst & Young as Auditor of the Company	Mgmt	For	For

Mirvac Group

Meeting Date: 11/18/2022

Country: Australia

Meeting Type: Annual

Ticker: MGR

Primary ISIN: AU000000MGR9

Primary SEDOL: 6161978

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2.1	Elect Jane Hewitt as Director	Mgmt	For	For	
2.2	Elect Peter Nash as Director	Mgmt	For	For	
2.3	Elect Damien Frawley as Director	Mgmt	For	For	
3	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, discounted equity awards undermine employee incentive strategy and are not aligned with the interests of shareholders. The value of equity awards should be clearly disclose and not misleading to shareholders. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.				
4	Approve the Increase in Non-Executive	e Mgmt	None	For	

Monadelphous Group Limited

Meeting Date: 11/22/2022

Country: Australia

Meeting Type: Annual

Ticker: MND

Primary ISIN: AU000000MND5 Primary SEDOL: 6600471

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Sue Murphy as Director	Mgmt	For	For
2	Approve Grant of Retention Rights to Rob Velletri	Mgmt	For	Against

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

Monadelphous Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3	Approve Grant of Performance Rights to Rob Velletri	Mgmt	For	For	
4	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes. Further, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Lastly, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans				

Nagaileben Co., Ltd.

Meeting Date: 11/25/2022

Country: Japan

Meeting Type: Annual

Ticker: 7447

Primary ISIN: JP3647000003

Primary SEDOL: 6623326

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Allocation of Income, with a Final Dividend of JPY 60	Mgmt	For	For		
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Authorize Board to Determine Income Allocation	Mgmt	For	Against		
	Voter Rationale: Excess cash should be right to approve the company's dividend		lders when it is not otherwise	e invested. Shareholders should retain the		
3.1	Elect Director Sawanobori, Ichiro	Mgmt	For	For		
3.2	Elect Director Saito, Nobuhiko	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.3	Elect Director Asai, Katsuji	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.4	Elect Director Yamamoto, Yasuyoshi	Mgmt	For	Against		
	Voter Rationale: The board should estab objectivity.	lish one-third board	independence to ensure app	propriate balance of independence and		
3.5	Elect Director Shintani, Kinya	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.6	Elect Director Yamamura, Hiroyuki	Mgmt	For	Against		
	Voter Rationale: The board should estab objectivity.	lish one-third board	independence to ensure app	propriate balance of independence and		

Nagaileben Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
4.1	Elect Director and Audit Committee Member Ogino, Kazutaka	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
4.2	Elect Director and Audit Committee Member Mishima, Kota	Mgmt	For	For	
4.3	Elect Director and Audit Committee Member Noguchi, Emiko	Mgmt	For	For	

Nanosonics Limited

Meeting Date: 11/18/2022

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

Primary ISIN: AU000000NAN9

Primary SEDOL: B1WF979

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Marie McDonald as Director	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Moreover, the remune	eration report does not a	naterial changes in the business or in the role articulate how executives performed against h t prior year performance, as well as outlining i	nistoric performance
3	Approve Issuance of Service Rights to Michael Kavanagh	Mgmt	For	For
4	Approve Issuance of Share Appreciation Rights and Performance Rights to Michael Kavanagh	Mgmt	For	For
5	Approve Issuance of Securities Under the Nanosonics Omnibus Equity Plan	Mgmt	For	For
6	Approve Issuance of Securities Under the Nanosonics Global Employee Share Plan	Mgmt	For	For
7	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For

NanoXplore Inc.

Meeting Date: 12/14/2022

Country: Canada Meeting Type: Annual Ticker: GRA

Primary ISIN: CA63010G1000

Primary SEDOL: BDG7511

NanoXplore Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Rob Wildeboer	Mgmt	For	For
1b	Elect Director Benoit Gascon	Mgmt	For	For
	Voter Rationale: In the context of increase members who have a good and recent un		nal accounting standards, the audit committe nunting rules and of the audit process.	e benefits from
1c	Elect Director Soroush Nazarpour	Mgmt	For	For
1d	Elect Director Cameron Harris	Mgmt	For	For
1e	Elect Director Denis Labrecque	Mgmt	For	For
1f	Elect Director Arinder S. Mahal	Mgmt	For	For
1g	Elect Director Jodie Morgan	Mgmt	For	For
1h	Elect Director Catherine Loubier	Mgmt	For	For
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

NAPCO Security Technologies, Inc.

Meeting Date: 12/05/2022

Country: USA

Meeting Type: Annual

Ticker: NSSC

Primary ISIN: US6304021057

Primary SEDOL: 2622253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Richard L. Soloway	Mgmt	For	For	
		between executives ector to establish ap he Chairman, and a	s and outside shareholders and propriate checks and balances of ct as a point of contact for share	eholders, non-executive directors and	
1.2	Elect Director Kevin S. Buchel	Mgmt	For	For	
2	Approve Stock Option 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 .based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders				
	Ratify Baker Tilly US, LLP as Auditors	Mgmt	For	For	

NAPCO Security Technologies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	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, 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, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Additionally, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.

National Australia Bank Limited

Meeting Date: 12/16/2022

Country: Australia

Meeting Type: Annual

Ticker: NAB

Primary ISIN: AU000000NAB4

Primary SEDOL: 6624608

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Philip Chronican as Director	Mgmt	For	For		
1b	Elect Kathryn Fagg as Director	Mgmt	For	For		
1c	Elect Douglas McKay as Director	Mgmt	For	For		
2	Approve Remuneration Report	Mgmt	For	For		
3a	Approve Grant of Deferred Rights to Ross McEwan	Mgmt	For	For		
3b	Approve Grant of Performance Rights to Ross McEwan	Mgmt	For	For		
4	Approve the Amendments to the Company's Constitution	Mgmt	For	For		
5	Consideration of Financial Report, Directors' Report and Auditor's Report	Mgmt				
6a	Approve the Amendments to the Company's Constitution - Insert into the Constitution in Clause 8 'General Meetings' the New Sub-clause 8.3A 'Advisory Resolutions'	SH	Against	Against		
	Voter Rationale: We do not support shareholder proposals where we consider that the issue raised is not material, is already sufficiently addressed by the company or the request is overly burdensome or impractical.					
6b	Approve Climate Risk Safeguarding	SH	Against	Against		
	Voter Rationale: We do not support share	holder proposals where	we consider that the issue raised is not mate	erial. is already		

Voter Rationale: We do not support shareholder proposals where we consider that the issue raised is not material, is already sufficiently addressed by the company or the request is overly burdensome or impractical.

National Beverage Corp.

Meeting Date: 10/07/2022

Country: USA

Meeting Type: Annual

Ticker: FIZZ

Primary ISIN: US6350171061

Primary SEDOL: 2638625

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Cecil D. Conlee	Mgmt	For	Withhold
	,	,		independent non-executive directors to ensure ore than a third of directors have served for more

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

1b Elect Director Stanley M. Sheridan

Mgmt

For

Withhold

Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. In addition, boards where more than a third of directors have served for more than 12 years lack balance. The nominating committee should take action to ensure an appropriately fresh board and reduce the proportion of long standing directors to reduce the risk of entrenchment. Moreover, directors with long board tenures should not serve on committees that require absolute independence. Former employees or company founders are not sufficiently independent to serve on key board committees. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Furthermore, we expect companies to have policies in place to increase racial and gender diversity on the board. Our expectation is that there be at least one female director on the board for a company of this size. Also, we voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually. Lastly, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.

National Storage REIT

Meeting Date: 10/26/2022

Country: Australia

Meeting Type: Annual

Ticker: NSR

Primary ISIN: AU000000NSR2

Primary SEDOL: BGP6479

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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Resolutions for National Storage Holdings Limited Mgmt

National Storage REIT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: Significant salary increase executive directors. However, we know the structure. Furthermore, the remuneration The board should articulate how bonus punderpin long-term incentive plans. Last, facts of manipulation of reported indicator managers which were detrimental to the manner are repaid to it.	nere is no pay for per report does not artic ayments reflect prior the company should rs or other bad faith	formance disconnection and we will conti culate how executives performed against year performance, as well as outlining for put in place a procedure which would en actions on the part of any of its executive	nue to monitor the salary historic performance targets. rward-looking targets that able it, should it identify any e directors and other key
3	Elect Anthony Keane as Director	Mgmt	For	For
4	Elect Inma Beaumont as Director	Mgmt	For	For
5	Elect Scott Smith as Director	Mgmt	For	For
	Resolutions for National Storage Holdings Limited and National Storage Property Trust	Mgmt		
6	Approve Issuance of Stapled Securities to Andrew Catsoulis	Mgmt	For	For
	Voter Rationale: The company should put reported indicators or other bad faith acti detrimental to the long-term interests of i it.	ons on the part of ar	ny of its executive directors and other key	managers which were
7	Approve Issuance of Stapled Securities to Claire Fidler	Mgmt	For	For
	Voter Rationale: The company should put reported indicators or other bad faith acti detrimental to the long-term interests of i it.	ons on the part of ar	ny of its executive directors and other key	managers which were
8	Approve Issuance of Performance Rights to Andrew Catsoulis	Mgmt	For	For
	Voter Rationale: The company should put reported indicators or other bad faith acti detrimental to the long-term interests of i it.	ons on the part of ar	ny of its executive directors and other key	managers which were
9	Approve Issuance of Performance Rights to Claire Fidler	Mgmt	For	For
	Voter Rationale: The company should put reported indicators or other bad faith acti detrimental to the long-term interests of i it.	ons on the part of ar	ny of its executive directors and other key	managers which were
	Resolutions for National Storage Holdings Limited	Mgmt		
10a	Approve Amendment of Constitution - General Amendments (Company Only)	Mgmt	For	For
10b	Approve Amendment of Constitution - Virtual Meeting Amendments (Company Only)	Mgmt	For	Against
	Voter Rationale: In-person shareholder m physical meeting of the shareholders, and			There should be an annual
	Resolutions for National Storage Property Trust	Mgmt		
11a	Approve Amendment of Constitution - General Amendments (NSPT Only)	Mgmt	For	For

National Storage REIT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
11b	Approve Amendment of Constitution - Virtual Meeting Amendments (NSPT Only)	Mgmt	For	Against
	Voter Rationale: In-person shareholder m physical meeting of the shareholders, and		l scruitiny of boards and management. There company should attend.	should be an annual
	Resolution for National Storage Holdings Limited	Mgmt		
12	Approve Contingent Spill Resolution	Mgmt	Against	Against

Nearmap Ltd.

Meeting Date: 11/25/2022

Country: Australia

Ticker: NEA

Meeting Type: Court

Primary ISIN: AU000000NEA8

Primary SEDOL: B9B4FJ7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Court-Ordered Meeting	Mgmt		
1	Approve Scheme of Arrangement in Relation to the Proposed Acquisition of the Company by Atlas AU BidCo Pty Ltd	Mgmt	For	For

Neogen Corporation

Meeting Date: 10/06/2022

Country: USA

Meeting Type: Annual

Ticker: NEOG

Primary ISIN: US6404911066

Primary SEDOL: 2630085

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director John E. Adent	Mgmt	For	For		
1.2	Elect Director William T. Boehm	Mgmt	For	For		
1.3	Elect Director James P. Tobin	Mgmt	For	For		
	Voter Rationale: Directors are elected with directors regularly on their performaccountability.			should have the opportunity to communicate to declassify itself, thereby enhancing		
2	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against		
	Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of					

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

Neogen Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify BDO USA, LLP as Auditors	Mgmt	For	For

Netwealth Group Limited

Meeting Date: 11/23/2022

Country: Australia

Meeting Type: Annual

Ticker: NWL

Primary ISIN: AU000000NWL7

Primary SEDOL: BF52PL1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Significant salary increass executive directors. Also, incentive awards targets to reward strong performance and report does not articulate how executives payments reflect prior year performance,	s to executives sho I drive shareholde performed agains	ould be clearly disclosed and inc r value over a sufficiently long p t historic performance targets.	period of time. Further, the remuneration The board should articulate how bonus		
3	Elect Davyd Lewis 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.					
4	Elect Sally Freeman as Director	Mgmt	For	For		
5	Approve Grant of Performance Rights to Matthew Heine	Mgmt	For	Against		
	Voter Rationale: Incentive awards to exec reward strong performance and increase i			oust and stretching performance targets to		

New World Development Company Limited

Meeting Date: 11/22/2022

Country: Hong Kong

Meeting Type: Annual

Ticker: 17

Primary ISIN: HK0000608585

Primary SEDOL: BM94GQ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Cheng Chi-Kong, Adrian as Director	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.

New World Development Company Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3b	Elect Cheng Chi-Man, Sonia as Director	Mgmt	For	For
			than one external directorships to ensure they nexpected company situations requiring subst	
3c	Elect Cheng Kar-Shing, Peter as Director	Mgmt	For	Against
	Voter Rationale: The board should include independence and objectivity.	at least 33% independ	ent non-executive directors to ensure appropr	iate balance of
3d	Elect Doo Wai-Hoi, William as Director	Mgmt	For	Against
	Voter Rationale: The board should include independence and objectivity.	at least 33% independ	ent non-executive directors to ensure appropr	iate balance of
3e	Elect Lee Luen-Wai, John as Director	Mgmt	For	Against
	independence and objectivity. Also, the au committee's impartiality and effectiveness. membership could hamper the committee independent and this director's membersh	dit committee should be Moreover, the remune Is impartiality and effect ip could hamper the co ternal directorships to e	ent non-executive directors to ensure approprie fully independent and this director's memberation committee should be independent and stiveness. Further, the nomination committee simmittee's impartiality and effectiveness. Lastly ensure they have sufficient time and energy to tring substantial amounts of time.	rship could hamper the this director's hould be majority y, executive officers
3f	Elect Ma Siu-Cheung as Director	Mgmt	For	For
			than one external directorships to ensure they nexpected company situations requiring subst	
3g	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	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the		out pre-emption rights should be undertaken .	in exceptional
7	Approve Grant of Options Under the Share Option Scheme	Mgmt	For	Against
	voting items. Incentive awards to executive performance and long-term value creation stretching performance targets to reward surface. Further, on early termination, all share-base change of control. In addition, the comparmanipulation of reported indicators or other stretchings.	es should have clearly of the same of the	employees should be submitted to shareholder disclosed and stretching performance targets to executives should be clearly disclosed and drive shareholder value over a sufficiently lown pro-rated and tested for performance, incomprocedure which would enable it, should it id the part of any of its executive directors and others, to ensure that any funds wrongfully obtained.	to reward strong I include robust and ng period of time. Iuding in the event of a Jentify any facts of Ither key managers

Newcrest Mining Ltd.

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

Meeting Type: Annual

Primary ISIN: AU000000NCM7 Primary SEDOL: 6637101

Newcrest Mining Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Philip Bainbridge as Director	Mgmt	For	For
2b	Elect Vickki McFadden as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Sandeep Biswas	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive shall be clearly linked to performance and dem- normal part of their jobs. Likewise, the rei	reholder value over a s onstrate shareholder va muneration report does rticulate how bonus pay	disclosed and include robust and stretching pufficiently long period of time. Further, all excellue creation in addition to and above that explant articulate how executives performed againgments reflect prior year performance, as well	eptional awards should ected of directors as a inst historic
5	Approve the Increase in Non-Executive Directors' Fee Pool	Mgmt	None	For

NextDC Ltd.

Meeting Date: 11/18/2022

Country: Australia **Meeting Type:** Annual

Ticker: NXT

Primary ISIN: AU000000NXT8

Primary SEDOL: B5LMKP4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: All exceptional awards shaddition to and above that expected of di		to performance and demonstrate shareholder rt of their jobs.	value creation in
2	Elect Gregory J Clark as Director	Mgmt	For	For
3	Elect Jennifer M Lambert as Director	Mgmt	For	For
4	Elect Stephen M Smith as Director	Mgmt	For	For
5	Approve Grant of Performance Rights to Craig Scroggie	Mgmt	For	For

NIB Holdings Limited

Meeting Date: 11/18/2022

Country: Australia

Meeting Type: Annual

Ticker: NHF

Primary ISIN: AU000000NHF0

Primary SEDOL: B28ZM60

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

NIB Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	executive directors. Also, the remuneration	n report does not articul	naterial changes in the business or in the role late how executives performed against histori or performance, as well as outlining forward-lo	c performance targets.
3	Elect Donal O'Dwyer as Director	Mgmt	For	For
4	Approve Participation of Mark Fitzgibbon in the Long-Term Incentive Plan	Mgmt	For	For

Nick Scali Limited

Meeting Date: 11/24/2022

Country: Australia

Meeting Type: Annual

Ticker: NCK

Primary ISIN: AU000000NCK1

Primary SEDOL: B00VZV8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	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, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of				

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. In addition, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Likewise, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Last, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

2

Elect John Ingram as Director

Mgmt

Eor

Against

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

Nine Entertainment Co. Holdings Limited

Meeting Date: 11/10/2022

Country: Australia

Meeting Type: Annual

Ticker: NEC

Primary ISIN: AU000000NEC4

Primary SEDOL: BGQV183

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

Nine Entertainment Co. Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	reward strong performance and drive shall	reholder value ovel Inst historic perform	r a sufficiently long period of nance targets. The board sh	obust and stretching performance targets to firme. Also, the remuneration report does not could articulate how bonus payments reflect term incentive plans.
2	Elect Samantha Lewis as Director	Mgmt	For	For
3	Elect Mickie Rosen as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Michael Sneesby	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha			obust and stretching performance targets to fitme.

Nishio Rent All Co., Ltd.

Meeting Date: 12/20/2022

Country: Japan

Meeting Type: Annual

Ticker: 9699

Primary ISIN: JP3657500009

Primary SEDOL: 6638320

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Allocation of Income, with a Final Dividend of JPY 100	Mgmt	For	For	
2	Approve Adoption of Holding Company Structure and Transfer of Operations to Wholly Owned Subsidiary	Mgmt	For	For	
3	Amend Articles to Change Company Name - Amend Business Lines - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	
4.1	Elect Director Nishio, Masashi	Mgmt	For	For	
4.2	Elect Director Tonomura, Yoshihiro	Mgmt	For	Against	
	Voter Rationale: The board should establis objectivity.	sh one-third board i	independence to ensure appr	ropriate balance of independence and	
4.3	Elect Director Hamada, Masayoshi	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
4.4	Elect Director Hashimoto, Koji	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
4.5	Elect Director Kitayama, Takashi	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
4.6	Elect Director Kamada, Hiroaki	Mgmt	For	Against	

Nishio Rent All Co., Ltd.

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4.7	Elect Director Yotsumoto, Kazuo	Mgmt	For	Against		
	Voter Rationale: The board should estab objectivity.	lish one-third board	l independence to ensure appro	ppriate balance of independence and		
4.8	Elect Director Nakano, Koji	Mgmt	For	Against		
	Voter Rationale: The board should estab objectivity.	lish one-third board	l independence to ensure appro	ppriate balance of independence and		
4.9	Elect Director Tanaka, Koji	Mgmt	For	Against		
	Voter Rationale: The board should estab objectivity.	lish one-third board	l independence to ensure appro	ppriate balance of independence and		
.10	Elect Director Seo, Shinichi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
1.11	Elect Director Shimanaka, Tetsumi	Mgmt	For	For		
	Flori D' cate Mande II' and	Mgmt	For	For		
4.12	Elect Director Nosaka, Hiromi	rigine				
1.12 1.13	Elect Director Nosaka, Hiromi Elect Director Nakakoji, Kumiyo	Mgmt	For	For		

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.

Noevir Holdings Co., Ltd.

Meeting Date: 12/08/2022

Country: Japan

Meeting Type: Annual

Ticker: 4928

Primary ISIN: JP3760450001

eting Type: Annual

Primary SEDOL: B458891

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 Okura, Hiroshi	Mgmt	For	For
2.2	Elect Director Okura, Takashi	Mgmt	For	For
2.3	Elect Director Yoshida, Ikko	Mgmt	For	For
2.4	Elect Director Kaiden, Yasuo	Mgmt	For	For
2.5	Elect Director Nakano, Masataka	Mgmt	For	For
2.6	Elect Director Tanaka, Sanae	Mgmt	For	For
2.7	Elect Director Kinami, Maho	Mgmt	For	For
2.8	Elect Director Abe, Emima	Mgmt	For	For
2.9	Elect Director Tsuchida, Ryo	Mgmt	For	For
2.10	Elect Director Ishimitsu, Mari	Mgmt	For	For

Noevir Holdings Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.11	Elect Director Kuroda, Haruhi	Mgmt	For	For
3.1	Appoint Statutory Auditor Oyama, Takashi	Mgmt	For	For
3.2	Appoint Statutory Auditor Sugimoto, Kazuya	Mgmt	For	For

Northern Star Resources Limited

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: NST

Primary ISIN: AU000000NST8

Primary SEDOL: 6717456

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
		wards should be c	learly linked to performan	ne business or in the role and responsibilities of ce and demonstrate shareholder value creation
2	Approve Issuance of LTI Performance Rights to Stuart Tonkin	Mgmt	For	Against
	Voter Rationale: On early termination, all sevent of a change of control.	share-based award	ds should be time pro-rate	d and tested for performance, including in the
3	Approve Issuance of STI Performance Rights to Stuart Tonkin	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans.			ed against historic performance targets. The s outlining forward-looking targets that
4	Approve Issuance of Conditional Retention Rights to Stuart Tonkin	Mgmt	For	Against
	reward strong performance and drive share share-based awards should be time pro-ra	reholder value ove ated and tested for d to performance	r a sufficiently long period performance, including in	le robust and stretching performance targets to I of time. Moreover, on early termination, all In the event of a change of control. Further, all Ider value creation in addition to and above that
5	Approve Issuance of Dividend Equivalent Vested Performance Rights to Stuart Tonkin	Mgmt	For	For
6	Elect Michael Chaney as Director	Mgmt	For	For
7	Elect Nick Cernotta as Director	Mgmt	For	For
8	Elect John Richards as Director	Mgmt	For	For
0				1 01

NOVONIX Limited

Meeting Date: 10/26/2022

Country: Australia

Ticker: NVX

Meeting Type: Annual

Primary ISIN: AU000000NVX4 Primary SEDOL: BYZ6CM6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	reward strong performance and drive shall should be linked to material changes in the should put in place a procedure which work faith actions on the part of any of its executes shareholders, to ensure that any funds should consider deferring a proportion of and ensuring that the annual and long-ter how executives performed against historic performance, as well as outlining forward-plan is linked to a single performance target.	reholder value over a su e business or in the role uld enable it, should it in utive directors and othe wrongfully obtained in the annual cash bonus in m performance objective performance targets. Hooking targets that und tet. Companies should it	disclosed and include robust and stretching pufficiently long period of time. Moreover, significe and responsibilities of executive directors. All dentify any facts of manipulation of reported it is they managers which were detrimental to the such manner are repaid to it. Further, the reminto shares which would be more effective in reference and the should articulate how bonus paymed they bond they are aligned. Likewise, the remuneration reports the should articulate how bonus paymed they have sesting levels on multiple performance of mance criterion, and should stagger vesting to	cant salary increases so, the company indicators or other bad e long-term interests of nuneration committee etaining executives port does not articulate ents reflect prior year ong-term incentive riteria that reflect both
2	Elect Anthony Bellas as Director	Mgmt	For	For
	Voter Rationale: In the context of increasing members who have a good and recent under the context of increasing members who have a good and recent under the context of th	ngly complex internation derstanding of the acco	nal accounting standards, the audit committee unting rules and of the audit process.	e benefits from
3	Elect Jean Oelwang as Director	Mgmt	For	For
4	Approve Performance Rights Plan	Mgmt	None	Against
	compromise their independence and ability clearly disclosed and include robust and so over a sufficiently long period of time. Fur any facts of manipulation of reported indice managers which were detrimental to the lamanner are repaid to it. Additionally, the lamanner are repaid to it.	y to hold management of tretching performance to ther, the company shou cators or other bad faith cong-term interests of its cong-term incentive plan teria that reflect both al	ald not be granted to non-executive directors a accountable. Moreovr, incentive awards to exe argets to reward strong performance and drive ald put in place a procedure which would enable a actions on the part of any of its executive dire is shareholders, to ensure that any funds wrong is linked to a single performance target. Con absolute and relative financial metrics rather the pressively better performance.	ecutives should be e shareholder value le it, should it identify rectors and other key gfully obtained in such npanies should base
5	Approve Issuance of FY22 Performance Rights to Nick Liveris	Mgmt	For	Against
	compromise their independence and ability clearly disclosed and include robust and strong over a sufficiently long period of time. Fur any facts of manipulation of reported indice managers which were detrimental to the lamanner are repaid to it. Additionally, the lamanner are repaid to it.	y to hold management of tretching performance to ther, the company shou cators or other bad faith cong-term interests of its cong-term incentive plan teria that reflect both al	uld not be granted to non-executive directors a accountable. Moreovr, incentive awards to exe argets to reward strong performance and drive ld put in place a procedure which would enable a actions on the part of any of its executive dire is shareholders, to ensure that any funds wrong is linked to a single performance target. Con bsolute and relative financial metrics rather that ressively better performance.	ecutives should be e shareholder value le it, should it identify rectors and other key gfully obtained in such npanies should base
6	Approve Issuance of FY23 Performance Rights to Nick Liveris	Mgmt	For	Against
	compromise their independence and ability clearly disclosed and include robust and stower a sufficiently long period of time. Fur any facts of manipulation of reported indice managers which were detrimental to the lamanner are repaid to it. Additionally, the lamans is the sufficient of the sufficien	y to hold management of tretching performance to ther, the company shou cators or other bad faith cong-term interests of its cong-term incentive plan teria that reflect both al	ald not be granted to non-executive directors a accountable. Moreovr, incentive awards to exe argets to reward strong performance and drive ald put in place a procedure which would enable a actions on the part of any of its executive dires is shareholders, to ensure that any funds wrong is linked to a single performance target. Con absolute and relative financial metrics rather that pressively better performance.	ecutives should be e shareholder value le it, should it identify rectors and other key gfully obtained in such npanies should base

NOVONIX Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Approve Issuance of FY23 Share Rights to Andrew N. Liveris	Mgmt	For	Against
	Voter Rationale: Variable remuneration and compromise their independence and ability		ld not be granted to non-executive directors accountable.	as this may
8	Approve Issuance of FY23 Share Rights to Robert Cooper	Mgmt	For	Against
	Voter Rationale: Variable remuneration and compromise their independence and ability		ld not be granted to non-executive directors a accountable.	as this may
9	Approve Issuance of FY23 Share Rights to Anthony Bellas	Mgmt	For	Against
	Voter Rationale: Variable remuneration and compromise their independence and ability		ld not be granted to non-executive directors a accountable.	as this may
10	Approve Issuance of FY23 Share Rights to Robert Natter	Mgmt	For	Against
	Voter Rationale: Variable remuneration and compromise their independence and ability		ld not be granted to non-executive directors accountable.	as this may
11	Approve Issuance of FY23 Share Rights to Phillips 66 Company	Mgmt	For	Against
	Voter Rationale: Variable remuneration and compromise their independence and ability		ld not be granted to non-executive directors accountable.	as this may
12	Approve Issuance of FY23 Share Rights to Jean Oelwang	Mgmt	For	Against
	Voter Rationale: Variable remuneration and compromise their independence and ability		ld not be granted to non-executive directors accountable.	as this may
13	Approve Issuance of FY22 Share Rights to Robert Natter	Mgmt	For	Against
	Voter Rationale: Variable remuneration and compromise their independence and ability		ld not be granted to non-executive directors accountable.	as this may
14	Approve Issuance of FY22 Share Rights to Jean Oelwang	Mgmt	For	Against
	Voter Rationale: Variable remuneration and compromise their independence and ability		ld not be granted to non-executive directors a accountable.	as this may

Nutanix, Inc.

Meeting Date: 12/09/2022 Country: USA

Meeting Type: Annual

Ticker: NTNX

Primary SEDOL: BYQBFT8

Primary ISIN: US67059N1081

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 great	ater board
2	Eliminate Supermajority Vote Requirements	Mgmt	For	For

Nutanix, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Amend Certificate of Incorporation to Eliminate Inoperative Provisions in Relation to Class B Common Stock and Update Certain Other Miscellaneous Provisions	Mgmt	For	For
4a	Elect Director David Humphrey	Mgmt	For	For
			hout prior shareholder approval. The corporat s to courts, and reverse the measure or, at th	
4b	Elect Director Rajiv Ramaswami	Mgmt	For	For
4c	Elect Director Gayle Sheppard	Mgmt	For	For
5	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	considered to be rewarding under perform performance targets that reward strong pe least three years. Also, the company shou	nance of peers. In addit erformance and drive s Id put clawback provisio	esting of incentive awards for below median pion, incentive awards to executives should inchareholder value over a sufficiently long perioons in place to enable it to re-coup funds showhich were detrimental to the long-term intervals.	rlude robust d of time defined as at uld it identify any facts
7	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For

NWS Holdings Limited

Meeting Date: 11/21/2022 Country: Bermuda Ticker: 659

Meeting Type: Annual

Primary ISIN: BMG668971101 Primary SEDOL: 6568353

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 Chan Ka Keung, Ceajer as Director	Mgmt	For	For
3b	Elect Cheng Chi Kong, Adrian as Director	Mgmt	For	For
				directorships to ensure they have sufficient time by situations requiring substantial amounts of time.
3c	Elect Cheng Chi Ming, Brian as Director	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.

NWS Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3d	Elect Shek Lai Him, Abraham as Director	Mgmt	For	Against
	impartiality and effectiveness. Also, the no hamper the committee's impartiality and e	mination committee sho ffectiveness. Further, ex t time and energy to dis	and this director's membership could hampe build be majority independent and this directo wecutive officers are expected to hold no more scharge their roles properly, particularly during	r's membership could e than one external
3e	Elect Oei Wai Chi Grace Fung as Director	Mgmt	For	For
3f	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	Against
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		long period of time should consider a plan or	tender process 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 re-is stock.	ssued without pre-empt	ion rights, should be subject to the same limi	tations as newly issued
8	Adopt Amended and Restated By-Laws	Mgmt	For	For

Obara Group, Inc.

Meeting Date: 12/20/2022 Country: Japan Ticker: 6877

Meeting Type: Annual

Primary ISIN: JP3197650009 Primary SEDOL: 6117733

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 90	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For

Objective Corporation Limited

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

Meeting Type: Annual

Primary ISIN: AU000000CL7 Primary SEDOL: 6283407

Objective Corporation Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive sha	reholder value over a s	y disclosed and include robust and stretching pufficiently long period of time. Moreover, shan r independence and ability to hold managemen	e options should not be		
2	Elect Stephen Bool as Director	Mgmt	For	For		
3	Elect Nick Kingsbury as Director	Mgmt	For	Against		
4	benefits from members who have a good company has not published a diversity po	and recent understand licy and has no women with recent revisions to	v complex international accounting standards, ling of the accounting rules and of the audit p on its board. The company should develop at on the ASX Corporate Governance Principles. For	rocess. Moreover, the		
	Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.					
5	Approve the Amendments to the Company's Constitution - Virtual General Meetings	Mgmt	For	Against		
	Voter Rationale: In-person shareholder m physical meeting of the shareholders, and		al scrutiny of boards and management. There e company should attend.	should be an annual		

Oil Co. LUKOIL PJSC

Meeting Date: 12/05/2022

Country: Russia

Meeting Type: Special

Ticker: LKOH

Primary ISIN: RU0009024277

Primary SEDOL: B59SNS8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Retained Earnings of Fiscal 2021	Mgmt	For	Do Not Vote
2	Approve Interim Dividends for Nine Months of Fiscal 2022	Mgmt	For	Do Not Vote
3	Approve Remuneration of Directors	Mgmt	For	Do Not Vote
4	Amend Charter	Mgmt		
5	Amend Regulations on General Meetings	Mgmt	For	Do Not Vote
6	Amend Regulations on Board of Directors	Mgmt	For	Do Not Vote
7	Cancel Regulations on Management	Mgmt		

Omni Bridgeway Limited

Meeting Date: 11/30/2022

Country: Australia
Meeting Type: Annual

Ticker: OBL

Primary ISIN: AU0000082489

Primary SEDOL: BM95XH7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Significant salary increase executive directors. In addition, incentive a performance targets to reward strong performance and share-based awards control. Also, the remuneration report does should articulate how bonus payments reflong-term incentive plans. Further, the remuneration shares which would be more effective in realigned.	awards to executives formance and drive s should be time pro-r s not articulate how o flect prior year perfor nuneration committee	should be clearly disclosed an chareholder value over a suffici ated and tested for performan executives performed against l mance, as well as outlining for e should consider deferring a p	d include robust and stretching ently long period of time.Moreover, on ce, including in the event of a change of historic performance targets. The board ward-looking targets that underpin roportion of the annual cash bonus into
2	Elect Karen Phin as Director	Mgmt	For	For
3	Approve Issuance of Tranche 2 Deferred Consideration Shares to the Sellers	Mgmt	For	For
4	***Withdrawn Resolution*** Approve Issuance of Tranche 2 Additional Consideration Shares to the Sellers	Mgmt		
5	Approve the Increase in Non-Executive Directors' Fees	Mgmt	None	For
6	Approve the Indemnified Persons' Deeds of Indemnity, Insurance and Access	Mgmt	For	For
7	Approve Renewal of the Proportional Takeover Provisions	Mgmt	For	For
	Approve the Spill Resolution	Mgmt	Against	Against

Open House Group Co., Ltd.

Meeting Date: 12/21/2022

Country: Japan

Meeting Type: Annual

Ticker: 3288

Primary ISIN: JP3173540000

Primary SEDOL: BD3D170

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 67	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Arai, Masaaki	Mgmt	For	For

Open House Group Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3.2	Elect Director Kamata, Kazuhiko	Mgmt	For	Against	
	Voter Rationale: The board should estab objectivity.	lish one-third board	independence to ensure appr	opriate balance of independence and	
3.3	Elect Director Wakatabi, Kotaro	Mgmt	For	Against	
	Voter Rationale: The board should estab objectivity.	lish one-third board	independence to ensure appr	opriate balance of independence and	
3.4	Elect Director Imamura, Hitoshi	Mgmt	For	Against	
	Voter Rationale: The board should estab objectivity.	lish one-third board	independence to ensure appr	opriate balance of independence and	
3.5	Elect Director Fukuoka, Ryosuke	Mgmt	For	Against	
	Voter Rationale: The board should estab objectivity.	lish one-third board	independence to ensure appr	opriate balance of independence and	
3.6	Elect Director Munemasa, Hiroshi	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
3.7	Elect Director Ishimura, Hitoshi	Mgmt	For	Against	
	Voter Rationale: The board should estab objectivity.	lish one-third board	independence to ensure appr	opriate balance of independence and	
3.8	Elect Director Omae, Yuko	Mgmt	For	For	
3.9	Elect Director Kotani, Maoko	Mgmt	For	For	
4	Appoint Alternate Statutory Auditor Mabuchi, Akiko	Mgmt	For	For	
5	Approve Compensation Ceiling for Directors	Mgmt	For	For	
6	Approve Deep Discount Stock Option Plan	Mgmt	For	Against	

Oracle Corporation

Meeting Date: 11/16/2022

Country: USA

Meeting Type: Annual

Ticker: ORCL

Primary ISIN: US68389X1054

Primary SEDOL: 2661568

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Awo Ablo	Mgmt	For	For
1.2	Elect Director Jeffrey S. Berg	Mgmt	For	Withhold

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

Oracle Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Michael J. Boskin	Mgmt	For	Withhold
	committee should take action to ensur the risk of entrenchment. In addition, independence. The audit committee si impartiality and effectiveness. Moreovi	e an appropriately fre directors with long bo hould be fully indepen er, the lack of a robust It its risk oversight fun	is have served for more than 12 years less hoard and reduce the proportion of ard tenures should not serve on commedent and this director's membership cot anti-pledging policy is concerning and action. We encourage the committee to recutives.	long standing directors to reduce ittees that require absolute uld hamper the committee's raises questions about audit
1.4	Elect Director Safra A. Catz	Mgmt	For	For
1.5	Elect Director Bruce R. Chizen	Mgmt	For	Withhold
	committee should take action to ensur the risk of entrenchment. In addition, independence. The audit committee so impartiality and effectiveness. Moreove Furthermore, directors are expected to discharge their role properly, particula of a robust anti-pledging policy is cond	e an appropriately fre directors with long bo hould be fully indepen- er, this director is not s o hold only a small nur rly during unexpected cerning and raises que	s have served for more than 12 years lash board and reduce the proportion of ard tenures should not serve on commodent and this director's membership cosufficiently independent to serve as the mber of directorships and ensure they company situations requiring substantistions about audit committee effective of policy ideally prohibiting or severely respectively in the server of	long standing directors to reduce ittees that require absolute uld hamper the committee's independent lead director. have sufficient time and energy to ial amounts of time. Also, the lack ness in carrying out its risk
1.6	Elect Director George H. Conrades	Mgmt	For	Withhold
	committee should take action to ensur the risk of entrenchment. In addition, independence. The compensation con impartiality and effectiveness. Also, ex responded to last year's low say-on-pa	e an appropriately fre directors with long bo amittee should be inde recutive pay is not in li ay vote results. The co	s have served for more than 12 years la sh board and reduce the proportion of ard tenures should not serve on comm. pendent and this director's membershi ne with company performance because mpensation committee should do more strong performance and build sharehol	long standing directors to reduce ittees that require absolute to could hamper the committee's the company has not adequately to respond to best practices in
1.7	Elect Director Lawrence J. Ellison	Mgmt	For	For
	support the Chairman, ensure orderly	succession process fo	ent Director to establish appropriate ch or the Chairman, and act as a point of c channels of communication through th	contact for shareholders,
1.8	Elect Director Rona A. Fairhead	Mgmt	For	Withhold
		We encourage the co	concerning and raises questions about ommittee to adopt a policy ideally proh	
1.9	Elect Director Jeffrey O. Henley	Mgmt	For	For
1.10	Elect Director Renee J. James	Mgmt	For	For
1.11	Elect Director Charles W. Moorman	Mgmt	For	Withhold
	year's low say-on-pay vote results. The	e compensation comm	erformance because the company has a nittee should do more to respond to bes nance and build shareholder value over	st practices in pay that help
1.12	Elect Director Leon E. Panetta	Mgmt	For	Withhold
	year's low say-on-pay vote results. The	e compensation comm	erformance because the company has a hittee should do more to respond to bes mance and build shareholder value over	st practices in pay that help
1.13	Elect Director William G. Parrett	Mgmt	For	For

Oracle Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.14	Elect Director Naomi O. Seligman	Mgmt	For	Withhold	
	committee should take action to ensure the risk of entrenchment. In addition, di independence. The compensation comm impartiality and effectiveness. Also, exec	an appropriately fresi rectors with long boa littee should be indep rutive pay is not in lind vote results. The con	h board and reduce the rd tenures should not so endent and this directon e with company perform ppensation committee s	han 12 years lack balance. The nominating proportion of long standing directors to reduce erve on committees that require absolute or's membership could hamper the committee's mance because the company has not adequately should do more to respond to best practices in build shareholder value over time.	
1.15	Elect Director Vishal Sikka	Mgmt	For	For	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	e 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 board should act with accountability to the investors it represents and take action where a substantial proportion have expressed concerns over compensation practices in previous years. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	
	Voter Rationale: Companies that have he	ad the same auditor f	or a period of over 10 y	vears should consider a plan or tender process for	

Orica Ltd.

Meeting Date: 12/14/2022

Country: Australia

bringing in a new auditing firm.

Meeting Type: Annual

Ticker: ORI

Primary ISIN: AU000000ORI1

Primary SEDOL: 6458001

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2.1	Elect Gene Tilbrook as Director	Mgmt	For	For	
2.2	Elect Karen Moses as Director	Mgmt	For	For	
2.3	Elect Gordon Naylor as Director	Mgmt	For	For	
3	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.				
4	Approve Grant of Performance Rights to Sanjeev Gandhi	o Mgmt	For	For	
5	Approve Proportional Takeover Bids	Mgmt	For	For	

Origin Energy Limited

Meeting Date: 10/19/2022

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

Primary ISIN: AU000000CRG5

Primary SEDOL: 6214861

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Elect Nora Scheinkestel as Director	Mgmt	For	For	
3	Elect Greg Lalicker as Director	Mgmt	For	For	
4	Approve Remuneration Report	Mgmt	For	Against	
	reward strong performance and drive si	hareholder value ove ainst historic perform	er a sufficiently long period of mance targets. The board sl	robust and stretching performance targets to of time. Also, the remuneration report does not hould articulate how bonus payments reflect -term incentive plans.	
5	Approve Grant of Performance Share Rights and Restricted Share Rights to Frank Calabria	Mgmt	For	Against	
	reward strong performance and drive so linked to a single performance target.	hareholder value ove Companies should ba	er a sufficiently long period c ase vesting levels on multip	robust and stretching performance targets to of time. Further, the long-term incentive plan is le performance criteria that reflect both hould stagger vesting to reward progressively	
6	Approve Non-Executive Director Share Plan	Mgmt	None	For	
7	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For	
8	Approve Climate Transition Action Plan	Mgmt	For	For	
	Voter Rationale: Overall we believe that Origin's climate transition action plan is supportable, and therefore vote FOR the resolution. The plan introduces new medium-term 2030 targets that are aligned with 1.5C and are transparent on their methodology for setting these targets, the scenarios used, as well as the strategy to get there. Their phasing out of coal power generation by 2025, and recent announcements to sell gas exploration licenses in the Beetaloo Basin and review other gas exploration licenses, highlight a clear commitment to align capital allocation decisions with their climate commitments and strategy.				
9a	Approve the Amendments to the Company's Constitution	SH	Against	Against	
	Voter Rationale: We do not support sha sufficiently addressed by the company of			the state of the s	
9b	***Withdrawn Resolution*** Subject t Resolution 9a Being Passed, Approve th Shareholder Proposal Re: Climate Accounting and Audit Resolution				
9c	Subject to Resolution 9a Being Passed, Approve the Shareholder Proposal Re: Water Resolution	SH	Against	Against	
9d	Subject to Resolution 9a Being Passed, Approve the Shareholder Proposal Re: Cultural Heritage Resolution	SH	Against	Against	
9e	Subject to Resolution 9a Being Passed, Approve the Shareholder Proposal Re: Consent Resolution	SH	Against	Against	

Orora Limited

Meeting Date: 10/20/2022

Country: Australia **Meeting Type:** Annual

Ticker: ORA

Primary ISIN: AU000000CRA8

Primary SEDOL: BH4TCW7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Rob Sindel as Director	Mgmt	For	For
2b	Elect Tom Gorman as Director	Mgmt	For	For
2c	Elect Michael Fraser as Director	Mgmt	For	For
3a	Approve Grant of Deferred Share Rights to Brian Lowe	Mgmt	For	For
			v executives performed against historic perfon erformance, as well as outlining forward-lookin	
3b	Approve Grant of Performance Rights to Brian Lowe	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
			v executives performed against historic perfor performance, as well as outlining forward-looking	
5	Appoint KPMG as Auditor of the Company	Mgmt	For	For

Pact Group Holdings Ltd

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: PGH

Primary ISIN: AU000000PGH3

Primary SEDOL: BH57VC3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo board should articulate how bonus payn underpin long-term incentive plans. Also bonus into shares which would be more	ments reflect prior o, the remuneration	year performance, as well as out n committee should consider det	tlining forward-looking targets that Ferring a proportion of the annual cash
	objectives are aligned.			- ,
3	objectives are aligned. Elect Raphael Geminder as Director	Mgmt	For	Against

Pact Group Holdings Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Performance Rights to Sanjay Dayal	Mgmt	For	For
	vesting levels on rmance criterion, and			
5	Approve Renewal of Proportional Takeover Plebiscite	Mgmt	For	For
6	Approve Financial Assistance in Relation to the Acquisition of Synergy Packaging Pty Ltd	Mgmt	For	For

Paladin Energy Ltd

Meeting Date: 11/17/2022

Country: Australia **Meeting Type:** Annual

Ticker: PDN

Primary ISIN: AU000000PDN8

Primary SEDOL: 6668468

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sh should be linked to material changes in a incentive plan is linked to a single perfor	areholder value ov the business or in t mance target. Col	rer a sufficiently long peri the role and responsibiliti mpanies should base ves	lude robust and stretching performance targets to iod of time. Moreover, significant salary increases ies of executive directors. Also, the long-term sting levels on multiple performance criteria that e criterion, and should stagger vesting to reward
2	Elect Peter Main as Director	Mgmt	For	For
3	Elect Peter Watson as Director	Mgmt	For	For
4	Ratify Past Issuance of Placement Shares to Institutional Investors	Mgmt	For	For

Palantir Technologies, Inc.

Meeting Date: 12/22/2022

Country: USA

Meeting Type: Special

Ticker: PLTR

Primary ISIN: US69608A1088

Primary SEDOL: BN78DQ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Certificate of Incorporation	Mamt	For	For

Palo Alto Networks, Inc.

Meeting Date: 12/13/2022

Country: USA

Meeting Type: Annual

Ticker: PANW

Primary ISIN: US6974351057

Primary SEDOL: B87ZMX0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Helene D. Gayle	Mgmt	For	For
	Voter Rationale: Directors are elected in co with directors regularly on their performar accountability.			ould have the opportunity to communicate declassify itself, thereby enhancing
1b	Elect Director James J. Goetz	Mgmt	For	Against
	Voter Rationale: Directors with long board committee should be fully independent an			equire absolute independence. The audit committee's impartiality and effectiveness.
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	r 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	For
	Voter Rationale: Incentive awards to execusive shareholder value over a sufficiently long			ts that reward strong performance and drive
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	In addition, on early termination, all share	e-based awards sh ards to executives	nould be time pro-rated and te should be clearly disclosed an	vith good practice and should be eliminated. sted for performance, including in the event and include robust and stretching performanc period of time

Parker-Hannifin Corporation

Meeting Date: 10/26/2022

Country: USA

Meeting Type: Annual

Ticker: PH

Primary ISIN: US7010941042

Primary SEDOL: 2671501

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Lee C. Banks	Mgmt	For	For
1b	Elect Director Jillian C. Evanko	Mgmt	For	For
1c	Elect Director Lance M. Fritz	Mgmt	For	For
1d	Elect Director Linda A. Harty	Mgmt	For	Against
				that require absolute independence. The audit r the committee's impartiality and effectiveness.
1e	Elect Director William F. Lacey	Mgmt	For	For
1f	Elect Director Kevin A. Lobo	Mgmt	For	For

Parker-Hannifin Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Joseph Scaminace	Mgmt	For	Against
			ve on committees that require absolute indeper's membership could hamper the committee's	
1h	Elect Director Ake Svensson	Mgmt	For	For
1 i	Elect Director Laura K. Thompson	Mgmt	For	For
1j	Elect Director James R. Verrier	Mgmt	For	For
1k	Elect Director James L. Wainscott	Mgmt	For	Against
		endent and this director	ve on committees that require absolute indeper's membership could hamper the committee's serve as the independent lead director.	
11	Elect Director Thomas L. Williams	Mgmt	For	For
	important for securing a proper balance be should appoint a Lead Independent Direct ensure orderly succession process for the	etween executives and tor to establish appropri Chairman, and act as a	different and generally should be separated. outside shareholders and preserving accounta attended in the Board, suppoint of contact for shareholders, non-execuing the board Chairman are considered inappr	bility. Also, the board t the Chairman, tive directors and
2	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 annual pay. Larger severance packages sh clearly linked to performance and demons	nance of peers. In addit ibilities of executive dire nould be subject to a se trate shareholder value early termination, all sl	esting of incentive awards for below median pion, significant salary increases should be linked ectors Moreover, severance payments should no parate shareholder approval. Also, all exception creation in addition to and above that expection pare-based awards should be time pro-rated a	ed to material changes ot exceed two times nal awards should be ed of directors as a
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Paychex, Inc.

Meeting Date: 10/13/2022

Country: USA

Meeting Type: Annual

Ticker: PAYX

Primary ISIN: US7043261079

Primary SEDOL: 2674458

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Martin Mucci	Mgmt	For	For
	important for securing a proper bala should appoint a Lead Independent	ance between executives Director to establish ap, or the Chairman, and ac	s and outside shareholder propriate checks and bala t as a point of contact for	orally should be separated. Separation of roles is and preserving accountability. Also, the board ances on the Board, support the Chairman, a shareholders, non-executive directors and are considered inappropriate.
1b	Elect Director Thomas F. Bonadio	Mgmt	For	For
1c	Elect Director Joseph G. Doody	Mgmt	For	For

Paychex, Inc.

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
d	Elect Director David J.S. Flaschen	Mgmt	For	Against
	the risk of entrenchment. Also, directors v independence. The audit committee shoul	an appropriately fro with long board ter Id be fully indepen nsation committee	esh board and reduce the propo nures should not serve on comn dent and this director's membel	rtion of long standing directors to reduce nittees that require absolute
le	Elect Director B. Thomas Golisano	Mgmt	For	Against
	Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment.			years lack balance. The nominating rtion of long standing directors to reduce
1f	Elect Director Pamela A. Joseph	Mgmt	For	Against
	Voter Rationale: We expect companies to expectation is that female directors comp 30% in the future.			er diversity on the board. Our minimum ny of this size, with an aspiration to achieve
10	Elect Director Kevin A. Price	Mgmt	For	For
.y				
_	Elect Director Joseph M. Tucci Voter Rationale: Boards where more than			
_	Voter Rationale: Boards where more than	n a third of directo an appropriately fro vith long board ten tee should be inde	rs have served for more than 12 esh board and reduce the propo nures should not serve on comn ependent and this director's mer	Pyears lack balance. The nominating rtion of long standing directors to reduce iittees that require absolute nbership could hamper the committee's
1h	Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit	n a third of directo an appropriately fro vith long board ten tee should be inde	rs have served for more than 12 esh board and reduce the propo nures should not serve on comn ependent and this director's mer	Pyears lack balance. The nominating rtion of long standing directors to reduce iittees that require absolute nbership could hamper the committee's
1h	Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit impartiality and effectiveness. In addition, Elect Director Joseph M. Velli Voter Rationale: Boards where more than	n a third of directon an appropriately from with long board tent tee should be inde this director is no Mgmt an a third of directon an appropriately from with long board ten	rs have served for more than 12 esh board and reduce the propo- pures should not serve on comm pendent and this director's men it sufficiently independent to ser For es have served for more than 12 esh board and reduce the propo- pures should not serve on comm	R years lack balance. The nominating ortion of long standing directors to reduce nittees that require absolute inbership could hamper the committee's eve as the independent lead director. Against R years lack balance. The nominating ortion of long standing directors to reduce nittees that require absolute
- Lh	Voter Rationale: Boards where more that committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit impartiality and effectiveness. In addition, Elect Director Joseph M. Velli Voter Rationale: Boards where more that committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit	n a third of directon an appropriately from with long board tent tee should be inde this director is no Mgmt an a third of directon an appropriately from with long board ten	rs have served for more than 12 esh board and reduce the propo- pures should not serve on comm pendent and this director's men it sufficiently independent to ser For es have served for more than 12 esh board and reduce the propo- pures should not serve on comm	R years lack balance. The nominating ortion of long standing directors to reduce nittees that require absolute inbership could hamper the committee's eve as the independent lead director. Against R years lack balance. The nominating ortion of long standing directors to reduce nittees that require absolute
1g 1h 1i	Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit impartiality and effectiveness. In addition, Elect Director Joseph M. Velli Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit impartiality and effectiveness. Elect Director Kara Wilson	n a third of directon appropriately from this director is not the should be independent of the should not the should not independent of	rs have served for more than 12 sesh board and reduce the proportures should not serve on communes should not serve on communes should not serve on communes should not served for more than 12 sesh board and reduce the proportures should not serve on communes than and this director's menutes than one external director.	R years lack balance. The nominating prition of long standing directors to reduce nittees that require absolute mbership could hamper the committee's rive as the independent lead director. Against R years lack balance. The nominating prition of long standing directors to reduce nittees that require absolute mbership could hamper the committee's happens to ensure they have sufficient time
1h 1i	Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit impartiality and effectiveness. In addition, Elect Director Joseph M. Velli Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit impartiality and effectiveness. Elect Director Kara Wilson	a a third of directors an appropriately from this director is not this d	rs have served for more than 12 sesh board and reduce the proportures should not serve on communes should not serve on communes should not serve on communes should not served for more than 12 sesh board and reduce the proportures should not serve on communes than and this director's menutes than one external director.	R years lack balance. The nominating prition of long standing directors to reduce nittees that require absolute mbership could hamper the committee's rive as the independent lead director. Against R years lack balance. The nominating prition of long standing directors to reduce nittees that require absolute mbership could hamper the committee's happens to ensure they have sufficient time
1h 1i	Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit impartiality and effectiveness. In addition, Elect Director Joseph M. Velli Voter Rationale: Boards where more than committee should take action to ensure a the risk of entrenchment. Also, directors windependence. The compensation commit impartiality and effectiveness. Elect Director Kara Wilson Voter Rationale: Executive officers are exand energy to discharge their roles proper Advisory Vote to Ratify Named Executive Officers' Compensation	a a third of director of an appropriately from this director is not this	rs have served for more than 12 ash board and reduce the proposes board and reduce the proposes been also	R years lack balance. The nominating prition of long standing directors to reduce interest that require absolute inbership could hamper the committee's eve as the independent lead director. Against R years lack balance. The nominating prition of long standing directors to reduce interest that require absolute inbership could hamper the committee's Against Against

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

Meeting Type: Annual

Primary ISIN: US70438V1061 Primary SEDOL: BKM4N88

Paylocity Holding Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Steven R. Beauchamp	Mgmt	For	For	
1.2	Elect Director Virginia G. Breen	Mgmt	For	For	
1.3	Elect Director Robin L. Pederson	Mgmt	For	For	
1.4	Elect Director Andres D. Reiner	Mgmt	For	For	
1.5	Elect Director Kenneth B. Robinson	Mgmt	For	For	
1.6	Elect Director Ronald V. Waters, III	Mgmt	For	Withhold	
			n increase racial and gender diversity on the b and members for a company of this size, with a		
1.7	Elect Director Toby J. Williams	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: 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. 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 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 Lastly, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	

Peloton Interactive, Inc.

Meeting Date: 12/06/2022 Country: USA

Meeting Type: Annual

Ticker: PTON

Primary ISIN: US70614W1009 Primary SEDOL: BJ7WJS2

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

Voter Rationale: Executive pay is not in line with company performance. The compensation committee should do more to respond to best practices in pay that help establish compensation packages that reward strong performance and build shareholder value over time. Specifically, the new CEO received an outsized equity award that does not require the achievement of pre-set performance goals in order to vest. In addition, there are concerns surrounding the pay program structure for NEOs and certain pay decisions. Also, changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board failed to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. Moreover, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability. In addition, we oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders.

Peloton Interactive, Inc.

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

Pendal Group Limited

Meeting Date: 12/23/2022

Country: Australia **Meeting Type:** Court

Ticker: PDL

Primary ISIN: AU0000009789

Primary SEDOL: BFY6LL6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Court-Ordered Meeting	Mgmt		
1	Approve Scheme of Arrangement in Relation to the Proposed Acquisition of the Company by Perpetual Limited	Mgmt	For	For

Perenti Global Limited

Meeting Date: 10/14/2022

Country: Australia

Meeting Type: Annual

Ticker: PRN

Primary ISIN: AU0000061897

Primary SEDOL: BKRKNV4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	For		
			v executives performed against historic perfor erformance, as well as outlining forward-looki			
2	Elect Alexandra Atkins as Director	Mgmt	For	For		
3	Elect Andrea Hall as Director	Mgmt	For	For		
4	Elect Craig Allen Laslett as Director	Mgmt	For	For		
5	Approve Issuance of Performance Rights to Mark Norwell Under the FY 2022 Long Term Incentive	Mgmt	For	For		
6	Approve Issuance of Performance Rights to Mark Norwell Under the FY 2023 Long Term Incentive	Mgmt	For	For		
7	Approve Issuance of STI Rights to Mark Norwell Under the FY 2022 Short Term Incentive	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.					
8	Approve the Change of Company Name to Perenti Limited	Mgmt	For	For		

Perenti Global Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Approve the Amendments to the Company's Constitution	Mgmt	For	For
10	Approve the Amendments to the Company's Constitution - Virtual Only General 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.			
11	Approve Proportional Takeover Provisions	Mgmt	For	For

Pernod Ricard SA

Meeting Date: 11/10/2022 Country: France

Meeting Type: Annual

Ticker: RI

Primary ISIN: FR0000120693 Primary SEDOL: 4682329

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 4.12 per Share	Mgmt	For	For
4	Reelect Patricia Barbizet as Director	Mgmt	For	For
5	Reelect Ian Gallienne as Director	Mgmt	For	Against
	appropriate balance of independence and	objectivity. Moreover, e ot time and energy to di	lude at least 50% independent non-executive xecutive officers are expected to hold no mon ischarge their roles properly, particularly durin	e than one external
6	Renew Appointment of KPMG SA as Auditor	Mgmt	For	For
7	Acknowledge End of Mandate of Salustro Reydel as Alternate Auditor and Decision Not to Replace and Renew	Mgmt	For	For
8	Approve Compensation of Alexandre Ricard, Chairman and CEO	Mgmt	For	Against

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, all cash or share-based awards and payments that fall outside the company's remuneration policy should require ex-ante shareholder approval. Last, companies should consider extending vesting periods for long-term incentive plans to 5 years or longer or as a minimum introduce an additional holding or deferral period.

Pernod Ricard SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Approve Remuneration Policy of Alexandre Ricard, Chairman and CEO	Mgmt	For	Against
	ex-ante shareholder approval. Also, com and long-term incentive schemes in line would enable it, should it identify any fa executive directors and other key mana	ppanies should cons with market best p cts of manipulation gers which were de ver are repaid to it.	sider introducing deferral practice. Moreover, the co n of reported indicators on trimental to the long-ten Last, companies should o	company's remuneration policy should require element and clawback provisions to the short-ompany should put in place a procedure which rother bad faith actions on the part of any of its m interests of its shareholders, to ensure that any consider extending vesting periods for long-term g or deferral period.
10	Approve Compensation Report of Corporate Officers	Mgmt	For	For
11	Approve Remuneration Policy of Corporate Officers	Mgmt	For	For
12	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For
13	Approve Auditors' Special Report on Related-Party Transactions	Mgmt	For	For
14	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For

Perpetual Limited

Meeting Date: 10/20/2022 Country: Australia

Meeting Type: Annual

Ticker: PPT

Primary ISIN: AU000000PPT9

Primary SEDOL: 6682394

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus paym	ents reflect prior ye her, the long-term i nce criteria that ref	ear performance, as well as ouncentive plan is linked to a sin Diect both absolute and relative	ngle performance target. Companies should e financial metrics rather than a single
2	Elect Greg Cooper as Director	Mgmt	For	For
3	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For
4a	Approve Grant of Share Rights to Rob Adams	Mgmt	For	For
	Voter Rationale: The long-term incentive multiple performance criteria that reflect should stagger vesting to reward progres	both absolute and	relative financial metrics rathe	ompanies should base vesting levels on er than a single performance criterion, and
4b	Approve Grant of Performance Rights to Rob Adams	Mgmt	For	For
	Voter Rationale: The long-term incentive multiple performance criteria that reflect should stagger vesting to reward progres	both absolute and	relative financial metrics rathe	ompanies should base vesting levels on er than a single performance criterion, and

Perpetual Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4c	Approve Grant of KMP Growth Long-Term Incentive Performance Rights to Rob Adams	Mgmt	For	For
		both absolute and relat	e performance target. Companies should bas ive financial metrics rather than a single perfo ce.	

Perseus Mining Limited

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

Meeting Type: Annual

Primary ISIN: AU000000PRU3 Primary SEDOL: B02FBC1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1	Approve Remuneration Report	Mgmt	For	Against			
	Voter Rationale: On early termination, event of a change of control. Also, the performance targets. The board show forward-looking targets that underpin	e remuneration repor uld articulate how bo	rt does not articulate how exe nus payments reflect prior ye				
2	Elect Sean Harvey as Director	Mgmt	For	Against			
	appropriate balance of independence membership could hamper the comm independent and this director's memb committee should be majority indepe effectiveness. Additionally, the board Board, support the Chairman, ensure	and objectivity. More ittee's impartiality an pership could hamper ndent and this direct should appoint a Lea orderly succession p	eover, the audit committee shad effectiveness. Further, the lar the committee's impartiality or's membership could hampe ad Independent Director to es process for the Chairman, and	and effectiveness. Likewise, the nomination			
3	Elect John McGloin as Director	Mgmt	For	Against			
	appropriate balance of independence director's membership could hamper	and objectivity. More the committee's impa to ensure they have	eover, the remuneration comn artiality and effectiveness. Als sufficient time and energy to	ependent non-executive directors to ensure mittee should be independent and this to, executive officers are expected to hold no discharge their roles properly, particularly			
4	Approve Issuance of Performance Rig to Jeffrey Quartermaine	ghts Mgmt	For	Against			
	Voter Rationale: On early termination, event of a change of control.	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.					
5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For			

Petro Rio SA

Meeting Date: 12/09/2022 Country: Brazil Ticker: PRIO3

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRPRIOACNOR1 Primary SEDOL: BYY0144

Petro Rio SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Minutes of Meeting Summary	Mgmt	For	For
2	Approve Minutes of Meeting with Exclusion of Shareholder Names	Mgmt	For	For
3	Amend Article 5 to Reflect Changes in Capital	Mgmt	For	For
4	Amend Article 14	Mgmt	For	For
5	Amend Article 18	Mgmt	For	For
6	Amend Article 37	Mgmt	For	For
7	Amend Article 41	Mgmt	For	For

PEXA Group Limited

Meeting Date: 11/18/2022

Country: Australia

Meeting Type: Annual

Ticker: PXA

Primary ISIN: AU0000158594

Primary SEDOL: BMD0WJ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Helen Silver as Director	Mgmt	For	For
2	Elect John Hawkins as Director	Mgmt	For	Against
	Voter Rationale: The audit committee show impartiality and effectiveness.	uld be fully independ	ent and this director's membership could hamp	per the committee's
3	Elect Kirstin Ferguson as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
5	Approve Grant of Performance Rights to Glenn King	Mgmt	For	For
6	Approve the Amendments to the Company's Constitution	Mgmt	For	Against

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

PICC Property and Casualty Company Limited

Meeting Date: 10/27/2022 Country: China Ticker: 2328

Meeting Type: Extraordinary Shareholders

Primary ISIN: CNE100000593 Primary SEDOL: 6706250

PICC Property and Casualty Company Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Li Weibin as Director	Mgmt	For	For
2	Elect Qu Xiaobo as Director	Mgmt	For	For
3	Elect Dong Qingxiu as Supervisor	Mgmt	For	For
4	Elect Carson Wen as Supervisor	Mgmt	For	For
5	Approve Plan on Authorization to the Board of Directors by Shareholders' General Meeting	Mgmt	For	For

Pilbara Minerals Limited

Meeting Date: 11/17/2022

Country: Australia

Meeting Type: Annual

Ticker: PLS

Primary ISIN: AU000000PLS0

Primary SEDOL: B2368L5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	effectiveness of incentive schemes. Furt stretching performance targets to rewar	hermore, incentive d d strong performan hould consider defe	awards to executives should bece and drive shareholder valuerring a proportion of the annu	ual cash bonus into shares which would be		
2	Elect Anthony Kiernan as Director	Mgmt	For	For		
3	Elect Nicholas Cernotta as Director	Mgmt	For	For		
4	Ratify Past Issuance of Convertible Bonds to POS-LT Pty Ltd	Mgmt	For	For		
5	Approve Issuance of Employee Performance Rights to Dale Henderson	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.					
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For		

Ping Identity Holding Corp.

Meeting Date: 10/17/2022

Country: USA

Meeting Type: Special

Ticker: PING

Primary ISIN: US72341T1034

Primary SEDOL: BKT6B49

Ping Identity Holding Corp.

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
3	Adjourn Meeting	Mgmt	For	For

Pinnacle Investment Management Group Limited

Meeting Date: 11/14/2022

Country: Australia

Meeting Type: Annual

Ticker: PNI

Primary ISIN: AU000000PNI7

Primary SEDOL: BD0F7H1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a suffciently long period of time. Also, significant salary increases are not linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Furthermore, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Lastly, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
3a	Elect Deborah Beale as Director	Mgmt	For	For		
3b	Elect Andrew Chambers as Director	Mgmt	For	For		

PKSHA Technology, Inc.

Meeting Date: 12/23/2022

Country: Japan

Meeting Type: Annual

Ticker: 3993

Primary ISIN: JP3780050005 Primary SEDOL: BF1CV17

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 Uenoyama, Katsuya Voter Rationale: The board lacks sufficient	Mgmt	For	Against
2.2	Elect Director Mizutani, Takehiko	Mgmt	For	For

PKSHA Technology, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.3	Elect Director Yoshida, Yukihiro	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Fujioka, Daisuke	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Shimomura, Masayuki	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Sato, Yusuke	Mgmt	For	For

PLAID, Inc. (Japan)

Meeting Date: 12/20/2022

Country: Japan

Meeting Type: Annual

Ticker: 4165

Primary ISIN: JP3833270006

Primary SEDOL: BMCWCB2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	Mgmt	For	For
2.1	Elect Director Kurahashi, Kenta	Mgmt	For	For
2.2	Elect Director Shibayama, Naoki	Mgmt	For	For
2.3	Elect Director Takayanagi, Keitaro	Mgmt	For	For
2.4	Elect Director Muto, Kentaro	Mgmt	For	For
2.5	Elect Director Hirano, Masao	Mgmt	For	For
2.6	Elect Director Matsuzawa, Kaoru	Mgmt	For	For
3	Approve Restricted Stock Plan and Performance Share Plan	Mgmt	For	Against
	Performance Share Plan			

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and increase in shareholder value over time. Also, this plan could lead to excessive dilution.

Platinum Asset Management Limited

Meeting Date: 11/16/2022

Country: Australia

Meeting Type: Annual

Ticker: PTM

Primary ISIN: AU000000PTM6

Primary SEDOL: B1XK7G8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Anne Loveridge as Director	Mgmt	For	For
2	Elect Elizabeth Norman as Director	Mgmt	For	For

Platinum Asset Management Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Elect Philip Moffitt as Director	Mgmt	For	For		
4	Approve Remuneration Report	Mgmt	For	Against		
	long-term performance targets and perfociently disclosed and include robust and sover a sufficiently long period of time. Alt facts of manipulation of reported indicate managers which were detrimental to the manner are repaid to it. Moreover, the research	rmance and historic ann stretching performance to so, the company should wiss or other bad faith act long-term interests of it muneration report does rticulate how bonus pay	The remuneration committee should provide that objectives. Moreover, incentive awards to elargets to reward strong performance and driviput in place a procedure which would enable visions on the part of any of its executive directors shareholders, to ensure that any funds wron not articulate how executives performed againments reflect prior year performance, as well are the same of the prior year performance, as well are the same of the prior year performance.	executives should be e shareholder value it, should it identify any ors and other key gfully obtained in such ist historic		
5	Approve Grant of Long-term Hurdled Performance Share Rights to Andrew Clifford Under the Platinum Partners' Long-Term Incentive Plan	Mgmt	For	Against		
	reward strong performance and drive sha plan is linked to a single performance tar absolute and relative financial metrics rate	areholder value over a su get. Companies should L ther than a single perfon nation, all share-based a	disclosed and include robust and stretching pufficiently long period of time. Furthermore, the base vesting levels on multiple performance crimance criterion, and should stagger vesting towards should be time pro-rated and tested for	e long-term incentive iteria that reflect both reward progressively		
6	Approve Grant of Long-term Hurdled Performance Share Rights to Elizabeth Norman Under the Platinum Partners' Long-Term Incentive Plan	Mgmt	For	Against		
	reward strong performance and drive sha plan is linked to a single performance tar absolute and relative financial metrics rate	areholder value over a su get. Companies should L ther than a single perfon nation, all share-based a	disclosed and include robust and stretching pufficiently long period of time. Furthermore, the base vesting levels on multiple performance crimance crimance crimance crimance crimance criterion, and should stagger vesting to wards should be time pro-rated and tested for	e long-term incentive iteria that reflect both reward progressively		
7	Approve Grant of Long-term Hurdled Performance Share Rights to Andrew Stannard Under the Platinum Partners' Long-Term 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. Furthermore, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.					
8	Approve the Spill Resolution	Mgmt	Against	Against		
PointsBet Holdings Limited						
Meeting Date: 10/2	20/2022 Country: Australia Meeting Type: Ann	ual	Ticker: PBH			

Primary ISIN: AU0000047797 Primary SEDOL: BJYJ845

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Brett Paton as Director	Mgmt	For	Against

PointsBet Holdings Limited

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. Also, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.					
2	Elect Tony Symons as Director	Mgmt	For	Against		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ens 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.					
3	Elect Peter McCluskey as Director	Mgmt	For	For		
4	Ratify Past Issuance of Shares to SIG Sports Investment Corp.	Mgmt	For	Against		
	Voter Rationale: If approved, this proposal would allow the board to issue an additional 15% of equities without further shareholder approval, bringing further dilution to shareholders.					
5	Approve Issuance of Performance Share Rights to Sam Swanell	Mgmt	For	Against		
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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.					
6	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the remuneration 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.					

Polynovo Limited

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

Meeting Type: Annual

Primary ISIN: AU000000PNV0 Primary SEDOL: BSJBZM6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a	Elect David Williams as Director	Mgmt	For	For
3b	Elect Leon Hoare as Director	Mgmt	For	For
4	Approve Issuance of Share Options to David McQuillan	Mgmt	For	Against

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. Additionally, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

Polynovo Limited

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

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a suffciently long period of time. Moreover, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. Further, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

Poshmark, Inc.

Ticker: POSH Meeting Date: 12/27/2022 Country: USA

Meeting Type: Special

Primary ISIN: US73739W1045 Primary SEDOL: BL6G4S4

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

Precinct Properties New Zealand Ltd.

Ticker: PCT Meeting Date: 11/03/2022 Country: New Zealand

Meeting Type: Annual

Primary ISIN: NZAPTE0001S3 Primary SEDOL: 6093275

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Anne Urlwin as Director	Mgmt	For	For
2	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	Against

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

Premier Investments Limited

Meeting Date: 12/02/2022 Country: Australia Ticker: PMV

Meeting Type: Annual

Primary ISIN: AU000000PMV2 Primary SEDOL: 6699781

Premier Investments Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a suffciently long period of time. Also, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Furthermore, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.					
3a	Elect David Crean 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.					
3b	Elect Timothy Antonie as Director	Mgmt	For	Against		
	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Also, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. Moreover, the nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.					
3c	Elect Terrence McCartney as Director	Mgmt	For	For		

Premier, Inc.

Meeting Date: 12/02/2022 Country: USA

Meeting Type: Annual

Ticker: PINC

Primary ISIN: US74051N1028 **Primary SEDOL:** BDZDRC5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael J. Alkire	Mgmt	For	For
1.2	Elect Director Jody R. Davids	Mgmt	For	For
			ually, but shareholders should have the opport take immediate steps to declassify itself, there	
1.3	Elect Director Peter S. Fine	Mgmt	For	For
1.4	Elect Director Marvin R. O'Quinn	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
		ompanies that have had	for more than 20 years. There is value for inv the same auditor for a long period of time sh 10 years.	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		xceptional awards shoul	es annual pay. Larger severance packages sho d be clearly linked to performance and demor s as a normal part of their jobs.	

Pressance Corp.

Meeting Date: 12/16/2022

Country: Japan

Meeting Type: Annual

Ticker: 3254

Primary ISIN: JP3833300001

Primary SEDOL: B29H1T1

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 Doi, Yutaka	Mgmt	For	For		
2.2	Elect Director Hirano, Kenichi	Mgmt	For	Against		
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	ndependence and		
2.3	Elect Director Harada, Masanori	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 Tajikawa, Junichi	Mgmt	For	Against		
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	ndependence and		
2.5	Elect Director Wakatabi, Kotaro	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.6	Elect Director Yamagishi, Yoshiaki	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.1	Elect Director and Audit Committee Member Sakatani, Yoshihiro	Mgmt	For	Against		
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	ndependence and		
3.2	Elect Director and Audit Committee Member Nishioka, Keiko	Mgmt	For	For		
3.3	Elect Director and Audit Committee Member Abiko, Toshihiro	Mgmt	For	For		

Pro Medicus Limited

Meeting Date: 11/21/2022

Country: Australia

Meeting Type: Annual

Ticker: PME

Primary ISIN: AU000000PME8

Primary SEDOL: 6292782

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

Pro Medicus Limited

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	board should articulate how bonus payment underpin long-term incentive plans. Also, t	nts reflect prior year per the remuneration comm	executives performed against historic perform formance, as well as outlining forward-looking hittee should consider deferring a proportion of tutives and ensuring that the annual and long	g targets that of the annual cash
3.1	Elect Anthony Glenning as Director	Mgmt	For	For
3.2	Elect Sam Hupert as Director	Mgmt	For	For

PWR Holdings Limited

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

Meeting Type: Annual

Primary ISIN: AU000000PWH0 Primary SEDOL: BZ168Z2

roposal Iumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. Furth bonus into shares which would be more e objectives are aligned.	ents reflect prior ye er, the remuneration	ar performance, as well as out on committee should consider (tlining forward-looking targets that deferring a proportion of the annual cash
2	Elect Roland Dane as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	uld be fully indepe	ndent and this director's memi	bership could hamper the committee's
3	Approve Increase in Aggregate Fee Limit for Non-Executive Directors	Mgmt	For	Against
	Voter Rationale: A vote AGAINST this reso Currently, there is sufficient headroom wit renewal/transition.			
4	Approve Updated Performance Rights Plan	Mgmt	For	For
	Voter Rationale: The company should put reported indicators or other bad faith action detrimental to the long-term interests of in it.	ons on the part of	any of its executive directors a	
5	Approve Grant of Performance Rights to Kees Weel	Mgmt	For	For
	Voter Rationale: The company should put reported indicators or other bad faith action detrimental to the long-term interests of in it.	ons on the part of	any of its executive directors a	
6	Approve Renewal of Proportional Takeover Provisions in the Constitution	Mgmt	For	For
	Approve the Amendments to the	Mgmt	For	Against

PWR Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve General Amendments to the Company's Constitution	Mgmt	For	For

Qantas Airways Limited

Meeting Date: 11/04/2022 Country: Australia

Meeting Type: Annual

Ticker: QAN

Primary ISIN: AU000000QAN2 Pri

Primary SEDOL: 6710347

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2.1	Elect Richard Goyder as Director	Mgmt	For	For		
2.2	Elect Maxine Brenner as Director	Mgmt	For	Against		
		d quantify the con	tribution that different decarboni	w they intend to meet their long and sation levers will make to achieving their isation strategy to meet our expectations.		
2.3	Elect Jacqueline Hey as Director	Mgmt	For	Against		
	Voter Rationale: We expect companies to publish decarbonisation strategies that explain how they intend to meet their long and medium-term GHG reduction targets, and quantify the contribution that different decarbonisation levers will make to achieving their targets. We do not believe that Qantas has published sufficient information on its decarbonisation strategy to meet our expectations.					
3.1	Approve Participation of Alan Joyce in the Recovery Retention Plan	Mgmt	For	Against		
	Voter Rationale: Incentive awards to 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,		
3.2			,	5,		

vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single

prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.

performance criterion, and should stagger vesting to reward progressively better performance. Last, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect

Qube Holdings Limited

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

Meeting Type: Annual

Primary ISIN: AU000000QUB5 Primary SEDOL: B1L4BC6

Qube Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Elect Allan Davies as Director	Mgmt	For	For		
2	Elect Alan Miles as Director	Mgmt	For	For		
3	Elect Stephen Mann as Director	Mgmt	For	For		
4	Elect Lindsay Ward as Director	Mgmt	For	Against		
			than one external directorships to ensure they nexpected company situations requiring subst			
5	Approve Remuneration Report	Mgmt	For	Against		
6	report does not articulate how executives payments reflect prior year performance, Moreover, the long-term incentive plan is	performed against histo as well as outlining forv linked to a single perfor plute and relative financ	e over a suffciently long period of time. Furthe oric performance targets. The board should a vard-looking targets that underpin long-term i mance target. Companies should base vesting ial metrics rather than a single performance of	rticulate how bonus incentive plans. g levels on multiple		
	Equity Plan Rules					
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.					
7	Approve Issuance of LTI Performance Rights to Paul Digney	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.					
8	Approve Issuance of STI Rights to Paul Digney	Mgmt	For	For		
9	Approve Grant of Financial Assistance in Relation to Acquisition	Mgmt	For	For		

Ramelius Resources Limited

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

Meeting Type: Annual

Primary ISIN: AU000000RMS4 Primary SEDOL: 6586872

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

Ramelius Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	reward strong performance and drive sha articulate how executives performed agai prior year performance, as well as outlini remuneration committee should consider in retaining executives and ensuring that in place a procedure which would enable	areholder value over a s inst historic performanc ing forward-looking targ deferring a proportion the annual and long-te it, should it identify an e directors and other ke	y disclosed and include robust and stretching ufficiently long period of time. Also, the remu e targets. The board should articulate how bo ets that underpin long-term incentive plans. I of the annual cash bonus into shares which w rm performance objectives are aligned. Last, y facts of manipulation of reported indicators y managers which were detrimental to the low toch manner are repaid to it.	neration report does not onus payments reflect Further, the vould be more effective the company should put or other bad faith
2	Elect Fiona Jane Murdoch as Director	Mgmt	For	For
3	Elect Natalia Streltsova as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Mark William Zeptner	Mgmt	For	Against
	reward strong performance and drive sha	areholder value over a s	v disclosed and include robust and stretching ufficiently long period of time. Moreover, on e formance, including in the event of a change	early termination, all
5	Approve Performance Plan	Mgmt	For	Against
	relative performance. Also, incentive awa targets to reward strong performance and	rds to executives shoul d drive shareholder val	nd stretching performance targets that reflect d be clearly disclosed and include robust and ue over a sufficiently long period of time. Last older value creation in addition to and above	stretching performance , all exceptional awards
6	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For

Ramsay Health Care Limited

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

Meeting Type: Annual

Primary ISIN: AU000000RHC8 **Primary SEDOL:** 6041995

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	addition to and above that expected of di	rectors as a normal pa c performance targets.	to performance and demonstrate shareholder rt of their jobs. Further, the remuneration repo The board should articulate how bonus payn nderpin long-term incentive plans.	ort does not articulate
3.1	Elect Steven Sargent as Director	Mgmt	For	For
3.2	Elect Alison Deans as Director	Mgmt	For	For
3.3	Elect James McMurdo as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Craig Ralph McNally	Mgmt	For	For

REA Group Ltd

Meeting Date: 11/10/2022

Meeting Date: 10/25/2022

Country: Australia Meeting Type: Annual

Country: Australia Meeting Type: Annual Ticker: REA

Primary ISIN: AU000000REA9

Primary SEDOL: 6198578

Primary SEDOL: 6367550

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	executive directors. Also, incentive award targets to reward strong performance ar put in place a procedure which would en actions on the part of any of its executiv shareholders, to ensure that any funds v	ds to executives sho nd drive shareholden nable it, should it ide ne directors and othe norgfully obtained against historic per	ould be clearly disclosed and revalue over a suffciently lowertify any facts of manipulater key managers which were in such manner are repaid formance targets. The boo	e business or in the role and responsibilities of old include robust and stretching performance ong period of time. Further, the company should ation of reported indicators or other bad faith re detrimental to the long-term interests of its to it. Moreover, the remuneration report does and should articulate how bonus payments oin long-term incentive plans.		
3a	Elect Kelly Bayer Rosmarin as Director	Mgmt	For	Against		
	Voter Rationale: Directors are expected to discharge their role properly, particula			nd ensure they have sufficient time and energy uiring substantial amounts of time.		
3b	Elect Michael Miller as Director	Mgmt	For	Against		
	Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.					
3c	Elect Tracey Fellows as Director	Mgmt	For	Against		
	Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.					
3d	Elect Richard Freudenstein as Director	Mgmt	For	Against		
	appropriate balance of independence and membership could hamper the committe	d objectivity. Also, t e's impartiality and ship could hamper t	the audit committee should effectiveness. Further, the the committee's impartiality	remuneration committee should be and effectiveness. Moreover, the nomination		
4	Approve Grant of Performance Rights to Owen Wilson	Mgmt	For	Against		
		areholder value ove	er a suffciently long period o	e robust and stretching performance targets to of time. Further, the company should put in f reported indicators or other bad faith actions		

Ticker: RED

Primary ISIN: AU000000RED3

Red 5 Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Elect Fiona Harris as Director	Mgmt	For	For	
2	Elect Kevin Dundo as Director	Mgmt	For	For	
3	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.				
4	Approve Red 5 Rights Plan	Mgmt	None	For	
5	Approve Issuance of Service Rights to Mark Williams	Mgmt	For	For	
6	Approve Issuance of Performance Rights to Mark Williams	Mgmt	For	For	
7	Approve Termination Benefits	Mgmt	For	For	

Red 5 Limited

Meeting Date: 11/22/2022

Country: Australia

Ticker: RED

Meeting Type: Special

Primary ISIN: AU000000RED3

Primary SEDOL: 6367550

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Issuance of Shares under Tranche 2 Placement	Mgmt	For	For
2	Ratify Past Issuance of Shares under Tranche 1 Placement	Mgmt	For	For

Reece Limited

Meeting Date: 10/27/2022

Country: Australia

Meeting Type: Annual

Ticker: REH

Primary ISIN: AU000000REH4

Primary SEDOL: 6728801

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

Reece Limited

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Likewise, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

2	Elect Tim Poole as Director	Mgmt	For	For		
3	Elect Bruce C. Wilson as Director	Mgmt	For	For		
4	Approve Grant of Performance Rights to Peter Wilson	Mgmt	For	For		
5	Approve the Increase in the Maximum Aggregate Fees of Non-Executive Directors	Mgmt	For	Against		
	Voter Rationale: A vote AGAINST this resolution is warranted because the quantum of the increase is considered to be excessive.					

There is sufficient headroom within the existing fee cap to accommodate recruiting a new chair and increasing the number of independent non-executive directors on the board. In addition, the board composition is not in line with good governance and shareholder expectations.

Regis Resources Limited

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

Meeting Type: Annual

Primary ISIN: AU000000RRL8 Primary SEDOL: 6476542

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	executive directors. Likewise, the remuner	ration report does	not articulate how executives	usiness or in the role and responsibilities of performed against historic performance as well as outlining forward-looking targets		
2	Elect Fiona Morgan as Director	Mgmt	For	For		
3	Approve 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. 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.					
4	Approve Potential Termination Benefit in Relation to Securities Issued Pursuant to the Plan	Mgmt	For	For		
5	Approve Grant of Short Term Incentive Performance Rights to Jim Beyer	Mgmt	For	Against		

event of a change of control.

Regis Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Grant of Long Term Incentive Performance Rights to Jim Beyer	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.			

Reliance Industries Ltd.

Meeting Date: 12/30/2022

Country: India

Meeting Type: Special

Ticker: 500325

Primary ISIN: INE002A01018

Primary SEDOL: 6099626

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Postal Ballot	Mgmt		
1	Elect K. V. Kamath as Director	Mgmt	For	For
	Voter Rationale: For companies without an independent chairman, a senior independent director should be appointed to serve as an additional safeguard and point of communication for shareholders.			
2	Amend Objects Clause of Memorandum of Association	Mgmt	For	For

Reliance Worldwide Corporation Limited

Meeting Date: 10/27/2022

Country: Australia

Ticker: RWC

Meeting Type: Annual

Primary ISIN: AU000000RWC7 Primary SEDOL: BD1DM79

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2.1	Elect Christine Bartlett as Director	Mgmt	For	For	
2.2	Elect Stuart Crosby as Director	Mgmt	For	For	
3	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Remuneration committee should not allow vesting of incentive awards for below median performance.				
4	Approve Grant of Performance Rights to Heath Sharp	Mgmt	For	Against	
	Voter Rationale: Remuneration committee should not allow vesting of incentive awards for below median performance.				
5	Approve the Amendments to the Company's Constitution	Mgmt	For	For	
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For	

ResMed Inc.

Meeting Date: 11/16/2022

Country: USA

Meeting Type: Annual

Ticker: RMD

Primary ISIN: US7611521078

Primary SEDOL: 2732903

1a 1b 1c 1d 1e	support the Chairman, ensure orderly suc non-executive directors and senior execut inappropriate. Executive officers are expe	ccession process for the tives where normal cha acted to hold no more ti	For For For For For Director to establish appropriate checks and be e Chairman, and act as a point of contact for sinnels of communication through the board Chan one external directorships to ensure they repected company situations requiring substant	shareholders, nairman are considered have sufficient time and
1c 1d 1e	Elect Director Karen Drexler Elect Director Michael 'Mick' Farrell Elect Director Peter Farrell Voter Rationale: The board should appoint support the Chairman, ensure orderly sugnon-executive directors and senior executinappropriate. Executive officers are expendency to discharge their roles properly, public Elect Director Harjit Gill	Mgmt Mgmt Mgmt Mgmt A Lead Independent I Cocession process for the tives where normal cha- cocted to hold no more to particularly during unex, Mgmt	For For For Director to establish appropriate checks and be the chairman, and act as a point of contact for sometimes of communication through the board Chan one external directorships to ensure they spected company situations requiring substant	For For For alances on the Board, shareholders, nairman are considered have sufficient time and ial amounts of time.
1d 1e	Elect Director Michael 'Mick' Farrell Elect Director Peter Farrell Voter Rationale: The board should appoint support the Chairman, ensure orderly sugnon-executive directors and senior execution in appropriate. Executive officers are experienced to discharge their roles properly, p	Mgmt Mgmt It a Lead Independent I ccession process for the tives where normal cha- cted to hold no more ti particularly during unex, Mgmt	For For Director to establish appropriate checks and bee Chairman, and act as a point of contact for symmels of communication through the board Cheban one external directorships to ensure they spected company situations requiring substant	For For valances on the Board, shareholders, nairman are considered have sufficient time and ial amounts of time.
1e	Elect Director Peter Farrell Voter Rationale: The board should appoin support the Chairman, ensure orderly such non-executive directors and senior execution in appropriate. Executive officers are experienced to discharge their roles properly, publication.	Mgmt It a Lead Independent is a Lead Independent is accession process for the tives where normal characted to hold no more time articularly during unexamples. Mgmt	For Director to establish appropriate checks and bee Chairman, and act as a point of contact for symmels of communication through the board Chebraham one external directorships to ensure they repected company situations requiring substant	For valances on the Board, shareholders, nairman are considered have sufficient time and ial amounts of time.
1f	Voter Rationale: The board should appoin support the Chairman, ensure orderly su non-executive directors and senior execut inappropriate. Executive officers are expe- energy to discharge their roles properly, p	it a Lead Independent in ccession process for the tives where normal cha cted to hold no more to particularly during unex Mgmt	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 han one external directorships to ensure they pected company situations requiring substant	nalances on the Board, shareholders, nairman are considered have sufficient time and ial amounts of time.
	support the Chairman, ensure orderly suc non-executive directors and senior execut inappropriate. Executive officers are expe- energy to discharge their roles properly, p Elect Director Harjit Gill	ccession process for the tives where normal cha ccted to hold no more to particularly during unex Mgmt	e Chairman, and act as a point of contact for some of contact for some of communication through the board Chan one external directorships to ensure they spected company situations requiring substant	shareholders, nairman are considered have sufficient time and ial amounts of time.
	-	_	For	For
	Elect Director John Hernandez	Mamt		
1g		rigilit	For	Against
1h	and energy to discharge their roles proper Elect Director Richard Sulpizio Voter Rationale: Directors with long board	rly, particularly during to Mgmt If tenures should not se	e than one external directorships to ensure the unexpected company situations requiring subs For erve on committees that require absolute indep pership could hamper the committee's impartia	stantial amounts of time Against pendence. The audit
	The compensation committee should be in effectiveness.	independent and this di	irector's membership could hamper the comm	ittee's impartiality and
1i	Elect Director Desney Tan	Mgmt	For	For
1j		nd this director's memb	For erve on committees that require absolute indeperenting could hamper the committee's impartial independent lead director.	
2	Ratify KPMG LLP as Auditors	Mgmt	For	Against
	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 pl	lan or tender process fol
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

RingCentral, Inc.

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

Meeting Type: Annual

Primary ISIN: US76680R2067

Primary SEDOL: BDZCRX3

demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.

RingCentral, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Vladimir Shmunis	Mgmt	For	For	
	Voter Rationale: The roles of Chairman an important for securing a proper balance be dual class structures with impaired or enha rights among shareholders	etween executives a	and outside shareholders and p	reserving accountability. Also, we oppose	
1.2	Elect Director Kenneth Goldman	Mgmt	For	Withhold	
	Voter Rationale: We expect companies to expectation is that female directors comprate in the future.				
1.3	Elect Director Michelle McKenna	Mgmt	For	For	
1.4	Elect Director Robert Theis	Mgmt	For	For	
1.5	Elect Director Allan Thygesen	Mgmt	For	For	
1.6	Elect Director Neil Williams	Mgmt	For	For	
1.7	Elect Director Mignon Clyburn	Mgmt	For	For	
1.8	Elect Director Arne Duncan	Mgmt	For	For	
1.9	Elect Director Tarek Robbiati	Mgmt	For	For	
1.10	Elect Director Sridhar Srinivasan	Mgmt	For	For	
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 Executive Officers' Compensation	Mgmt	For	Against	
	Voter Rationale: A larger percentage of the practice. Also, the company should put clar manipulation of reported indicators or other	wback provisions in	place to enable it to re-coup f	unds should it identify any facts of	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	
5	Amend Omnibus Stock Plan	Mgmt	For	Against	

Voter Rationale: This plan could lead to excessive dilution. Also, plan renewal should be subject to shareholder approval. In addition, incentive plans that allow for loans to exercise options are inconsistent with good practice and should be eliminated. Moreover, this plan allows for the re-pricing of underwater options without shareholder approval. Reducing the strike price of options already granted after the stock price has fallen undermines the employee incentive strategy and is not aligned with shareholders' interests. Furthermore, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Likewise, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Finally, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders.

Rio Tinto Limited

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

Meeting Type: Extraordinary Shareholders

Primary ISIN: AU000000RIO1 Primary SEDOL: 6220103

Rio Tinto Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Proposed Joint Venture with China Baowu Steel Group Co., Ltd	Mgmt	For	For
2	Approve Any Acquisition or Disposal of a Substantial Asset from or to China Baowu Steel Group Co., Ltd or its Associates Pursuant to a Future Transaction	Mgmt	For	For

Riot Blockchain, Inc.

Meeting Date: 11/17/2022

Country: USA

Meeting Type: Special

Ticker: RIOT

Primary ISIN: US7672921050

Primary SEDOL: BD9F675

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

Rockley Photonics Holdings Limited

Meeting Date: 12/27/2022

Country: Cayman Islands

Meeting Type: Extraordinary Shareholders

Ticker: RKLY

Primary ISIN: KYG7614L1095 Primary SEDOL: BNM2TQ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Conversion of Securities	Mgmt	For	For
2	Approve Reverse Stock Split	Mgmt	For	For

Rosneft Oil Co.

Meeting Date: 12/23/2022

Country: Russia

Meeting Type: Special

Ticker: ROSN

Primary ISIN: RU000A0J2Q06

Primary SEDOL: B59SS16

Rosneft Oil Co.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Interim Dividends of RUB 20.39 per Share for Nine Months of Fiscal 2022		For	Do Not Vote

Ryohin Keikaku Co., Ltd.

Meeting Date: 11/23/2022

Country: Japan

Meeting Type: Annual

Ticker: 7453

Primary ISIN: JP3976300008

Primary SEDOL: 6758455

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 20	Mgmt	For	For
2.1	Elect Director Kanai, Masaaki	Mgmt	For	For
2.2	Elect Director Domae, Nobuo	Mgmt	For	For
2.3	Elect Director Shimizu, Satoshi	Mgmt	For	For
2.4	Elect Director Yagyu, Masayoshi	Mgmt	For	For
2.5	Elect Director Yoshikawa, Atsushi	Mgmt	For	For
2.6	Elect Director Ito, Kumi	Mgmt	For	For
2.7	Elect Director Kato, Yuriko	Mgmt	For	For
2.8	Elect Director Yamazaki, Mayuka	Mgmt	For	For
3	Appoint Statutory Auditor Yamane, Kosuke	Mgmt	For	For

S.F. Holding Co., Ltd.

Meeting Date: 12/20/2022

Country: China

Meeting Type: Special

Ticker: 002352

Primary ISIN: CNE100000L63

Primary SEDOL: B3P1NF4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Estimated Amount of Daily Related-party Transactions	Mgmt	For	For
2	Approve Change of Registered Address and Amend Articles of Association	Mgmt	For	For
3	Approve Amendments to Articles of Association	Mgmt	For	For

S.F. Holding Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
4.1	Elect Wang Wei as Director	Mgmt	For	For
	committee's impartiality and effectiveness separated. Separation of roles is importar preserving accountability. Moreover, execu have sufficient time and energy to discha substantial amounts of time. While S.F. H	s. Also, the roles of the nt for securing a proper utive officers are expec rge their roles properly, olding Co's disclosures	ndependent and this director's membership co Chairman and CEO are substantially different balance between executives and outside shar ted to hold no more than one external directo particularly during unexpected company situa currently meet our expectations on climate ch strategy including CapEx implications and disc	and generally should be reholders and rships to ensure they ations requiring ange, moving forward
4.2	Elect He Jie as Director	Mgmt	For	For
			than one external directorships to ensure the unexpected company situations requiring subs	
4.3	Elect Wang Xin as Director	Mgmt	For	For
4.4	Elect Zhang Dong as Director	Mgmt	For	For
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
5.1	Elect Chen Shangwei as Director	Mgmt	For	For
5.2	Elect Li Jiashi as Director	Mgmt	For	For
5.3	Elect Ding Yi as Director	Mgmt	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt		
6.1	Elect Cen Ziliang as Supervisor	Mgmt	For	For
6.2	Elect Wang Jia as Supervisor	Mgmt	For	For
6.3	Elect Liu Jilu as Supervisor	Mgmt	For	For

Samsung Electronics Co., Ltd.

Meeting Date: 11/03/2022 Country: South Korea

Meeting Type: Special

Ticker: 005930

Primary ISIN: KR7005930003

Primary SEDOL: 6771720

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Heo Eun-nyeong as Outside Director	Mgmt	For	For
1.2	Elect Yoo Myeong-hui as Outside Director	Mgmt	For	For

Sandfire Resources Ltd.

Meeting Date: 11/30/2022

Country: Australia **Meeting Type:** Annual

Ticker: SFR

Primary ISIN: AU000000SFR8

Primary SEDOL: 6739739

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Elect Robert Edwards as Director	Mgmt	For	For
3	Elect Sally Martin as Director	Mgmt	For	For
4	Elect Roric Smith as Director	Mgmt	For	For
5	Approve Grant of STI Shares for FY2021 to Karl Simich	Mgmt	For	For
6	Approve Potential Termination Benefit in Relation to STI Cash Payment for FY2021 to Karl Simich	Mgmt	For	For
7	Approve Grant of STI Shares for FY2022 to Karl Simich	Mgmt	For	For
8	Approve Potential Termination Benefit in Relation to STI Cash Payment for FY2022 to Karl Simich	Mgmt	For	For
9	Approve Potential Termination Benefit in Relation to Deed Payments to Karl Simich	Mgmt	For	For
10	Approve Potential Termination Benefit in Relation to Retention of Discretionary ZEPOs Including the Right to be Paid Any Dividend Equivalent Held by Karl Simich	Mgmt	For	For

Satellite Chemical Co., Ltd.

Meeting Date: 12/12/2022

Country: China

Meeting Type: Special

Ticker: 002648

Primary ISIN: CNE100001B07

Primary SEDOL: B6585B6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Repurchase and Cancellation of Performance Shares	Mgmt	For	For
2	Amend Articles of Association	Mgmt	For	For

Sayona Mining Limited

Meeting Date: 11/16/2022

Country: Australia **Meeting Type:** Annual

Ticker: SYA

Primary ISIN: AU000000SYA5

Primary SEDOL: BBX4LR9

Sayona Mining Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	Voter Rationale: Incentive awards to exect reward strong performance and drive shall share-based awards should be time pro-ravariable remuneration and equity incentive independence and ability to hold manager the business or in the role and responsibility performance target. Companies should be financial metrics rather than a single performance target that a single performancial metrics rather than a single performancial metrics rather than a single performancial metrics and the should articulate how bonus payments religions-term incentive plans. Lastly, the communication of reported indicators or other which were detrimental to the long-term in are repaid to it.	reholder value over a sted and tested for p es should not be gra- ment accountable. Al lities of executive din as vesting levels on ormance criterion, an a not articulate how of flect prior year perfol pany should put in p er bad faith actions of	sufficiently long period of time. Morecerformance, including in the event of a neted to non-executive directors as this so, significant salary increases should a ectors. Further, the long-term incentive multiple performance criteria that refle d should stagger vesting to reward pro- executives performed against historic p mance, as well as outlining forward-low lace a procedure which would enable if on the part of any of its executive direct	over, on early termination, all a change of control. Furthermore, may compromise their the linked to material changes in plan is linked to a single ect both absolute and relative togressively better performance. The board toking targets that underpin to should it identify any facts of the store and other key managers
2	Elect Paul Crawford as Director	Mgmt	For	For
3	Ratify Past Issuance of Shares to Institutional, Professional and Sophisticated Investors	Mgmt	For	For
4	Approve Issuance of Shares to Acuity Capital Investment Management Pty Ltd	Mgmt	For	For
5	Ratify Past Issuance of Shares to Piedmont Lithium Inc	Mgmt	For	For
6	Approve Employee Share & Option Plan	Mgmt	None	Against

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. Moreover, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Seagate Technology Holdings Plc

Meeting Date: 10/24/2022 Country: Ireland

Meeting Type: Annual

Ticker: STX

Primary ISIN: IE00BKVD2N49 Primary SEDOL: BKVD2N4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Shankar Arumugavelu	Mgmt	For	For
1b	Elect Director Prat S. Bhatt	Mgmt	For	For
1c	Elect Director Judy Bruner	Mgmt	For	For

Seagate Technology Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1d	Elect Director Michael R. Cannon	Mgmt	For	Against		
	be considered affiliated directors. The con	npensation committee s ness. The nomination co	iciently independent to serve on key board co hould be independent and this director's mem immittee should be majority independent and tiveness.	bership could hamper		
1e	Elect Director Richard L. Clemmer	Mgmt	For	For		
1f	Elect Director Yolanda L. Conyers	Mgmt	For	For		
1 g	Elect Director Jay L. Geldmacher	Mgmt	For	For		
1h	Elect Director Dylan Haggart	Mgmt	For	For		
1i	Elect Director William D. Mosley	Mgmt	For	For		
1j	Elect Director Stephanie Tilenius	Mgmt	For	For		
1k	Elect Director Edward J. Zander	Mgmt	For	Against		
	Voter Rationale: Directors with long board tenures should not serve on committees that require absolute independence. The compensation committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.					
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: Severance payments shows separate shareholder approval.	uld not exceed two time	s annual pay. Larger severance packages sho	uld be subject to a		
3	Ratify Ernst & Young LLP as Auditors and Authorise Their Remuneration	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.			
4	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For		

Seek Limited

Meeting Date: 11/17/2022

Country: Australia

Meeting Type: Annual

Ticker: SEK

Primary ISIN: AU000000SEK6

Primary SEDOL: B0767Y3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive undermine employee incentive strate clearly disclose and not misleading to demonstrate shareholder value creati long-term incentive plan is linked to a	e shareholder value ov gy and are not aligned o shareholders.Also, ali ion in addition to and a a single performance t I relative financial met	er a sufficiently long period of I with the interests of shareho I exceptional awards should be above that expected of directo arget. Companies should base	obust and stretching performance targets to fime. Moreover, discounted equity awards olders. The value of equity awards should be e clearly linked to performance and ors as a normal part of their jobs. Lastly, the e vesting levels on multiple performance rmance criterion, and should stagger vesting

Seek Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3b	Elect Linda Kristjanson as Director	Mgmt	For	For		
4	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For		
5	Approve Grant of One Equity Right to Ian Narev	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					
6	Approve Grant of Wealth Sharing Plan Options and Rights to Ian Narev	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					

SelectQuote, Inc.

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

Meeting Type: Annual

Primary ISIN: US8163073005 Primary SEDOL: BMFYH21

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Denise L. Devine	Mgmt	For	Withhold		
	Voter Rationale: Changes in company byla to shareholder approval. Specifically, the l requirement to enact changes to the byla	board's failure to re	emove, or subject to a sunset re	equirement, the supermajority vote		
1.2	Elect Director Donald L. Hawks, III	Mgmt	For	Withhold		
	Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws and the classified board, each of which adversely impacts shareholder rights. Also, directors are elected in classes rather than annually, but shareholders should have the opportunity to communicate with directors regularly on their performance. The board should take immediate steps to declassify itself, thereby enhancing accountability.					
	requirement to enact changes to the bylat directors are elected in classes rather that	ws and the classifi n annually, but sha	ed board, each of which advers reholders should have the oppo	ely impacts shareholder rights. Also, ortunity to communicate with directors		
1.3	requirement to enact changes to the bylat directors are elected in classes rather that	ws and the classifi n annually, but sha	ed board, each of which advers reholders should have the oppo	ely impacts shareholder rights. Also, ortunity to communicate with directors		
1.3	requirement to enact changes to the bylat directors are elected in classes rather that regularly on their performance. The board	ws and the classifin annually, but sha d should take immo Mgmt	ed board, each of which advers veholders should have the oppo ediate steps to declassify itself,	ely impacts shareholder rights. Also, ortunity to communicate with directors thereby enhancing accountability.		

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

Septeni Holdings Co., Ltd.

Meeting Date: 12/21/2022

Country: Japan

Meeting Type: Annual

Ticker: 4293

Primary ISIN: JP3423300007

Primary SEDOL: 6377429

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings - Change Fiscal Year End	Mgmt	For	Against
	Voter Rationale: In-person shareholder me physical meeting of the shareholders, and			d management. There should be an annual d.
2.1	Elect Director Sato, Koki	Mgmt	For	For
2.2	Elect Director Okajima, Etsuko	Mgmt	For	For
2.3	Elect Director Asakura, Yusuke	Mgmt	For	For
2.4	Elect Director Ishikawa, Yoshiki	Mgmt	For	For
2.5	Elect Director Iriyama, Akie	Mgmt	For	For
2.6	Elect Director Takaoka, Mio	Mgmt	For	For
2.7	Elect Director Yamaguchi, Shuji	Mgmt	For	For
3.1	Appoint Statutory Auditor Furushima, Mamoru	Mgmt	For	For
3.2	Appoint Statutory Auditor Okuyama, Takeshi	Mgmt	For	For
3.3	Appoint Statutory Auditor Urata, Nobuyuki	Mgmt	For	For
4	Appoint KPMG AZSA LLC as New External Audit Firm	Mgmt	For	For
5	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For

Seven Group Holdings Limited

Meeting Date: 11/17/2022

Country: Australia

Meeting Type: Annual

Ticker: SVW

Primary ISIN: AU000000SVW5

Primary SEDOL: B432QW4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Rachel Argaman (Herman) as Director	Mgmt	For	For
3	Elect Annabelle Chaplain as Director	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. Moreover, auditors should undertake non-audit work in exceptional circumstances only. Any non-audit fees paid to the auditor should be clearly disclosed, justified and not exceed audit fees. Large non-audit fees could compromise objectivity of the audit.

Seven Group Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
4	Elect Terry Davis as Director	Mgmt	For	For			
5	Elect Katherine Farrar as Director	Mgmt	For	For			
6	Approve Remuneration Report	Mgmt	For	Against			
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Likewise, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.						
7	Approve Grant of Share Rights to Ryan Stokes	Mgmt	For	Against			
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.						
8	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For			

SG Fleet Group Limited

Meeting Date: 10/25/2022 Country

Country: Australia

Meeting Type: Annual

Ticker: SGF

Primary ISIN: AU000000SGF1 Primary SEDOL: BKF0XR2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
3	Elect Andrew Reitzer as Director	Mgmt	For	For
4	Elect Peter Mountford as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	uld be fully independer	t and this director's membership could hampe	er the committee's
5	Elect Cheryl Bart as Director	Mgmt	For	For
6	Approve Renewal of the Proportional Takeover Provisions	Mgmt	For	For
7	Appoint Ernst & Young as Auditor of the Company	Mgmt	For	For
8	Approve Grant of Options and Performance Rights to Robbie Blau	Mgmt	For	For
		both absolute and relat	e performance target. Companies should bassive financial metrics rather than a single perfoce.	
9	Approve Grant of Options and Performance Rights to Kevin Wundram	Mgmt	For	For
	Votes Betievedes The Level to a discourting		naufarmanas target Companies should bee	- · · · · · · · · · · · · · · · · · · ·

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

SHIFT, Inc.

Meeting Date: 11/25/2022

Country: Japan

Meeting Type: Annual

Ticker: 3697

Primary ISIN: JP3355400007

Primary SEDOL: BRJQJX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
2.1	Elect Director Tange, Masaru	Mgmt	For	For
2.2	Elect Director Sasaki, Michio	Mgmt	For	For
2.3	Elect Director Kobayashi, Motoya	Mgmt	For	For
2.4	Elect Director Hattori, Taichi	Mgmt	For	For
2.5	Elect Director Murakami, Takafumi	Mgmt	For	For
2.6	Elect Director Motoya, Fumiko	Mgmt	For	For
3	Elect Director and Audit Committee Member Nakagaki, Tetsujiro	Mgmt	For	For
4	Approve Restricted Stock Plan	Mgmt	For	Against
	Voter Rationale: This plan does not effecti targets that reward strong performance an		to performance. The board should introduce . lue over time.	stretching performance
5	Approve Capital Reduction	Mgmt	For	For

Shoei Co. Ltd. (7839)

Meeting Date: 12/23/2022

Country: Japan

Meeting Type: Annual

Ticker: 7839

Primary ISIN: JP3360900009

Primary SEDOL: B01C253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 112	Mgmt	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For
3.1	Elect Director Shida, Masayuki	Mgmt	For	Against
	Voter Rationale: The board should estable objectivity.	ish one-third board	independence to ensure	e appropriate balance of independence and
3.2	Elect Director Horimoto, Takayuki	Mgmt	For	Against
	Voter Rationale: The board should estable objectivity.	ish one-third board	independence to ensure	e appropriate balance of independence and
3.3	Elect Director Kobayashi, Keiichiro	Mgmt	For	For

Shoei Co. Ltd. (7839)

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.4	Elect Director Takayama, Sumiko	Mgmt	For	Against
	annronriate halance of independence and			

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

Shopping Centres Australasia Property Group

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

Meeting Type: Annual

Primary ISIN: AU0000253502

Primary SEDOL: BPBMY63

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans.			d against historic performance targets. The outlining forward-looking targets that
2	Elect Steven Crane as Director	Mgmt	For	For
3	Elect Belinda Robson as Director	Mgmt	For	For
4	Elect Beth Laughton as Director	Mgmt	For	For
5	Elect Angus Gordon Charnock James as Director	Mgmt	For	For
6	Elect Michael Graeme Herring as Director	Mgmt	For	For
7	Approve Issuance of Securities Under the Executive Incentive Plan	Mgmt	For	For
8	Approve Issuance of Short Term Incentive Rights to Anthony Mellowes	Mgmt	For	For
9	Approve Issuance of Long Term Incentive Rights to Anthony Mellowes	Mgmt	For	For
10	Approve Issuance of Short Term Incentive Rights to Mark Fleming	Mgmt	For	For
11	Approve Issuance of Long Term Incentive Rights to Mark Fleming	Mgmt	For	For
12	Approve Increase in Maximum Aggregate Non-Executive Director Fee Pool	Mgmt	None	For

Shoprite Holdings Ltd.

Meeting Date: 11/14/2022 Country: South Africa Ticker: SHP

Meeting Type: Annual

Primary ISIN: ZAE000012084 Primary SEDOL: 6801575

Shoprite Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for the Year Ended 3 July 2022	Mgmt	For	For
2	Reappoint PricewaterhouseCoopers Inc. as Auditors with J de Villiers as the Individual Registered Auditor	Mgmt	For	Against
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally evo		for a long period of time :	should consider a plan or tender process for
3.1	Elect Graham Dempster as Director	Mgmt	For	For
3.2	Elect Paul Norman as Director	Mgmt	For	For
3.3	Elect Dawn Marole as Director	Mgmt	For	For
4.1	Re-elect Linda de Beer as Member of the Audit and Risk Committee	Mgmt	For	For
4.2	Re-elect Nonkululeko Gobodo as Member of the Audit and Risk Committee	Mgmt	For	For
4.3	Re-elect Eileen Wilton as Member of the Audit and Risk Committee	Mgmt	For	For
4.4	Elect Graham Dempster as Member of the Audit and Risk Committee	Mgmt	For	For
5	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For
6	Authorise Board to Issue Shares for Cash	Mgmt	For	For
7	Authorise Ratification of Approved Resolutions	Mgmt	For	For
	Non-binding Advisory Votes	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha			e robust and stretching performance targets to of time.
2	Approve Implementation Report of the Remuneration Policy	Mgmt	For	For
	Special Resolutions	Mgmt		
1a	Approve Fees of the Chairperson of the Board	Mgmt	For	For
1b	Approve Fees of the Lead Independent Director	Mgmt	For	For
1c	Approve Fees of the Non-Executive Directors	Mgmt	For	For
1d	Approve Fees of the Chairperson of the Audit and Risk Committee	Mgmt	For	For
1e	Approve Fees of the Members of the Audit and Risk Committee	Mgmt	For	For

Shoprite Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1f	Approve Fees of the Chairperson of the Remuneration Committee	Mgmt	For	For
1g	Approve Fees of the Members of the Remuneration Committee	Mgmt	For	For
1h	Approve Fees of the Chairperson of the Nomination Committee	Mgmt	For	For
1i	Approve Fees of the Members of the Nomination Committee	Mgmt	For	For
1j	Approve Fees of the Chairperson of the Social and Ethics Committee	Mgmt	For	For
1k	Approve Fees of the Members of the Social and Ethics Committee	Mgmt	For	For
11	Approve Fees of the Chairperson of the Investment and Finance Committee	Mgmt	For	For
1m	Approve Fees of the Members of the Investment and Finance Committee	Mgmt	For	For
2	Approve Financial Assistance to Subsidiaries, Related and Inter-related Entities	Mgmt	For	For
3	Authorise Repurchase of Issued Share Capital	Mgmt	For	For

Signify Health, Inc.

Meeting Date: 10/31/2022 Country: USA

Meeting Type: Special

Ticker: SGFY

Primary ISIN: US82671G1004 Primary SEDOL: BMD8TD0

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

Silver Lake Resources Limited

Meeting Date: 11/25/2022 Country: Australia

Meeting Type: Annual

Ticker: SLR

Primary ISIN: AU000000SLR6 Primary SEDOL: B28RMY4

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

Silver Lake Resources Limited

Proposal	Proponent	Mgmt	Vote
Number Proposal Tex		Rec	Instruction

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. Also, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Further, the remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

2	Elect Kelvin Flynn as Director	Mgmt	For	For
3	Ratify Past Issuance of Shares to Harte Gold Corp.	Mgmt	For	For
4	Ratify Past Issuance of Shares to Appian Capital Advisory LLP	Mgmt	For	For
5	Approve Issuance of Performance Rights to Luke Tonkin	Mgmt	For	Against

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, the 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. Additionally, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

For

Approve Renewal of the Proportional Takeover Provisions

Mgmt

Silverlake Axis Ltd.

Meeting Date: 10/27/2022 Country: Singapore

Meeting Type: Annual

Ticker: 5CP

Primary ISIN: SGXE58461943

Primary SEDOL: BLBLTH8

For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3	Approve Directors' Fees	Mgmt	For	For
4	Elect Andrew Tan Teik Wei as Director	Mgmt	For	For
5	Elect Kwong Yong Sin as Director	Mgmt	For	Against
	Voter Rationale: For companies without a ensure appropriate balance of independe	•	an, the board should include at least 50% ind	lependent directors to
6	Elect Yano Satoru as Director	Mgmt	For	For
7	Elect Chee Hin Kooi as Director	Mgmt	For	Against
	Vator Pationala, For companies without	an indonandant abaim	an the board should include at least EOO/ inc	lanandant divastava ta

Voter Rationale: For companies without an independent chairman, the board should include at least 50% independent directors to ensure appropriate balance of independence and objectivity.

Silverlake Axis Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
8	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For			
9	Approve Issuance of Equity or Equity-Linked Securities with or 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.						
10	Authorize Share Repurchase Program	Mgmt	For	Against			
	Voter Rationale: Shares should not be repurchased at a premium/discount to the market price of more than 10%.						
11	Approve Mandate for Interested Person Transactions	Mgmt	For	For			
12	Approve Grant of Awards and Issuance of Shares Under the Silverlake Axis Ltd. Performance Share Plan	Mgmt	For	Against			
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Likewise, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Lastly, the company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.						

Sims Limited

Meeting Date: 11/08/2022

Country: Australia

Meeting Type: Annual

Ticker: SGM

Primary ISIN: AU000000SGM7

Primary SEDOL: B0LCW75

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Deborah O'Toole as Director	Mgmt	For	For
2	Elect Hiroyuki Kato as Director	Mgmt	For	For
3	Elect Philip Bainbridge as Director	Mgmt	For	For
4	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	For
6	Approve Grant of Performance Rights to Alistair Field	Mgmt	For	For
7	Approve Climate Transition Plan	Mgmt	For	For

Voter Rationale: We expect the company to disclose more information on how they achieve carbon neutrality by 2030 and net zero by 2050, especially on the use of offsets. We also highlight that we expect the company to set a scope 3 target in the near future.

Singapore Exchange Limited

Meeting Date: 10/06/2022

Country: Singapore

Meeting Type: Annual

Ticker: S68

Primary ISIN: SG1J26887955

Primary SEDOL: 6303866

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Beh Swan Gin as Director	Mgmt	For	For
3b	Elect Chew Gek Khim as Director	Mgmt	For	Against
			e than one external directorships to ensure th unexpected company situations requiring sub	
3c	Elect Lim Sok Hui as Director	Mgmt	For	For
4 a	Elect Koh Boon Hwee as Director	Mgmt	For	For
4b	Elect Tsien Samuel Nag as Director	Mgmt	For	For
5	Approve Directors' Fees to be Paid to the Chairman	Mgmt	For	For
6	Approve Directors' Fees to be Paid to All Directors (Other than the Chief Executive Officer)	Mgmt	For	For
7	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
8	Approve Issuance of Shares Pursuant to the Singapore Exchange Limited Scrip Dividend Scheme	Mgmt	For	For
9	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
10	Authorize Share Repurchase Program	Mgmt	For	For

Sino Land Company Limited

Meeting Date: 10/26/2022

Country: Hong Kong

Meeting Type: Annual

Ticker: 83

Primary ISIN: HK0083000502

Primary SEDOL: 6810429

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

Sino Land Company Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.1	Elect Daryl Ng Win Kong as Director	Mgmt	For	For		
	Voter Rationale: he remuneration committee should be 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 directorship to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.					
3.2	Elect Ringo Chan Wing Kwong as Director	Mgmt	For	For		
3.3	Elect Gordon Lee Ching Keung as Director	Mgmt	For	For		
3.4	Elect Victor Tin Sio Un as Director	Mgmt	For	For		
3.5	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For		
4	Approve KPMG as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For		
5.1	Authorize Repurchase of Issued Share Capital	Mgmt	For	For		
5.2	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against		
	Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.					
5.3	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against		
	Voter Rationale: Treasury stock, when restock.	issued without pre	e-emption rights, should be s	subject to the same limitations as newly issued		
6	Adopt New Articles of Association	Mgmt	For	For		

SKYCITY Entertainment Group Limited

Meeting Date: 10/28/2022 Country: New Zealand

Meeting Type: Annual

Ticker: SKC

Primary ISIN: NZSKCE0001S2

Primary SEDOL: 6823193

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Kate Hughes as Director	Mgmt	For	For
2	Elect Glenn Davis as Director	Mgmt	For	For
3	Authorize Board to Fix Remuneration of the Auditor	Mgmt	For	For

SmarTone Telecommunications Holdings Limited

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

Meeting Type: Annual

Primary ISIN: BMG8219Z1059 Primary SEDOL: 6856995

SmarTone Telecommunications Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For		
2	Approve Final Dividend	Mgmt	For	For		
3.1a	Elect Kwok Ping-luen, Raymond as Director	Mgmt	For	Against		
	Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the Company should put in place a policy to increase gender diversity on the board. Our expectation is that there be at least one female director on the board. Futher, 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 appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.					
3.1b	Elect Tam Lok-man, Norman as Director	Mgmt	For	For		
3.1c	Elect Chau Kam-kun, Stephen as Director	Mgmt	For	For		
3.1d	Elect Li Ka-cheung, Eric as Director	Mgmt	For	Against		
	Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Also, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Further, the remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.					
3.1e	Elect Peter Kung as Director	Mgmt	For	For		
3.2	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: 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-emp	tion rights, should be subject to the same lim	itations as newly issued		

Smiths Group Plc

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

Meeting Type: Annual

Smiths Group 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	For
3	Approve Final Dividend	Mgmt	For	For
4	Elect Richard Howes as Director	Mgmt	For	For
5	Elect Clare Scherrer as Director	Mgmt	For	For
6	Re-elect Sir George Buckley as Director	Mgmt	For	For
7	Re-elect Pam Cheng as Director	Mgmt	For	For
8	Re-elect Dame Ann Dowling as Director	Mgmt	For	For
9	Re-elect Karin Hoeing as Director	Mgmt	For	For
10	Re-elect Paul Keel as Director	Mgmt	For	For
11	Re-elect William Seeger as Director	Mgmt	For	For
12	Re-elect Mark Seligman as Director	Mgmt	For	For
12 13	Re-elect Mark Seligman as Director Re-elect Noel Tata as Director	Mgmt Mgmt	For For	For Against
	Re-elect Noel Tata as Director Voter Rationale: Directors are expected to	Mgmt hold only a small num.		Against
	Re-elect Noel Tata as Director Voter Rationale: Directors are expected to	Mgmt hold only a small num.	For ber of directorships and ensure they have suft	Against
13	Re-elect Noel Tata as Director Voter Rationale: Directors are expected to to discharge their role properly, particularly	Mgmt hold only a small num. y during unexpected co	For ber of directorships and ensure they have suf ompany situations requiring substantial amoun	Against ficient time and energy ats of time.
13	Re-elect Noel Tata as Director Voter Rationale: Directors are expected to to discharge their role properly, particularly. Reappoint KPMG LLP as Auditors Authorise the Audit & Risk Committee to	Mgmt hold only a small num y during unexpected co	For ber of directorships and ensure they have suften on pany situations requiring substantial amount For	Against ficient time and energy nts of time. For
13 14 15	Re-elect Noel Tata as Director Voter Rationale: Directors are expected to to discharge their role properly, particularly. Reappoint KPMG LLP as Auditors Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	Mgmt hold only a small num y during unexpected co Mgmt Mgmt	For ber of directorships and ensure they have suf ompany situations requiring substantial amoun For For	Against Ficient time and energy ats of time. For For
13 14 15 16	Re-elect Noel Tata as Director Voter Rationale: Directors are expected to to discharge their role properly, particularly. Reappoint KPMG LLP as Auditors Authorise the Audit & Risk Committee to Fix Remuneration of Auditors Authorise Issue of Equity Authorise Issue of Equity without	Mgmt Hold only a small num by during unexpected co Mgmt Mgmt Mgmt	For ber of directorships and ensure they have sufficiently situations requiring substantial amount For For For	Against ficient time and energy ats of time. For For For
13 14 15 16 17	Re-elect Noel Tata as Director Voter Rationale: Directors are expected to to discharge their role properly, particularly. Reappoint KPMG LLP as Auditors Authorise the Audit & Risk Committee to Fix Remuneration of Auditors Authorise Issue of Equity Authorise Issue of Equity without Pre-emptive Rights Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital	Mgmt hold only a small num dy during unexpected co Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For ber of directorships and ensure they have sufficiently substantial amount For For For For For For	Against ficient time and energy nats of time. For For For For
13 14 15 16 17	Re-elect Noel Tata as Director Voter Rationale: Directors are expected to to discharge their role properly, particularly. Reappoint KPMG LLP as Auditors Authorise the Audit & Risk Committee to Fix Remuneration of Auditors Authorise Issue of Equity Authorise Issue of Equity without Pre-emptive Rights Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment Authorise Market Purchase of Ordinary	Mgmt Hold only a small num by during unexpected co Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For ber of directorships and ensure they have suf- company situations requiring substantial amount For For For For For For For	Against ficient time and energy ints of time. For For For For For For For

Sodexo SA

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

Meeting Type: Annual/Special

Primary ISIN: FR0000121220 Primary SEDOL: 7062713

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	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 2.40 per Share	Mgmt	For	For
4	Reelect Veronique Laury as Director	Mgmt	For	For
5	Reelect Luc Messier as Director	Mgmt	For	For
6	Reelect Cecile Tandeau de Marsac as Director	Mgmt	For	For
7	Elect Patrice de Talhouet as Director	Mgmt	For	For
8	Appoint Cabinet ERNST & YOUNG AUDIT as Auditor	Mgmt	For	For
9	Approve Remuneration Policy of Chairman and CEO from March 1 to August 31, 2022	Mgmt	For	Against
10	deferral element and clawback provisions a company should put in place a procedure other bad faith actions on the part of any interests of its shareholders, to ensure that Approve Compensation of Sophie Bellon, Chairman of the Board then Chairman	to the short- and long-to which would enable it, so of its executive directors to any funds wrongfully of	ifficiently long period of time. Companies show erm incentive schemes in line with market be should it identify any facts of manipulation of s and other key managers which were detrim obtained in such manner are repaid to it.	st practice. Also, the reported indicators or
	and CEO Voter Rationale: Incentive awards to execute reward strong performance and drive share the strong performance and drive share		disclosed and include robust and stretching p	performance targets to
11	Approve Compensation Report of Corporate Officers	Mgmt	For	For
12	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.2 Million	Mgmt	For	For
13	Approve Remuneration Policy of Directors	Mgmt	For	For
14	Approve Remuneration Policy of Chairman of the Board and CEO	Mgmt	For	Against
	reward strong performance and drive shar deferral element and clawback provisions company should put in place a procedure	eholder value over a su to the short- and long-t which would enable it, s of its executive directors	disclosed and include robust and stretching p ifficiently long period of time. Companies show erm incentive schemes in line with market be should it identify any facts of manipulation of s and other key managers which were detrim obtained in such manner are repaid to it.	uld consider introducing st practice. Also, the reported indicators or
15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For
	Extraordinary Business	Mgmt		

Sodexo SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
16	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	For	For
17	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For

Sonic Healthcare Limited

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

Meeting Type: Annual

Primary ISIN: AU000000SHL7 Primary SEDOL: 6821120

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Christine Bennett as Director	Mgmt	For	For
2	Elect Katharine Giles as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
				ime. Also, the company should put in place indicators or other had faith actions on the
4	a procedure which would enable it, sho part of any of its executive directors and ensure that any funds wrongfully obtain how executives performed against histo performance, as well as outlining forwal Approve Grant of Options and	uld it identify any fa d other key manago ned in such manner ric performance tar rd-looking targets t Mgmt	acts of manipulation of reported ers which were detrimental to the are repaid to it. Moreover, the gets. The board should articula	indicators or other bad faith actions on the le long-term interests of its shareholders, to remuneration report does not articulate te how bonus payments reflect prior year
4	a procedure which would enable it, sho part of any of its executive directors and ensure that any funds wrongfully obtain how executives performed against histoperformance, as well as outlining forward. Approve Grant of Options and Performance Rights to Colin Goldschmic Voter Rationale: Incentive awards to exercise a supplied to the process would enable it, should it identify any formance and increase would enable it, should it identify any formance and increase would enable it, should it identify any formance and increase would enable it, should it identify any formance and increase would enable it, should it identify any formance and increase would enable it, should it identify any formance and increase would enable it.	uld it identify any fad other key manage d other key manage eed in such manner ric performance tar rd-looking targets t Mgmt dt ecutives should be ee in shareholder va acts of manipulation gers which were de	acts of manipulation of reported ers which were detrimental to the are repaid to it. Moreover, the gets. The board should articulal that underpin long-term incentive For clearly disclosed and include roll fue over time. Also, the compain of reported indicators or other	indicators or other bad faith actions on the le long-term interests of its shareholders, to remuneration report does not articulate te how bonus payments reflect prior year le plans.

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

Sorrento Therapeutics, Inc.

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

funds wrongfully obtained in such manner are repaid to it.

Meeting Type: Annual

Primary ISIN: US83587F2020 Primary SEDOL: BCT5QQ7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Henry Ji	Mgmt	For	For
1.2	Elect Director Dorman Followwill	Mgmt	For	Withhold
		mpensation committee	mance because the company has not adequat should do more to respond to best practices i e and build shareholder value over time.	
1.3	Elect Director Kim D. Janda	Mgmt	For	For
1.4	Elect Director David Lemus	Mgmt	For	For
1.5	Elect Director Tammy Reilly	Mgmt	For	For
1.6	Elect Director Jaisim Shah	Mgmt	For	For
1.7	Elect Director Yue Alexander Wu	Mgmt	For	Withhold
		mpensation committee	mance because the company has not adequat should do more to respond to best practices i e and build shareholder value over time.	
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	disclosed and stretching performance targ long-term plans; measuring company outc	ets; performance trigge comes against its approp	sults are not sufficiently strong. Good practice ors for equity awards; using different metrics to priate peer group; and setting awards so that naches will ensure that the compensation com	or the short and executives are not

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

Amend Omnibus Stock Plan

Voter Rationale: The plan's structure and pay-for-performance results are not sufficiently strong. Good practices include: well disclosed and stretching performance targets; performance triggers for equity awards; using different metrics for the short and long-term plans; measuring company outcomes against its appropriate peer group; and setting awards so that executives are not rewarded for below-average performance. These and other approaches will ensure that the compensation committee designs compensation packages that build shareholder value over time. Also, this plan could lead to excessive dilution. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Moreover, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Furthermore, the plan improperly allows for accelerated vesting for an overly broad range of corporate restructuring scenarios and such provisions fail to reward performance. Rather, equity should be rolled forward into any successor company, or vest in a time-apportioned fashion only to the extent that performance conditions are met or if an executive loses his job.

Southern Cross Media Group Limited

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

Meeting Type: Annual

Primary ISIN: AU000000SXL4 **Primary SEDOL:** B5M7371

Southern Cross Media Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Rob Murray as Director	Mgmt	For	For
2b	Elect Helen Nash as Director	Mgmt	For	For
3	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.			
4	Approve Grant of Performance Rights to Grant Blackley	Mgmt	For	For
	reported indicators or other bad faith action	ons on the part of any o	hich would enable it, should it identify any fac f its executive directors and other key manag tre that any funds wrongfully obtained in such	ers which were

Spark New Zealand Ltd.

Meeting Date: 11/04/2022

Country: New Zealand

Meeting Type: Annual

Ticker: SPK

Primary ISIN: NZTELE0001S4

Primary SEDOL: 6881436

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
2	Elect Gordon MacLeod as Director	Mgmt	For	For
3	Elect Sheridan Broadbent as Director	Mgmt	For	For
4	Elect Warwick Bray as Director	Mgmt	For	For
5	Elect Justine Smyth as Director	Mgmt	For	For
6	Elect Jolie Hodson as Director	Mgmt	For	For

Spectris Plc

Meeting Date: 12/13/2022

Country: United Kingdom

Meeting Type: Special

Ticker: SXS

Primary ISIN: GB0003308607

Primary SEDOL: 0330860

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

St. Barbara Limited

Meeting Date: 10/26/2022

Country: Australia **Meeting Type:** Annual

Ticker: SBM

Primary ISIN: AU000000SBM8

Primary SEDOL: 6317072

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration comm. would be more effective in retaining execu			
2	Elect David Moroney as Director	Mgmt	For	For
3	Approve Issuance of FY23 Performance Rights to Craig Jetson	Mgmt	For	For
4	Approve the Amendments to the Company's Constitution	Mgmt	For	For

Standex International Corporation

Meeting Date: 10/25/2022

Country: USA

Meeting Type: Annual

Ticker: SXI

Primary ISIN: US8542311076

Primary SEDOL: 2840174

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Thomas E. Chorman	Mgmt	For	Against	
	committee should be fully independent an The compensation committee should be in effectiveness. Also, directors are elected in	d this director's m ndependent and th n classes rather tha	embership could hamper is director's membership an annually, but sharehol	hat require absolute independence. The audit the committee's impartiality and effectiveness. could hamper the committee's impartiality and iders should have the opportunity to nmediate steps to declassify itself, thereby	
1.2	Elect Director Thomas J. Hansen	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.				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	

Starhill Global Real Estate Investment Trust

Meeting Date: 10/27/2022

Country: Singapore **Meeting Type:** Annual

Ticker: P40U

Primary ISIN: SG1S18926810 P

Primary SEDOL: B0HZGR6

Starhill Global Real Estate Investment Trust

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Adopt Report of the Trustee, Statement by the Manager, and Audited Financial Statements and Auditors' Report	Mgmt	For	For		
2	Approve KPMG LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For		
3	Elect Yeoh Seok Kian as Director	Mgmt	For	Against		
	at least one female director on the board.	rease gender diversity on the board. Our expe ficers are expected to hold no more than one roles properly, particularly during unexpected	external directorships			
4	Elect Tan Bong Lin as Director	Mgmt	For	For		
5	Approve Issuance of Equity or Equity-Linked Securities with or 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.					
6	Authorize Unit Repurchase Program	Mgmt	For	For		

Steadfast Group Limited

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

Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	event of a change of control. Also, the	e remuneration repo Ild articulate how bo	ort does not articulate how onus payments reflect prior	ted and tested for performance, including in the executives performed against historic year performance, as well as outlining
3	Approve Grant of Deferred Equity Awards to Robert Kelly	Mgmt	For	Against
	Voter Rationale: On early termination, event of a change of control.	all share-based awa	ards should be time pro-rai	ted and tested for performance, including in the
4	Ratify Past Issuance of Shares to Existing and New Institutional Shareholders	Mgmt	For	For
5	Approve the Amendments to the Company's Constitution	Mgmt	For	For
6	Elect Joan Cleary as Director	Mgmt	For	For
7	Elect Frank O'Halloran as Director	Mgmt	For	For

Steadfast Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
8	Elect Greg Rynenberg as Director	Mgmt	For	Against		
	Voter Rationale: The audit committee should be fully independent and this director's membership could hamner the committee's					

impartiality and effectiveness.

Stitch Fix, Inc.

Meeting Date: 12/13/2022 C

Country: USA

Meeting Type: Annual

Ticker: SFIX

Primary ISIN: US8608971078

Primary SEDOL: BF3FPW3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Steven Anderson	Mgmt	For	Withhold
		h the wider group of s	shareholders The compensation	nt to serve on key committees as their n committee should be independent and
1b	Elect Director Neal Mohan	Mgmt	For	Withhold
				tions requiring substantial amounts of time
	shareholder approval. Specifically, the structure, the supermajority vote req	e board's failure to rel uirement to enact cer rights. In addition, di e with directors regula	nove, or subject to a reasonable tain changes to the governing d rectors are elected in classes rat	ocuments and the classified board, each of her than annually, but shareholders should
2	shareholder approval. Specifically, the structure, the supermajority vote req which adversely impacts shareholder have the opportunity to communicate	e board's failure to rei uirement to enact cer rights. In addition, di e with directors regula ccountability.	nove, or subject to a reasonable tain changes to the governing d rectors are elected in classes rat	sunset requirement, the dual-class capital ocuments and the classified board, each of ther than annually, but shareholders should
2	shareholder approval. Specifically, the structure, the supermajority vote req which adversely impacts shareholder have the opportunity to communicate declassify itself, thereby enhancing at Advisory Vote to Ratify Named Exect Officers' Compensation Voter Rationale: A larger percentage practice. Also, all exceptional awards to and above that expected of directors.	e board's failure to requirement to enact cer rights. In addition, die with directors regula ccountability. utive Mgmt of the equity awards should be clearly link ors as a normal part of chould it identify any fa	nove, or subject to a reasonable tain changes to the governing directors are elected in classes raterly on their performance. The best of the performance of their jobs. In addition, the concess of manipulation of reported in the second to performance of their jobs. In addition, the concess of manipulation of reported in the second to th	sunset requirement, the dual-class capital ocuments and the classified board, each of ther than annually, but shareholders should pard should take immediate steps to

Stockland

Meeting Date: 10/17/2022

Country: Australia

Meeting Type: Annual

Ticker: SGP

Primary ISIN: AU000000SGP0

Primary SEDOL: 6850856

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Stephen Newton as Director	Mgmt	For	For

Stockland

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus payme underpin long-term incentive plans. In add	ents reflect prior year pe dition, the long-term ind formance criteria that n	vexecutives performed against historic perforn rformance, as well as outlining forward-looking centive plan is linked to a single performance eflect both absolute and relative financial met dd progressively better performance.	ng targets that target. Companies
4	Approve Grant of Performance Rights to Tarun Gupta	Mgmt	For	For

STORE Capital Corporation

Meeting Date: 12/09/2022 Country: USA

Meeting Type: Special

Ticker: STOR

Primary ISIN: US8621211007

Primary SEDOL: BSKRKJ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Merger Agreement	Mgmt	For	For	
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against	
	Voter Rationale: Cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable. However, all equity awards will automatically accelerate upon closing, and certain PSU awards will vest above target without a clear and compelling rationale disclosed in the merger proxy. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.				
3	Adjourn Meeting	Mgmt	For	For	

Stride, Inc.

Meeting Date: 12/09/2022

Country: USA

Meeting Type: Annual

Ticker: LRN

Primary ISIN: US86333M1080

Primary SEDOL: BLD5321

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Aida M. Alvarez	Mgmt	For	For		
1b	Elect Director Craig R. Barrett	Mgmt	For	For		
1c	Elect Director Robert L. Cohen	Mgmt	For	For		
1d	Elect Director Steven B. Fink	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.					
1e	Elect Director Robert E. Knowling, Jr.	Mgmt	For	For		
1f	Elect Director Liza McFadden	Mgmt	For	For		

Stride, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director James J. Rhyu	Mgmt	For	For
1h	Elect Director Joseph A. Verbrugge	Mgmt	For	For
2	Ratify BDO USA, LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same auditor fo	or a period of over 10 years should consider a p	plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	Against
			e options are inconsistent with good practice a ime pro-rated and tested for performance, incl	

STRIKE Co., Ltd.

Meeting Date: 12/23/2022

Country: Japan

Meeting Type: Annual

Ticker: 6196

Primary ISIN: JP3399780000

Primary SEDOL: BD6C2P9

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

Summit Industrial Income REIT

Meeting Date: 12/16/2022

Country: Canada

Meeting Type: Special

Ticker: SMU.UN

Primary ISIN: CA8661201167

Primary SEDOL: B928VJ0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Acquisition by Zenith Industrial	Mgmt	For	For

Sun Hung Kai Properties Limited

Meeting Date: 11/03/2022

Country: Hong Kong

Ticker: 16

Meeting Type: Annual

Primary ISIN: HK0016000132 Primary SEDOL: 6859927

Sun Hung Kai Properties Limited

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		
3.1a	Elect Lau Tak-yeung, Albert as Director	Mgmt	For	For		
3.1b	Elect Fung Sau-yim, Maureen as Director	Mgmt	For	For		
3.1c	Elect Chan Hong-ki, Robert as Director	Mgmt	For	For		
3.1d	Elect Kwok Ping-luen, Raymond as Director	Mgmt	For	For		
	CEO are substantially different and general between executives and outside sharehold Independent Director to establish appropi	ompany situations ally should be sepa ders and preserving riate checks and ba oint of contact for s	requiring substantial amour prated. Separation of roles is g accountability. Additionally alances on the Board, suppo shareholders, non-executive	nts of time. Also, the roles of Chairman and important for securing a proper balance		
3.1e	Elect Yip Dicky Peter as Director	Mgmt	For	Against		
	Voter Rationale: The board should include independence and objectivity. Moreover, the hamper the committee's impartiality and director's membership could hamper the compartial that is a second director of the could be a second director of the c	he audit committee effectiveness. Also,	e should be fully independel the nomination committee	nt and this director's membership could		
3.1f	Elect Wong Yue-chim, Richard as Director	Mgmt	For	Against		
	Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. Further, the audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Additionally, 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.					
3.1g	Elect Fung Kwok-lun, William as Director	Mgmt	For	For		
3.1h	Elect Leung Nai-pang, Norman as Director	Mgmt	For	For		
3.1i	Elect Fan Hung-ling, Henry as Director	Mgmt	For	For		
3.1j	Elect Kwan Cheuk-yin, William as Director	Mgmt	For	Against		
	Voter Rationale: The board should include independence and objectivity. Moreover, thamper the committee's impartiality and director's membership could hamper the compartiality and director's membership could hamper the co	he remuneration co effectiveness. Also,	ommittee should be indeper the nomination committee	ndent and this director's membership could		
3.1k	Elect Kwok Kai-wang, Christopher as Director	Mgmt	For	For		
3.11	Elect Tung Chi-ho, Eric as Director	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.					
3.2	Approve Directors' Fees	Mgmt	For	For		
J.2	Approve Directors Tees	rigini	101	I OI		

Sun Hung Kai Properties Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Companies should provid to cast an informed vote.	le sufficient information	at least 21 days in advance of the meeting to	enable shareholders
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

Sunlight Real Estate Investment Trust

Meeting Date: 11/10/2022 Country: Hong Kong Ticker: 435

Meeting Type: Annual

Primary ISIN: HK0435036626 Primary SEDOL: B1KR438

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Grant of General Mandate in Relation to the Buy-Back of Units	Mgmt	For	For

Super Retail Group Limited

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

Meeting Type: Annual

Primary ISIN: AU000000SUL0 Primary SEDOL: B01C7R0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Also, significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.				
3	Elect Judith Swales as Director	Mgmt	For	For	
4	Approve Grant of Performance Rights to Anthony Heraghty	Mgmt	For	For	

Synaptics Incorporated

Meeting Date: 10/25/2022

Country: USA

Meeting Type: Annual

Ticker: SYNA

Primary ISIN: US87157D1090

Primary SEDOL: 2839268

Proposal			Mgmt	Vote	
Number	Proposal Text	Proponent	Rec	Instruction	
1a	Elect Director Michael E. Hurlston	Mgmt	For	For	
1b	Elect Director Patricia Kummrow	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.				
1c	Elect Director Vivie "YY" Lee	Mgmt	For	For	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	
	considered to be rewarding under performance of peers. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, incentive awards to executives should include robust performance targets that reward strong performance and drive shareholder value over a sufficiently long period of time defined as at least three years. Lastly, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders				
3	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.				
4	Amend Omnibus Stock Plan	Mgmt	For	Against	
	Voter Rationale: This plan could lead to excessive dilution. In addition, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Lastly, the company should put clawback provisions in place to enable it to re-coup funds should it identify any facts of manipulation of reported indicators or other bad faith actions which were detrimental to the long-term interests of its shareholders				

Sysco Corporation

Meeting Date: 11/18/2022

Country: USA

Meeting Type: Annual

Ticker: SYY

Primary ISIN: US8718291078

Primary SEDOL: 2868165

	Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
_		•	<u> </u>		
	1a	Elect Director Daniel J. Brutto	Mgmt	For	For
	1b	Elect Director Ali Dibadj	Mgmt	For	For
	1c	Elect Director Larry C. Glasscock	Mgmt	For	For
	1d	Elect Director Jill M. Golder	Mgmt	For	For
	1e	Elect Director Bradley M. Halverson	Mgmt	For	For
	1f	Elect Director John M. Hinshaw	Mgmt	For	For

Sysco Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Kevin P. Hourican	Mgmt	For	For
1h	Elect Director Hans-Joachim Koerber	Mgmt	For	For
	committee should be fully independent a	nd this director's memb	rve on committees that require absolute indepership could hamper the committee's impartia the year under review, support is warranted a	lity and effectiveness.
1i	Elect Director Alison Kenney Paul	Mgmt	For	For
1j	Elect Director Edward D. Shirley	Mgmt	For	For
1k	Elect Director Sheila G. Talton	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
3	rewarded for below-average performance compensation packages that build shareh	e. These and other appr nolder value over time. I is a minimum good prac	opriate peer group; and setting awards so that oaches will ensure that the compensation con In addition, a larger percentage of the equity ctice. Also, severance payments should not ex shareholder approval. For	nmittee designs awards should be tied
	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 pla	an or tender process for
4	Report on Third-Party Civil Rights Audit	SH	Against	For
	Voter Rationale: An independent civil right the issue of civil rights for its stakeholder.		reholders better assess the effectiveness of S of related risks.	ysco's efforts to address
5	Commission Third Party Report Assessing Company's Supply Chain Risks	SH	Against	For
			s in its global operations. Good practice include to ensure that those risks are managed effecti	
6	Report on Efforts to Reduce Plastic Use	SH	None	For
	Voter Rationale: Product take-back and re	ecycling present ongoin	g risks and opportunities to long-term shareho	older value. Additional

Voter Rationale: Product take-back and recycling present ongoing risks and opportunities to long-term shareholder value. Additional information, including clear recycling targets, is merited.

T. Hasegawa Co., Ltd.

Meeting Date: 12/22/2022 Country: Japan Ticker: 4958

Meeting Type: Annual

Primary ISIN: JP3768500005 Primary SEDOL: 6899268

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 Umino, Takao	Mgmt	For	For

T. Hasegawa Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Elect Director Chino, Yoshiaki	Mgmt	For	For
2.3	Elect Director Nakamura, Minoru	Mgmt	For	For
2.4	Elect Director Nakamura, Tetsuya	Mgmt	For	For
2.5	Elect Director Kato, Koichiro	Mgmt	For	For
2.6	Elect Director Okado, Shingo	Mgmt	For	For
2.7	Elect Director Yuhara, Takao	Mgmt	For	For
2.8	Elect Director Izumi, Akiko	Mgmt	For	For

Tapestry, Inc.

Meeting Date: 11/15/2022

Country: USA

Meeting Type: Annual

Ticker: TPR

Primary ISIN: US8760301072 Prim

Primary SEDOL: BF09HX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director John P. Bilbrey	Mgmt	For	For
1b	Elect Director Darrell Cavens	Mgmt	For	For
1c	Elect Director Joanne Crevoiserat	Mgmt	For	For
1d	Elect Director David Denton	Mgmt	For	For
1e	Elect Director Johanna (Hanneke) Faber	Mgmt	For	For
1f	Elect Director Anne Gates	Mgmt	For	For
1g	Elect Director Thomas Greco	Mgmt	For	For
1h	Elect Director Pamela Lifford	Mgmt	For	For
1i	Elect Director Annabelle Yu Long	Mgmt	For	For
1j	Elect Director Ivan Menezes	Mgmt	For	Against
			erve on committees that require absolute inde or's membership could hamper the committee	
2	Ratify Deloitte & Touche 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 p	lan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
			111 11 11 6 111 411 1	E00(:

Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. In addition, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval. Moreover, 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.

Tassal Group Limited

Meeting Date: 11/03/2022

Country: Australia Meeting Type: Court Ticker: TGR

Primary ISIN: AU000000TGR4

Primary SEDOL: 6710701

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Court-Ordered Meeting	Mgmt		
1	Approve Scheme of Arrangement in Relation to the Proposed Acquisition of the Company by Aquaculture Australia Company Pty Ltd, a Wholly Owned Subsidiary of Cooke Inc.	Mgmt	For	For

Telstra Corporation Limited

Meeting Date: 10/11/2022

Country: Australia Meeting Type: Annual Ticker: TLS

Primary ISIN: AU000000TLS2

Primary SEDOL: 6087289

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a	Elect Eelco Blok as Director	Mgmt	For	For
3b	Elect Craig Dunn as Director	Mgmt	For	For
4 a	Approve Grant of Restricted Shares to Vicki Brady	Mgmt	For	Against
	Voter Rationale: Incentive awards to executive reward strong performance and drive shall		disclosed and include robust and stretching pufficiently long period of time.	performance targets to
4b	Approve Grant of Performance Rights to Vicki Brady	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	For

Telstra Corporation Limited

Meeting Date: 10/11/2022

Country: Australia

Meeting Type: Court

Ticker: TLS

Primary ISIN: AU000000TLS2

Primary SEDOL: 6087289

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Court-Ordered Meeting	Mgmt		
1	Approve Scheme of Arrangement in Relation to the Proposed Restructure of the Telstra Group	Mgmt	For	For

Temple & Webster Group Ltd.

Meeting Date: 11/30/2022

Country: Australia
Meeting Type: Annual

Ticker: TPW

Primary ISIN: AU000000TPW5

Primary SEDOL: BZ1MWM5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, the remuneral The board should articulate how bonus underpin long-term incentive plans. Funcash bonus into shares which would be performance objectives are aligned. Like should base vesting levels on multiple p single performance criterion, and should place a procedure which would enable in	ion report does not ar payments reflect prior thermore, the remune more effective in retal ewise, the long-term in erformance criteria tha if stagger vesting to re t, should it identify any tors and other key ma	ticulate how executives year performance, as ration committee shouly ining executives and er nate reflect both absolute ward progressively betwaters of manipulation nagers which were detay greats of manipulation	to a single performance target. Companies e and relative financial metrics rather than a ter performance. Last, the company should put in of reported indicators or other bad faith actions rimental to the long-term interests of its
2	Elect Conrad Yiu as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sl impartiality and effectiveness.	nould be fully independ	dent and this director's	membership could hamper the committee's
3	Approve Grant of Options to Mark Coulter under the Employee Share Option Plan	Mgmt	For	Against
	tranches. Incentive awards to executive	s should be clearly dis Ier value over a suffici	closed and include rob ently long period of tim	op median, even if spread out over three annual oust and stretching performance targets to reward ne. Also, performance shares should be linked to formance.
4	Approve Issuance of Restricted Rights t Stephen Heath	o Mgmt	For	For
5	Approve Issuance of Restricted Rights t Belinda Rowe	o Mgmt	For	For
6	Approve Issuance of Restricted Rights t Conrad Yiu	o Mgmt	For	For

Terminix Global Holdings, Inc.

Meeting Date: 10/06/2022

Country: USA

Meeting Type: Special

Ticker: TMX

Primary ISIN: US88087E1001 Primary SEDOL: BMD3QK1

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: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.

The a2 Milk Company Limited

Meeting Date: 11/18/2022

Country: New Zealand Meeting Type: Annual Ticker: ATM

Primary ISIN: NZATME0002S8

Primary SEDOL: 6287250

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
2	Elect Sandra Yu as Director	Mgmt	For	For
3	Elect David Wang as Director	Mgmt	For	For
4	Elect Pip Greenwood as Director	Mgmt	For	For

The Clorox Company

Meeting Date: 11/16/2022

Country: USA

Meeting Type: Annual

Ticker: CLX

Primary ISIN: US1890541097

Primary SEDOL: 2204026

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Amy L. Banse	Mgmt	For	For
1.2	Elect Director Julia Denman	Mgmt	For	For
1.3	Elect Director Spencer C. Fleischer	Mgmt	For	For
1.4	Elect Director Esther Lee	Mgmt	For	For
1.5	Elect Director A.D. David Mackay	Mgmt	For	For
1.6	Elect Director Paul Parker	Mgmt	For	For
1.7	Elect Director Stephanie Plaines	Mgmt	For	For
1.8	Elect Director Linda Rendle	Mgmt	For	For
1.9	Elect Director Matthew J. Shattock	Mgmt	For	For
1.10	Elect Director Kathryn Tesija	Mgmt	For	For
1.11	Elect Director Russell J. Weiner	Mgmt	For	For
1.12	Elect Director Christopher J. Williams	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		ceptional awards shoul	es annual pay. Larger severance packages sho d be clearly linked to performance and demon as a normal part of their jobs.	
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	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.

The Estee Lauder Companies Inc.

alignment with shareholder interest.

Meeting Date: 11/18/2022

Country: USA

Meeting Type: Annual

Ticker: EL

Primary ISIN: US5184391044

Primary SEDOL: 2320524

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ronald S. Lauder	Mgmt	For	For
1b	Elect Director William P. Lauder	Mgmt	For	For
		Also, the board sh t the Chairman, en- frectors and senior of an addition, directors and irectors regularly	ould appoint a Lead Indepensure orderly succession proc executives where normal cha are elected in classes rather	ndent Director to establish appropriate cess for the Chairman, and act as a point of nnels of communication through the board than annually, but shareholders should
1c	Elect Director Richard D. Parsons	Mgmt	For	Withhold
	the risk of entrenchment. Also, directors we independence. Given that there has been time and the matter will be kept under reveto serve on key committees as their interest committee should be independent and this addition, directors are elected in classes re	n appropriately fres. vith long board tenu meaningful board r view. However, direc ests may not be wel s director's membel ather than annually,	h board and reduce the propures should not serve on come freshment during the year uctors who represent major shall aligned with the wider groupship could hamper the come but shareholders should have	ortion of long standing directors to reduce amittees that require absolute under review, support is warranted at this nareholders are not sufficiently independent up of shareholders. The compensation nittee's impartiality and effectiveness. In
1d	Elect Director Lynn Forester de Rothschild	Mgmt	For	For
	Voter Rationale: Boards where more than committee should take action to ensure at the risk of entrenchment. Also, directors windependence. The nomination committee committee's impartiality and effectiveness support is warranted at this time and the annually, but shareholders should have the should take immediate steps to declassify	n appropriately fres. vith long board tenu should be majority Given that there ha matter will be kept e opportunity to col	h board and reduce the prop ures should not serve on com vindependent and this direct as been meaningful board rei under review. In addition, di mmunicate with directors reg	ortion of long standing directors to reduce of the standard of
1e	Elect Director Jennifer Tejada	Mgmt	For	Withhold
				orships to ensure they have sufficient time ations requiring substantial amounts of time
1f	Elect Director Richard F. Zannino	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

to and above that expected of directors as a normal part of their jobs. In addition, companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management

The Hain Celestial Group, Inc.

Meeting Date: 11/17/2022

Country: USA

Meeting Type: Annual

Ticker: HAIN

Primary ISIN: US4052171000

Primary SEDOL: 2492337

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director Richard A. Beck	Mgmt	For	For	
1b	Elect Director Celeste A. Clark	Mgmt	For	For	
1c	Elect Director Dean Hollis	Mgmt	For	For	
1d	Elect Director Shervin J. Korangy	Mgmt	For	For	
1e	Elect Director Mark L. Schiller	Mgmt	For	For	
1f	Elect Director Michael B. Sims	Mgmt	For	For	
1g	Elect Director Carlyn R. Taylor	Mgmt	For	For	
1h	Elect Director Dawn M. Zier	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, severance payments should not exceed two times annual pay. Larger severance packages should be subject to a separate shareholder approval.				
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.				
4	Approve Omnibus Stock Plan	Mgmt	For	Against	

inconsistent with good practice and should be eliminated.

The Lottery Corp. Ltd.

Meeting Date: 11/08/2022

Country: Australia

Meeting Type: Annual

Ticker: TLC

Primary ISIN: AU0000219529

Primary SEDOL: BNRQW72

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Anne Brennan as Director	Mgmt	For	For
2b	Elect Doug McTaggart as Director	Mgmt	For	For
2c	Elect John O'Sullivan as Director	Mgmt	For	For
2d	Elect Megan Quinn as Director	Mgmt	For	For
3	Appoint Ernst & Young as Auditor of the Company	Mgmt	For	For

The Lottery Corp. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4	Approve Remuneration Report	Mgmt	For	For		
			executives performed against historic perfori rformance, as well as outlining forward-lookir			
5	Approve Grant of Performance Rights to Sue van der Merwe	Mgmt	For	For		
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					

The Procter & Gamble Company

Meeting Date: 10/11/2022 Country: USA

Meeting Type: Annual

Ticker: PG

Primary ISIN: US7427181091 Primary SEDOL: 2704407

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director B. Marc Allen	Mgmt	For	For		
1b	Elect Director Angela F. Braly	Mgmt	For	For		
	Voter Rationale: We expect the company effectiveness of strategy.	to continue to take	e action to strengthen deforest	ation commitments and ensure		
1c	Elect Director Amy L. Chang	Mgmt	For	For		
1d	Elect Director Joseph Jimenez	Mgmt	For	For		
1e	Elect Director Christopher Kempczinski	Mgmt	For	For		
1f	Elect Director Debra L. Lee	Mgmt	For	For		
1g	Elect Director Terry J. Lundgren	Mgmt	For	For		
1h	Elect Director Christine M. McCarthy	Mgmt	For	For		
Li	Elect Director Jon R. Moeller	Mgmt	For	For		
	Voter Rationale: The roles of Chairman a important for securing a proper balance i we expect the company to continue to ta	between executives	s and outside shareholders and			
1j	Elect Director Rajesh Subramaniam	Mgmt	For	For		
1k	Elect Director Patricia A. Woertz	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.					

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

The Procter & Gamble Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	Against		
	Voter Rationale: The remuneration committee should not allow vesting of incentive awards for below median performance as this is considered to be rewarding under performance of peers. In addition, on early termination, all share-based awards should be pro-rated and tested for performance, including in the event of a change of control. Moreover, all exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a					

normal part of their jobs. Also, 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.

The Star Entertainment Group Limited

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

Meeting Type: Annual

Primary ISIN: AU000000SGR6 Primary SEDOL: BD5ZR98

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Elect Michael Issenberg as Director	Mgmt	For	For	
3	Elect Anne Ward as Director	Mgmt	For	For	
4	Elect David Foster as Director	Mgmt	For	For	
			ber of directorships and ensure they have suft ompany situations requiring substantial amour		
5	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets reward strong performance and drive shareholder value over a sufficiently long period of time. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payment reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.				
6	Approve One-off Grant of Performance Rights to Robbie Cooke	Mgmt	For	Against	
	addition to and above that expected of didisclosed and include robust and stretchin	rectors as a normal part ng performance targets narly termination, all sha	o performance and demonstrate shareholder v t of their jobs. Incentive awards to executives to reward strong performance and drive share are-based awards should be time pro-rated an	should be clearly eholder value over a	
7	Approve Grant of FY2023 Performance Rights to Robbie Cooke	Mgmt	For	For	
8	Approve Potential Retirement Benefits for Robbie Cooke	Mgmt	For	For	

Transurban Group

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

Meeting Type: Annual

Primary ISIN: AU000000TCL6 Primary SEDOL: 6200882

Transurban Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for Transurban Holdings Limited and Transurban International Limited	Mgmt		
2a	Elect Marina Go as Director	Mgmt	For	For
2b	Elect Peter Scott as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Discounted equity awashareholders. The value of equity awards report does not articulate how executives payments reflect prior year performance, at the long-term incentive plan is linked to a	ards undermine employe should be clearly disclos performed against histo as well as outlining forw single performance targ tive financial metrics rati	aterial changes in the business or in the role ase incentive strategy and are not aligned with the and not misleading to shareholders. Moreoveric performance targets. The board should an ard-looking targets that underpin long-term in let. Companies should base vesting levels on wher than a single performance criterion, and so	the interests of ver, the remuneration ticulate how bonus ncentive plans. Also, multiple performance
4	Approve Grant of Performance Awards to Scott Charlton	Mgmt	For	Against
	Voter Rationale: Discounted equity awards shareholders. The value of equity awards s		ncentive strategy and are not aligned with the re and not misleading to shareholders.	interests of
	Resolution for Transurban Holdings Limited and Transurban International Limited	Mgmt		
5	Approve the Spill Resolution	Mgmt	Against	Against

Treasury Wine Estates Limited

Meeting Date: 10/18/2022 Country: Australia

Meeting Type: Annual

Ticker: TWE

Primary ISIN: AU000000TWE9

Primary SEDOL: B61JC67

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Ed Chan as Director	Mgmt	For	For
2b	Elect Garry Hounsell as Director	Mgmt	For	For
2c	Elect Colleen Jay as Director	Mgmt	For	For
2d	Elect Antonia Korsanos as Director	Mgmt	For	For
2e	Elect Lauri Shanahan as Director	Mgmt	For	For
2f	Elect Paul Rayner as Director	Mgmt	For	For

Treasury Wine Estates Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3	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.				
4	Approve Grant of Performance Rights to Tim Ford	Mgmt	For	For	
5	Approve Proportional Takeover Provision	Mgmt	For	For	

Turquoise Hill Resources Ltd.

Meeting Date: 12/09/2022 Country: Canada Ticker: TRQ

Meeting Type: Special

Primary ISIN: CA9004352071 Primary SEDOL: BMQBP72

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Acquisition by Rio Tinto International Holdings Limited	Mgmt	For	For

Tyro Payments Limited

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

Meeting Type: Annual

Primary ISIN: AU0000066508 Primary SEDOL: BL0KWK0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. Also, the remuneration	n report does not articu	material changes in the business or in the role ulate how executives performed against histor ar performance, as well as outlining forward-	ic performance targets.
3a	Elect David Thodey as Director	Mgmt	For	For
3b	Elect Paul Rickard as Director	Mgmt	For	Against
Voter Rationale: The audit committee should be fully independent and this director's members impartiality and effectiveness.				er the committee's
3c	Elect Shefali Roy as Director	Mgmt	For	For
3d	Elect Claire Hatton as Director	Mgmt	For	For
4	Approve Grant of Sacrifice Rights to Shefali Roy and Claire Hatton under the Sacrifice Rights Plan	Mgmt	For	For
5	Approve Grant of Service Rights to Robbie Cooke	Mgmt	For	For

Unity Software Inc.

Meeting Date: 10/07/2022

Country: USA

Meeting Type: Special

Ticker: ∪

Primary ISIN: US91332U1016

Primary SEDOL: BLFDXH8

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

Vail Resorts, Inc.

Meeting Date: 12/07/2022

Country: USA

Meeting Type: Annual

Ticker: MTN

Primary ISIN: US91879Q1094

Primary SEDOL: 2954194

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Susan L. Decker	Mgmt	For	For
1b	Elect Director Robert A. Katz	Mgmt	For	For
1c	Elect Director Kirsten A. Lynch	Mgmt	For	For
1d	Elect Director Nadia Rawlinson	Mgmt	For	For
1e	Elect Director John T. Redmond	Mgmt	For	Against
			rve on committees that require absolute indepership could hamper the committee's impartia	
1f	Elect Director Michele Romanow	Mgmt	For	For
1g	Elect Director Hilary A. Schneider	Mgmt	For	For
1h	Elect Director D. Bruce Sewell	Mgmt	For	For
1 i	Elect Director John F. Sorte	Mgmt	For	Against
	committee should be fully independent a	nd this director's memb	rve on committees that require absolute indepership could hamper the committee's impartia rector's membership could hamper the comm	lity and effectiveness.
1j	Elect Director Peter A. Vaughn	Mgmt	For	For
2	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 pl	an or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Vale SA

Meeting Date: 12/21/2022

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: VALE3

Primary ISIN: BRVALEACNOR0

Primary SEDOL: 2196286

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Meeting for ADR Holders	Mgmt			
1	Amend Articles Re: Wording Amendments	Mgmt	For	For	
2	Amend Articles Re: Changes in Board of Directors and Executive Board Meetings	Mgmt	For	For	
3	Amend Articles Re: Changes in the Authorities of the Board of Directors and the Executive Board	Mgmt	For	For	
4	Amend Articles Re: Provisions about the Advisory Committees to the Board of Directors	Mgmt	For	For	
5	Consolidate Bylaws	Mgmt	For	For	

Viatris Inc.

Meeting Date: 12/09/2022

Country: USA

Meeting Type: Annual

Ticker: VTRS

Primary ISIN: US92556V1061

Primary SEDOL: BMWS3X9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1A	Elect Director W. Don Cornwell	Mgmt	For	For		
1B	Elect Director Harry A. Korman	Mgmt	For	Against		
10	30% in the future.	rise at least 25%	of board members for a compa	ny of this size, with an aspiration to achieve		
1C	Elect Director Rajiv Malik	Mgmt	For	For		
1D	Elect Director Richard A. Mark	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.					
2	Ratify Deloitte & Touche LLP as Auditors	Mamt	For	Against		

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

Viatris Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
4	Require Independent Board Chair	SH	Against	For	
	Veter Petitorele, Association of the independent phoises a motor of belong of account that is more analysis to long town				

Voter Rationale: Appointing a fully independent chairman creates a balance of power that is more conducive to long-term performance. A board headed by management cannot reasonably provide the best oversight and evaluation of management's performance.

Viavi Solutions Inc.

Meeting Date: 11/09/2022

Country: USA

Meeting Type: Annual

Ticker: VIAV

Primary ISIN: US9255501051

Primary SEDOL: BYXB201

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Richard E. Belluzzo	Mgmt	For	Withhold
	Voter Rationale: Directors with long board compensation committee should be indep effectiveness.			
1.2	Elect Director Keith Barnes	Mgmt	For	For
1.3	Elect Director Laura Black	Mgmt	For	For
1.4	Elect Director Tor Braham	Mgmt	For	For
1.5	Elect Director Timothy Campos	Mgmt	For	For
1.6	Elect Director Donald Colvin	Mgmt	For	For
1.7	Elect Director Masood A. Jabbar	Mgmt	For	Withhold
	Voter Rationale: Directors with long board committee should be fully independent and			
1.8	Elect Director Oleg Khaykin	Mgmt	For	For
1.9	Elect Director Joanne Solomon	Mgmt	For	For
2	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 period of over 10 years s	hould consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: The remuneration comm. considered to be rewarding under perform performance targets that reward strong p least three years.	nance of peers. In	addition, incentive awards to e.	

Vicinity Centres

Meeting Date: 11/16/2022

Country: Australia **Meeting Type:** Annual

Ticker: VCX

Primary ISIN: AU000000VCX7

Primary SEDOL: BY7QXS7

Vicinity Centres

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for Vicinity Limited	Mgmt		
2	Approve Remuneration Report	Mgmt	For	For
			w executives performed against historic perfor erformance, as well as outlining forward-look	
3a	Elect Tiffany Fuller as Director	Mgmt	For	For
3b	Elect Michael Hawker as Director	Mgmt	For	For
3c	Elect Dion Werbeloff as Director	Mgmt	For	For
3d	Elect Georgina Lynch as Director	Mgmt	For	For
3e	Elect Trevor Gerber as Director	Mgmt	For	For
4	Approve the Increase in Non-Executive Director Fee Pool	Mgmt	For	For
	Resolution for Vicinity Limited and Vicinity Centres Trust	Mgmt		
5	Approve Grant of Performance Rights to Grant Kelley	Mgmt	For	For
	Resolution for Vicinity Limited	Mgmt		
6	Approve Re-insertion of Partial Takeovers Provisions in the Company Constitution	Mgmt	For	For
	Resolution for Vicinity Centres Trust	Mgmt		
7	Approve Re-insertion of Partial Takeovers Provisions in the Trust Constitution	Mgmt	For	For

Viva China Holdings Limited

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

Meeting Type: Extraordinary Shareholders

Primary ISIN: KYG9374E1199 Primary SEDOL: B90DT37

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

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

VMware, Inc.

Meeting Date: 11/04/2022

Country: USA

Meeting Type: Special

Ticker: VMW

Primary ISIN: US9285634021

Primary SEDOL: B23SN61

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	
4	Amend Certificate of Incorporation to Eliminate Personal Liability of Directors	Mgmt	For	For	

Vulcan Energy Resources Ltd

Meeting Date: 11/29/2022

Country: Australia

Meeting Type: Annual

Ticker: VUL

Primary ISIN: AU0000066086

Primary SEDOL: BKYBH63

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. Also, to bonus into shares which would be more electives are aligned.	nts reflect prior ye the remuneration	ear performance, as well as outl committee should consider defe	ining forward-looking targets that rring a proportion of the annual cash
2	Ratify Past Issuance of Placement Shares to Stellantis N.V.	Mgmt	For	For
3	Elect Annie Liu as Director	Mgmt	For	Against
	Voter Rationale: The remuneration commit impartiality and effectiveness.	ttee should be ind	lependent and this director's me	embership could hamper the committee
4	Elect Gunter Hilken as Director	Mgmt	For	For
5	Elect Mark Skelton as Director	Mgmt	For	For
6	Approve Issuance of Performance Rights to Francis Wedin	Mgmt	For	Against
	Voter Rationale: Incentive awards to execu reward strong performance and drive shar share-based awards should be time pro-ra	eholder value ove	r a sufficiently long period of tir	me. Also, on early termination, all
7	Approve Issuance of Performance Rights to Gunter Hilken	Mgmt	For	Against

Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.

Vulcan Energy Resources Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
8	Approve Issuance of Performance Rights to Mark Skelton	Mgmt	For	Against		
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Also, on early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.					
9	Approve the Increase in Total Aggregate Remuneration for Non-Executive Directors	Mgmt	None	For		

Wayfair Inc.

Meeting Date: 10/13/2022

Country: USA

Meeting Type: Special

Ticker: W

Primary ISIN: US94419L1017

Primary SEDOL: BQXZP64

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

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

WD-40 Company

Meeting Date: 12/13/2022

Country: USA

Meeting Type: Annual

Ticker: WDFC

Primary ISIN: US9292361071

Primary SEDOL: 2944742

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Steven A. Brass	Mgmt	For	For
1.2	Elect Director Cynthia B. Burks	Mgmt	For	For
1.3	Elect Director Daniel T. Carter	Mgmt	For	For
1.4	Elect Director Melissa Claassen	Mgmt	For	For
1.5	Elect Director Eric P. Etchart	Mgmt	For	For

WD-40 Company

Elect Director Lara L. Lee Elect Director Edward O. Magee, Jr. Elect Director Trevor I. Mihalik	Mgmt Mgmt	For For	For For
<i>J</i> ,	Mgmt	For	For
Elect Director Trevor I. Mihalik			1 01
	Mgmt	For	For
Elect Director Graciela I. Monteagudo	Mgmt	For	For
Elect Director David B. Pendarvis	Mgmt	For	For
Elect Director Gregory A. Sandfort	Mgmt	For	For
Elect Director Anne G. Saunders	Mgmt	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Elect Director David B. Pendarvis Elect Director Gregory A. Sandfort Elect Director Anne G. Saunders Advisory Vote to Ratify Named Executive Officers' Compensation	Elect Director David B. Pendarvis Mgmt Elect Director Gregory A. Sandfort Mgmt Elect Director Anne G. Saunders Mgmt Advisory Vote to Ratify Named Executive Officers' Compensation	Elect Director David B. Pendarvis Mgmt For Elect Director Gregory A. Sandfort Mgmt For Elect Director Anne G. Saunders Mgmt For Advisory Vote to Ratify Named Executive Mgmt For

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

Ratify PricewaterhouseCoopers LLP as Mgmt For Auditors

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

Wesfarmers Limited

3

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

Meeting Type: Annual

Primary ISIN: AU000000WES1 Primary SEDOL: 6948836

Against

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Jennifer Anne Westacott as Director	Mgmt	For	For
2b	Elect Michael (Mike) Roche as Director	Mgmt	For	For
2c	Elect Sharon Lee Warburton as Director	Mgmt	For	For
3	Approve Remuneration Report	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. Moreover, the remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.

Wesfarmers Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of KEEPP Deferred Shares and KEEPP Performance Shares to Robert Scott	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha		y disclosed and include robust and stretching sufficiently long period of time.	performance targets to

West Holdings Corp.

Meeting Date: 11/22/2022

Country: Japan

Ticker: 1407

Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Allocation of Income, with a Final Dividend of JPY 55	Mgmt	For	For		
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For		
3.1	Elect Director Kikkawa, Takashi	Mgmt	For	Against		
	Voter Rationale: The board lacks sufficient	t diversity to meet our	expectations.			
3.2	Elect Director Egashira, Eiichiro	Mgmt	For	Against		
	Voter Rationale: The board lacks sufficien	t diversity to meet our	expectations.			
3.3	Elect Director Katsumata, Nobuo	Mgmt	For	Against		
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	ndependence and		
3.4	Elect Director Shiiba, Eiji	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.5	Elect Director Araki, 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 Goto, Yoshihisa	Mgmt	For	Against		
	Voter Rationale: The board should establi objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	ndependence and		
3.7	Elect Director Nakashima, Kazuo	Mgmt	For	For		
3.8	Elect Director Kurohara, Tomohiro	Mgmt	For	For		
4.1	Appoint Statutory Auditor Okusaki, Hiroshi	Mgmt	For	Against		
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of over		ne majority independent and work closely with otrol.	the independent		
4.2	Appoint Statutory Auditor Watanabe, Kuniaki	Mgmt	For	For		

West Holdings Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.3	Appoint Statutory Auditor Takahashi, Ken	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory	auditor board should L	ne majority independent and work closely with	the independent

Western Digital Corporation

Purchase Plan

Meeting Date: 11/16/2022

Country: USA

Meeting Type: Annual

directors to ensure a robust system of oversight and internal control.

Ticker: WDC

Primary ISIN: US9581021055

Primary SEDOL: 2954699

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kimberly E. Alexy	Mgmt	For	For
1b	Elect Director Thomas H. Caulfield	Mgmt	For	For
1c	Elect Director Martin I. Cole	Mgmt	For	For
1d	Elect Director Tunc Doluca	Mgmt	For	For
1e	Elect Director David V. Goeckeler	Mgmt	For	For
1f	Elect Director Matthew E. Massengill	Mgmt	For	For
1g	Elect Director Stephanie A. Streeter	Mgmt	For	For
1h	Elect Director Miyuki Suzuki	Mgmt	For	For
2 Advisory Vote to Ratify Named Executive Officers' Compensation		Mgmt	For	Against
	long-term plans; measuring company outc rewarded for below-average performance. compensation packages that build shareho to performance conditions. At least 50% is of incentive awards for below median perf	ets; performance comes against its These and other older value over t s a minimum goo formance as this i nked to performan	e triggers for equity awards appropriate peer group; a approaches will ensure th ime. In addition, a larger p d practice. Moreover, the r is considered to be rewards	s; using different metrics for the short and and setting awards so that executives are not
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	long-term plans; measuring company outc rewarded for below-average performance. compensation packages that build shareho and include robust and stretching perform long period of time. Moreover, the plan im	ets; performance comes against its These and other older value over t vance targets to re properly allows for d performance. F	e triggers for equity awards appropriate peer group; a r approaches will ensure th ime. In addition, incentive eward strong performance for accelerated vesting for a Rather, equity should be ro	s; using different metrics for the short and and setting awards so that executives are not nat the compensation committee designs a awards to executives should be clearly disclosed and drive shareholder value over a sufficiently an overly broad range of corporate restructuring alled forward into any successor company, or ves
4	Amend Qualified Employee Stock	Mgmt	For	For

Western Digital Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Ratify KPMG LLP as Auditors	Mgmt	For	Against
	Voter Rationale: The company has el	ngaged the same audi	t firm for more than 20	vears. There is value for investors in gaining new

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.

Westgold Resources Limited

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

Meeting Type: Annual

Primary ISIN: AU000000WGX6 Primary SEDOL: BYVQ673

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive does not articulate how executives pe reflect prior year performance, as wel	shareholder value ove orformed against histo Il as outlining forward- ider deferring a propol	er a suffciently long period of tir ric performance targets. The bo looking targets that underpin lo tion of the annual cash bonus i	into shares which would be more effective		
2	Elect Cheryl Edwardes as Director	Mgmt	For	Against		
	Voter Rationale: Directors are expecte to discharge their role properly, partic			nsure they have sufficient time and energy g substantial amounts of time.		
3	Elect Julius Matthys as Director	Mgmt	For	For		
4	Elect David Kelly as Director	Mgmt	For	For		
5	Elect Fiona Van Maanen as Director	Mgmt	For	Against		
j	Voter Rationale: The audit committee should be fully 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.					
6	Ratify Past Issuance of Placement Shares to Institutional and Sophistica Investors	Mgmt ted	For	Against		
	Voter Rationale: If approved, this propagation approval, bringing further dilution to s			% of equities without further shareholder lilution.		
7	Approve Issuance of Performance Rig to Wayne Bramwell	hts Mgmt	For	Against		
		ards should be clearly n would enable it, shou executive directors and	disclose and not misleading to suld it identify any facts of manip Indicated of the discovery	shareholders. Moreover, the company pulation of reported indicators or other bac ere detrimental to the long-term interests o		
8	Approve Potential Termination Benefi Relation to Performance Rights Grant to Wayne Bramwell		For	For		

Westgold Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Approve Employee Awards Plan	Mgmt	For	Against
	reward strong performance and drive shall executives and employees should be subn	reholder value over a su mitted to shareholder ap	disclosed and include robust and stretching p fficiently long period of time. Also, share-base proval as separate voting items. Incentive aw to reward strong performance and long-term	ed incentive plans for ards to executives
10	Approve Potential Termination Benefit in Relation to Securities Issued Pursuant to the Plan	Mgmt	For	For

Westpac Banking Corp.

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

Meeting Type: Annual

Primary ISIN: AU000000WBC1 Primary SEDOL: 6076146

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Approve the Amendments to the Company's Constitution	SH	Against	Against		
	Voter Rationale: We do not support shar sufficiently addressed by the company of			e raised is not material, is already		
1b	Approve Climate Risk Safeguarding	SH	Against	Against		
	Voter Rationale: We do not support shar sufficiently addressed by the company of			e raised is not material, is already		
3	Elect Peter Nash as Director	Mgmt	For	For		
4	Approve Grant of Performance Share Rights to Peter King	Mgmt	For	Against		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Also, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					
5	Approve Remuneration Report	Mgmt	For	Against		
		lirectors as a norma ss or in the role and	al part of their jobs. Furthermon I responsibilities of executive di	re, significant salary increases should be irectors. Also, the long-term incentive plar		
	is linked to a single performance target. absolute and relative financial metrics ra better performance. Likewise, on early to including in the event of a change of cor against historic performance targets. The outlining forward-looking targets that un	ther than a single p ermination, all share itrol. Moreover, the e board should artic	erformance criterion, and shou e-based awards should be time remuneration report does not rulate how bonus payments rel	Ild stagger vesting to reward progressiven pro-rated and tested for performance, articulate how executives performed		

Wisetech Global Limited

Meeting Date: 11/23/2022

Country: Australia **Meeting Type:** Annual

Ticker: WTC

Primary ISIN: AU000000WTC3

Primary SEDOL: BZ8GX83

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
				ned against historic performance targets. The as outlining forward-looking targets that
3	Elect Maree Isaacs as Director	Mgmt	For	For
4	Elect Richard Dammery as Director	Mgmt	For	For
5	Elect Michael Malone as Director	Mgmt	For	For
6	Approve Grant of Share Rights to Non-Executive Directors under the Non-Executive Director Fee Sacrifice Share Acquisition Plan	Mgmt	For	For

Wolfspeed, Inc.

Meeting Date: 10/24/2022

Country: USA

Meeting Type: Annual

Ticker: WOLF

Primary ISIN: US9778521024

Primary SEDOL: BMBVND9

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Glenda M. Dorchak	Mgmt	For	For
1.2	Elect Director John C. Hodge	Mgmt	For	For
1.3	Elect Director Clyde R. Hosein	Mgmt	For	Withhold
				equire absolute independence. The audit committee's impartiality and effectiveness.
1.4	Elect Director Darren R. Jackson	Mgmt	For	For
1.5	Elect Director Duy-Loan T. Le	Mgmt	For	For
1.6	Elect Director Gregg A. Lowe	Mgmt	For	For
1.7	Elect Director John B. Replogle	Mgmt	For	Withhold
				der diversity on the board. Our minimum ny of this size, with an aspiration to achiev
1.8	Elect Director Marvin A. Riley	Mgmt	For	For
1.0				

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.

Wolfspeed, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Ratify PricewaterhouseCoopers 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, 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				

Woolworths Group Limited

Meeting Date: 10/26/2022

Country: Australia

Meeting Type: Annual

Ticker: WOW

Primary ISIN: AU000000WOW2 Primary SEDOL: 6981239

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Jennifer Carr-Smith as Director	Mgmt	For	Against
				orships to ensure they have sufficient time ations requiring substantial amounts of time
2b	Elect Holly Kramer as Director	Mgmt	For	Against
	Voter Rationale: We have concerns about targets, especially on the Scope 3 emiss			
	practices to allow investors to assess the	eir suitability to ad	dress potential climate risks to t	the business in the medium- to long-term
2c	practices to allow investors to assess the	<i>eir suitability to ad</i> Mgmt	dress potential climate risks to a	the business in the medium- to long-term For
2c 3	,	,	·	-
2c 3	Elect Kathee Tesija as Director Approve Remuneration Report	Mgmt Mgmt ecutives should be	For For clearly disclosed and include ro	For Against bust and stretching performance targets to
2c 3	Elect Kathee Tesija as Director Approve Remuneration Report Voter Rationale: Incentive awards to exceed	Mgmt Mgmt ecutives should be	For For clearly disclosed and include ro	For Against bust and stretching performance targets to

Worley Limited

Meeting Date: 10/21/2022

Country: Australia

Meeting Type: Annual

Ticker: WOR

Primary ISIN: AU000000WOR2 Primary SEDOL: 6562474

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect John Grill as Director	Mgmt	For	For

Worley Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	support the Chairman, ensure orderly suc	ccession process for the	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,	
2b	Elect Roger Higgins as Director	Mgmt	For	For	
2c	Elect Sharon Warburton as Director	Mgmt	For	For	
2d	Elect Juan Suarez Coppel as Director	Mgmt	For	For	
3	Approve Remuneration Report	Mgmt	For	Against	
	reward strong performance and drive shall should be linked to material changes in the report does not articulate how executives	reholder value over a su e business or in the role performed against histo	disclosed and include robust and stretching p ffciently long period of time. Moreover, signific and responsibilities of executive directors. La pric performance targets. The board should a card-looking targets that underpin long-term in	cant salary increases ast, the remuneration rticulate how bonus	
4	Approve Grant of Deferred Equity Rights to Robert Christopher Ashton	Mgmt	For	Against	
	reward strong performance and drive shall is linked to a single performance target.	reholder value over a su Companies should base	disclosed and include robust and stretching p fficiently long period of time. Moreover, the lo vesting levels on multiple performance criterion mance criterion, and should stagger vesting to	ong-term incentive plan a that reflect both	
5	Approve Grant of Long-Term Performance Rights to Robert Christopher Ashton	Mgmt	For	For	
6	Appoint PricewaterhouseCoopers as Auditor of the Company	Mgmt	For	For	
7	Approve Leaving Entitlements	Mgmt	For	For	
8	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For	
Yokorei Co., Ltd.					
Meeting Date: 12/22/2022 Country: Japan Ticker: 2874					

Meeting Type: Annual

Primary ISIN: JP3957000007 Primary SEDOL: 6986483

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 11.5	Mgmt	For	For

Yum China Holdings, Inc.

Meeting Date: 10/11/2022 Country: USA Ticker: YUMC

Meeting Type: Special

Primary ISIN: US98850P1093 Primary SEDOL: BYW4289

Yum China Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Issuance of Shares for a Private Placement	Mgmt	For	For	
2	Authorize Share Repurchase Program	Mgmt	For	For	
3	Approve Omnibus Stock Plan	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.				

Zhejiang Supor Co., Ltd.

Meeting Date: 11/10/2022

Country: China

Meeting Type: Special

Ticker: 002032

Primary ISIN: CNE000001KS5

Primary SEDOL: B02JCS6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Profit Distribution in the Third	Mgmt	For	For

Zip Co Limited

Meeting Date: 11/03/2022

Country: Australia

Meeting Type: Annual

Ticker: ZIP

Primary ISIN: AU0000218307

Primary SEDOL: BPP1Y77

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
			w executives performed against historic perfor erformance, as well as outlining forward-looki	
3a	Elect Meredith Scott as Director	Mgmt	For	For
3b	Elect Peter Gray as Director	Mgmt	For	For
4	Ratify Past Issuance of Placement Shares to Institutional, Sophisticated and Professional Investors	Mgmt	For	Against
	Voter Rationale: If approved, this propos approval, bringing further dilution to sha		d to issue an additional 15% of equities witho	ut further shareholder
5a	Approve Issuance of Restricted Rights to Diane Smith-Gander under ZIPNEP	o Mgmt	For	For
5b	Approve Issuance of Restricted Rights to John Batistich under ZIPNEP	o Mgmt	For	For

Zip Co Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5c	Approve Issuance of Restricted Rights to Meredith Scott under ZIPNEP	Mgmt	For	For
6a	Approve Equity Incentive Plan	Mgmt	For	For
6b	Approve Potential Termination Benefits	Mgmt	For	For
7a	Approve Grant of Long Term Equity Performance Rights to Larry Diamond	Mgmt	For	For
7b	Approve Grant of Long Term Equity Performance Rights to Peter Gray	Mgmt	For	For
8a	Approve Grant of Long Term Incentive Performance Rights to Larry Diamond	Mgmt	For	For
8b	Approve Grant of Long Term Incentive Performance Rights to Peter Gray	Mgmt	For	For



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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