

# SPMS STICHTING PENSIOENFONDS MEDISCH SPECIALISTEN ALL VOTES

01/07/2023 to 30/09/2023

**VOTE SUMMARY REPORT** 

Date range covered : 07/01/2023 to 09/30/2023

### **Aalberts NV**

Meeting Date:	09/07/2023	Country: Netherlands Meeting Type: Extraordinary Shareholders	Ticker: AALB	
			Primary ISIN: NL0000852564	Primary SEDOL: B1W8P14
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

г 	Number	Proposal Text	Proponent	Rec	Instruction
		Extraordinary Meeting Agenda	Mgmt		
	1	Open Meeting	Mgmt		
	2	Elect S. (Stephane) Simonetta to Management Board	Mgmt	For	For
	3	Approve Discharge of W.A. (Wim) Pelsma as Member of the Management Board	Mgmt	For	For
	4	Other Business (Non-Voting)	Mgmt		
	5	Close Meeting	Mgmt		

### **Abacus Property Group**

Meeting Date: 07/27/2023	Country: Australia	Ticker: ABP	Ticker
	Meeting Type: Extraordinary Shareholders		Jinary Shareholders

Primary	TSTN:	AU000000ABP9
FIIIIGH Y	TOTIA:	

Primary SEDOL: 6565707

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Amendments to AGHL Constitution	Mgmt	For	For
2	Approve Amendments to AGPL Constitution	Mgmt	For	For
3	Approve Amendments to ASOL Constitution	Mgmt	For	For
4	Approve Amendments to AT Constitution	Mgmt	For	For
5	Approve Amendments to AIT Constitution	Mgmt	For	For
6	Approve Amendments to ASPT Constitution	Mgmt	For	For
7	Approve Acquisition Resolutions	Mgmt	For	For
8	Approve Abacus Group Stapling Deed Resolution - Abacus Group Holdings Limited	Mgmt	For	For

### **Abacus Property Group**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Approve Abacus Group Stapling Deed Resolution - Abacus Group Projects Limited	Mgmt	For	For
10	Approve Abacus Storage King Stapling Deed Resolution	Mgmt	For	For
11	Approve Proposal Approval Resolutions	Mgmt	For	For

### Activia Properties, Inc.

Meeting Date: 08/17/2023	Country: Japan Meeting Type: Special	<b>Ticker:</b> 3279	
		Primary ISIN: JP3047490002	Primary SEDOL: B8BSRY1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet	Mgmt	For	For
2	Elect Executive Director Kashiwagi, Nobuhide	Mgmt	For	For
3.1	Elect Alternate Executive Director Murayama, Kazuyuki	Mgmt	For	For
3.2	Elect Alternate Executive Director Kamikawara, Manabu	Mgmt	For	For
4.1	Elect Supervisory Director Ariga, Yoshinori	Mgmt	For	For
4.2	Elect Supervisory Director Takamatsu, Kazuhiko	Mgmt	For	For
5	Elect Alternate Supervisory Director Inagaki, Natsuko	Mgmt	For	For

### Advanced Drainage Systems, Inc.

Meeting Date: 07/20/2023	Country: USA	Ticker: WMS	
	Meeting Type: Annual		
		Primary ISIN: US00790R1041	Primary SEDOL: BP7RS59

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director D. Scott Barbour	Mgmt	For	For
1b	Elect Director Anesa T. Chaibi	Mgmt	For	For
1c	Elect Director Michael B. Coleman	Mgmt	For	For
1d	Elect Director Robert M. Eversole	Mgmt	For	For

## Advanced Drainage Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1e	Elect Director Alexander R. Fischer	Mgmt	For	Against
	Voter Rationale: The Company should put minimum expectation is that women shoul			n the board. In developed markets, our
1f	Elect Director Tanya D. Fratto	Mgmt	For	For
1g	Elect Director Kelly S. Gast	Mgmt	For	For
1h	Elect Director M.A. (Mark) Haney	Mgmt	For	For
1i	Elect Director Ross M. Jones	Mgmt	For	For
1j	Elect Director Manuel J. Perez de la Mesa	Mgmt	For	For
1k	Elect Director Carl A. Nelson, Jr.	Mgmt	For	For
11	Elect Director Anil Seetharam	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		for a long period of time sho	uld consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

## Agilysys, Inc.

Meeting Date: 08/21/2023	Country: USA Meeting Type: Annual	Ticker: AGYS	
		Primary ISIN: US00847J1051	Primary SEDOL: 2689162

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Donald A. Colvin	Mgmt	For	For
1b	Elect Director Dana Jones	Mgmt	For	For
	Voter Rationale: Companies should es executives should be prohibited as it			y stock by executives. Hedging activity by eholder interest.
1c	Elect Director Jerry Jones	Mgmt	For	For
	Voter Rationale: Companies should es executives should be prohibited as it			y stock by executives. Hedging activity by eholder interest.
1d	Elect Director Michael A. Kaufman	Mgmt	For	Against
	minimum expectation is that women.	should comprise at le l issues. We are holdii by executives. Hedgin	ast 27% of the board. The con ng this director accountable. Co	n the board. In developed markets, our npany should establish formal board-level ompanies should establish and disclose a be prohibited as it potentially severs

## Agilysys, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1e	Elect Director Melvin L. Keating	Mgmt	For	For
	Voter Rationale: Companies should estable executives should be prohibited as it poter		on hedging of company stock by executives. ent alignment with shareholder interest.	Hedging activity by
1f	Elect Director John Mutch	Mgmt	For	For
1g	Elect Director Ramesh Srinivasan	Mgmt	For	For
2	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Long-term incentive awar within 3 years since the date of grant.	rds should be used to in	ncentivise long-term performance and should	not be allowed to vest
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	y on pay frequency.		
5	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For

### Ai Holdings Corp.

Meeting Date: 09/27/2023	Country: Japan Meeting Type: Annual	Ticker: 3076	
		Primary ISIN: JP3105090009	Primary SEDOL: B1TK201

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 45	Mgmt	For	For
2	Elect Director Takahashi, Kazuo	Mgmt	For	For
3	Approve Restricted Stock Plan	Mgmt	For	Against

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

### **AIMS APAC REIT**

Meeting Date: 07/24/2023	Country: Singapore	Ticker: O5RU	
	Meeting Type: Annual		
		Primary ISIN: SG2D63974620	Primary SEDOL: B58DLN5

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

### **AIMS APAC REIT**

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
		encouraging greate		er to hold them to account. Companies should r, at the board and executive management
2	Approve KPMG LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies that have he be be been been been been been been	ad the same audito	or for a period of over 10 ye	ears should consider a plan or tender process for
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital circumstances only and fully justified by		% without pre-emption rigl	hts should be undertaken in exceptional
4	Amend Articles Re: Units of AA REIT (the "Unit Buy-Back Supplement")	Mgmt	For	For
5	Authorize Unit Repurchase Program	Mgmt	For	For
6	Amend Articles Re: Development Management Fee Supplement	Mgmt	For	For

## Ain Holdings, Inc.

Ain Holdings, Inc.			
Meeting Date: 07/28/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 9627	
		Primary ISIN: JP3105250009	<b>Primary SEDOL:</b> 6249120

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 60	Mgmt	For	For
2.1	Elect Director Otani, Kiichi	Mgmt	For	For
2.2	Elect Director Shudo, Shoichi	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	ependence to ensure appropriate balance of ir	ndependence and
2.3	Elect Director Mizushima, Toshihide	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	ependence to ensure appropriate balance of ir	ndependence and
2.4	Elect Director Oishi, Miya	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	ependence to ensure appropriate balance of ir	ndependence and
2.5	Elect Director Sakai, Masato	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	ependence to ensure appropriate balance of ir	ndependence and
2.6	Elect Director Kimei, Rieko	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	ependence to ensure appropriate balance of ir	ndependence and

### Ain Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2.7	Elect Director Takakura, Nobuyuki	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensur	e appropriate balance of independence and		
2.8	Elect Director Ishikawa, Kaori	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensur	e appropriate balance of independence and		
2.9	Elect Director Endo, Noriko	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.10	Elect Director Ito, Junro	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensur	e appropriate balance of independence and		
2.11	Elect Director Yamazoe, Shigeru	Mgmt	For	Against		
	Voter Rationale: The board should esta objectivity.	ablish one-third boar	rd independence to ensur	e appropriate balance of independence and		
2.12	Elect Director Kuriyama, Hideki	Mgmt	For	For		

### Alibaba Group Holding Limited

Meeting Date: 09/28/2023	Country: Cayman Islands Meeting Type: Annual	<b>Ticker:</b> 9988	
		Primary ISIN: KYG017191142	Primary SEDOL: BK6YZP5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Eddie Yongming Wu	Mgmt	For	For
1.2	Elect Director Maggie Wei Wu	Mgmt	For	For
1.3	Elect Director Kabir Misra	Mgmt	For	For
2	Ratify PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the U.S. and Hong Kong Auditors of the Company	Mgmt	For	For

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.

### Allegro MicroSystems, Inc.

Meeting Date: 08/03/2023	Country: USA Meeting Type: Annual	Ticker: ALGM	
		Primary ISIN: US01749D1054	Primary SEDOL: BN4LSB6

### Allegro MicroSystems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Andrew G. Dunn	Mgmt	For	For
1.2	Elect Director Richard R. Lury	Mgmt	For	Withhold
	Voter Rationale: The Company should put minimum expectation is that women shou and has long tenure. Long tenured directo independent. Changes in company bylaws shareholder approval. Specifically, the boa the supermajority vote requirement to ena shareholder rights.	ld comprise at least rs could lack indepe or articles of incorp rd's failure to remov	27% of the board. The nomine endence from the company and poration should not erode share ve, or subject to a sunset requi	ee serves as Nominating Committee Chair we expect key committee Chairs to be holders' rights and should be subject to rement, the classified board structure and
1.3	Elect Director Susan D. Lynch	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive	Mgmt	For	Against

reward strong performance and drive shareholder value over a sufficiently long period of time. The remuneration committee targets to not allow vesting of incentive awards for substantially below median performance. Long-term incentive awards should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. 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.

### **Alpha Services & Holdings SA**

Meeting Date: 07/27/2023	Country: Greece Meeting Type: Annual	Ticker: ALPHA	
		Primary ISIN: GRS015003007	Primary SEDOL: BZ1MXR7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt		
1	Approve Financial Statements and Income Allocation	Mgmt	For	For
2	Approve Offsetting of Accumulated Losses Using Reserves and Share Premium; Approve Distribution of Intragroup Dividend Reserve	Mgmt	For	For
3	Approve Management of Company and Grant Discharge to Auditors	Mgmt	For	For
4	Approve Auditors and Fix Their Remuneration	Mgmt	For	For
5	Approve Remuneration of Directors for 2022	Mgmt	For	For
6	Approve Advance Payment of Director Remuneration for 2023	Mgmt	For	For

## Alpha Services & Holdings SA

umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Advisory Vote on Remuneration Report	Mgmt	For	Against
	Voter Rationale: Long-term incentive awar within 3 years since the date of grant.	ds should be used to	o incentivise long-term perfe	ormance and should not be allowed to vest
8	Approve Remuneration Policy	Mgmt	For	Against
	reward strong performance and drive shar provide details of the rules governing the a	eholder value over a award of the annual nents should not exc incentive awards sh	sufficiently long period of a and long-term variable ince reed two year's pay. Larger	entives, any exceptional components and severance packages should be subject to a
9	Receive Audit Committee's Activity Report	Mgmt		
10	Receive Report of Independent Non-Executive Directors	Mgmt		
11	Amend Suitability Policy for Directors	Mgmt	For	For
12a	Announce Appointment of Directors	Mgmt		
12b1	Elect Diony C. Lebot as Independent Non-Executive Director	Mgmt	For	For
12b2	Elect Panagiotis IK. Papazoglou as Independent Non-Executive Director	Mgmt	For	For
13	Approve Type, Composition, and Term of the Audit Committee	Mgmt	For	For
14	Receive Information on Cases of Conflict of Interest	Mgmt		
15	Authorize Share Repurchase Program	Mgmt	For	For
16	Approve Share Distribution Plan	Mgmt	For	Against
		eholder value over a	sufficiently long period of	bust and stretching performance targets to time. Long-term incentive awards should be ors since the date of grant.
	Authorize Board to Participate in	Mgmt	For	For

Meeting Date	: 07/26/2023 Country: Australia Meeting Type: A		Ticker: ALQ	
			Primary ISIN: AU000000ALQ6	Primary SEDOL: B86SZR5
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
		Mamt	For	
1	Elect Leslie Desjardins as Director	Mgmt	FUI	For

Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. In developed markets, our minimum expectation is that women should comprise at least 27% of the board.

## **ALS Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Peter Possemiers as Director	Mgmt	For	For
4	Elect Nigel Garrard as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	None	Against
	performance targets to reward strong per awards to executives should be clearly dis and drive shareholder value over a sufficie the business or in the role and responsibil	formance and drive sha closed and include robu ently long period of time lities of executive directo rrgets. The board should	nould be clearly disclosed and include robust a reholder value over a sufficiently long period of ist and stretching performance targets to rewo Significant salary increases should be linked ors. The remuneration report does not articula d articulate how bonus payments reflect prior incentive plans.	of time. Incentive ard strong performance I to material changes in ate how executives
6	Approve the Amendments to the Company's Constitution	Mgmt	For	For
7	Approve Grant of 2022 Performance Rights to Malcolm Deane	Mgmt	For	Against
	reward strong performance and drive shar awards should be time pro-rated and tests in place a procedure which would enable of	reholder value over a su ed for performance, incl it, should it identify any directors and other key	disclosed and include robust and stretching p ifficiently long period of time. On early termin uding in the event of a change of control. The facts of manipulation of reported indicators of managers which were detrimental to the long th manner are repaid to it.	ation, all share-based e company should put r other bad faith
8	Approve Grant of 2023 Performance Rights to Malcolm Deane	Mgmt	For	Against
	event of a change of control. The compani manipulation of reported indicators or oth	y should put in place a er bad faith actions on t	ould be time pro-rated and tested for perform procedure which would enable it, should it ide the part of any of its executive directors and c fers, to ensure that any funds wrongfully obta	entify any facts of other key managers
9	Approve Financial Assistance in Relation to the Acquisition	Mgmt	For	For
Apartment	Income REIT Corp.			

Meeting Date: 09/15/2023	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	For
1.5	Elect Director Devin I. Murphy	Mgmt	For	Against

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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.

## Apartment Income REIT Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director Margarita Palau-Hernandez	Mgmt	For	For
1.7	Elect Director John Dinha Rayis	Mgmt	For	For
1.8	Elect Director Ann Sperling	Mgmt	For	For
1.9	Elect Director Nina A. Tran	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
3	should be clearly disclosed, justified and r Advisory Vote to Ratify Named Executive	not exceed audit fees. L	reptional circumstances only. Any non-audit fe arge non-audit fees could compromise object. For	
	Officers' Compensation Voter Rationale: Severance payments sho shareholder approval.	uld not exceed two yea	rs pay. Larger severance packages should be	subject to a separate
4	Eliminate Supermajority Vote Requirements	Mgmt	For	For
	Voter Rationale: Board efforts to reduce s Majority voting should be sufficient to cha		are appreciated, as they create artificial barn	iers for shareholders.
5	Provide Directors May Be Removed With or Without Cause	Mgmt	For	For
6	Amend Charter to Eliminate Language that are No Longer Applicable Due to the Passage of Time	Mgmt	For	For

## **Apartment Investment and Management Company**

Meeting Date: 09/29/2023	Country: USA Meeting Type: Annual	Ticker: AIV	
		Primary ISIN: US03748R7474	Primary SEDOL: BN2W9T6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Eliminate Supermajority Voting Provisions	Mgmt	For	For
	Voter Rationale: Board efforts to reduce su Majority voting should be sufficient to cha		are appreciated, as they create artificial barri	ers for shareholders.
2	Amend Charter to Provide Directors May Be Removed With or Without Cause and Authorize Board to Fill Vacancies	Mgmt	For	For
3.1	Elect Director Wes Powell	Mgmt	For	For
3.2	Elect Director Quincy L. Allen	Mgmt	For	For
3.3	Elect Director Patricia L. Gibson	Mgmt	For	For
3.4	Elect Director Jay Paul Leupp	Mgmt	For	For
3.5	Elect Director Sherry L. Rexroad	Mgmt	For	For

## **Apartment Investment and Management Company**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.6	Elect Director Deborah Smith	Mgmt	For	For
3.7	Elect Director R. Dary Stone	Mgmt	For	For
3.8	Elect Director James P. Sullivan	Mgmt	For	For
3.9	Elect Director Kirk A. Sykes	Mgmt	For	For
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		committee should not al	rs pay. Larger severance packages should be . llow vesting of incentive awards for substantia ash or other non-equity vehicles.	
6	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

Voter Rationale: We support an annual say on pay frequency.

### Asahi Intecc Co., Ltd.

Meeting Date: 09/28/2023	Country: Japan	<b>Ticker:</b> 7747	
	Meeting Type: Annual		
		Primary ISIN: JP3110650003	Primary SEDOL: B019MQ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 14.48	Mgmt	For	For
2	Amend Articles to Amend Business Lines	Mgmt	For	For
3.1	Elect Director Miyata, Masahiko	Mgmt	For	For
3.2	Elect Director Miyata, Kenji	Mgmt	For	For
3.3	Elect Director Kato, Tadakazu	Mgmt	For	For
3.4	Elect Director Matsumoto, Munechika	Mgmt	For	For
3.5	Elect Director Terai, Yoshinori	Mgmt	For	For
3.6	Elect Director Ito, Mizuho	Mgmt	For	For
3.7	Elect Director Nishiuchi, Makoto	Mgmt	For	For
3.8	Elect Director Ito, Kiyomichi	Mgmt	For	For
3.9	Elect Director Kusakari, Takahiro	Mgmt	For	For
3.10	Elect Director Taguchi, Akihiro	Mgmt	For	For

### **Axis Bank Limited**

Meeting Date: 07/28/2023

Country: India Meeting Type: Annual Ticker: 532215

Primary ISIN: INE238A01034

Primary SEDOL: BPFJHC7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect Ashish Kotecha as Director	Mgmt	For	For
4	Elect Nurani Subramanian Vishwanathan (N. S. Vishwanathan) as Director	Mgmt	For	For
5	Approve Appointment and Remuneration of Nurani Subramanian Vishwanathan (N. S. Vishwanathan) as Non-Executive (Part-time) Chairman	Mgmt	For	For
6	Elect Subrat Mohanty as Director and Approve Appointment and Remuneration of Subrat Mohanty as Director and Whole-Time Director (designated as Executive Director)	Mgmt	For	For
7	Approve Revision in the Remuneration Payable to Amitabh Chaudhry as Managing Director & CEO	Mgmt	For	For
8	Approve Revision in the Remuneration Payable to Rajiv Anand as Deputy Managing Director	Mgmt	For	For
9	Amend Articles of Association	Mgmt	For	For
10	Approve Borrowing/Raising of Funds/Foreign Currency by Issuance of Debt Securities on Private Placement Basis	Mgmt	For	For
11	Approve Material Related Party Transactions for Acceptance of Deposits in Current/Savings Account or Any Other Similar Accounts Permitted to be Opened Under Applicable Laws	Mgmt	For	For
12	Approve Material Related Party Transactions for Subscription of Securities Issued by the Related Parties and/or Purchase of Securities (of Related or Other Unrelated Parties) from Related Parties	Mgmt	For	For
13	Approve Material Related Party Transactions for Sale of Securities (of Related or Other Unrelated Parties) to Related Parties	Mgmt	For	For
14	Approve Material Related Party Transactions for Issue of Securities of the Bank to Related Parties, Payment of Interest and Redemption Amount Thereof	Mgmt	For	For

## **Axis Bank Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
15	Approve Material Related Party Transactions for Receipt of Fees/Commission for Distribution of Insurance Products and Other Related Business	Mgmt	For	For
16	Approve Material Related Party Transactions for Fund Based or Non-Fund Based Credit Facilities Including Consequential Interest/Fees	Mgmt	For	For
17	Approve Material Related Party Transactions for Money Market Instruments/Term Borrowing/Term Lending (Including Repo/Reverse Repo)	Mgmt	For	For
18	Approve Material Related Party Transactions Pertaining to Forex and Derivative Contracts	Mgmt	For	For

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

Meeting Date: 07/25/2023	Country: Luxembourg Meeting Type: Annual	Ticker: BME	
		Primary ISIN: LU1072616219	Primary SEDOL: BMTRW10

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Receive Board Reports on the Annual Accounts and Financial Statements and on the Consolidated Annual Accounts and Financial Statements	Mgmt	For	For
2	Receive the Annual Accounts and Financial Statements, the Consolidated Annual Accounts and Financial Statements and the Auditors' Reports Thereon	Mgmt	For	For
3	Approve Annual Accounts and Financial Statements	Mgmt	For	For
4	Approve Consolidated Annual Accounts and Financial Statements	Mgmt	For	For
5	Approve Allocation of Income	Mgmt	For	For
6	Approve Dividends	Mgmt	For	For
7	Approve Remuneration Report	Mgmt	For	For
8	Approve Discharge of Directors	Mgmt	For	For

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Re-elect Peter Bamford as Director	Mgmt	For	For
	Bamford is considered responsible for in requirements as at the financial year er target as at the AGM date. It is recogni Additionally, the Company commits to a	ncorporating suffici nd, but will fall sho sed that this non-c nchieve the diversit	ient diversity on the Board. rt of the 40% female repre compliance is rather a resul ty targets by the 2024 AGM	te that, as Nomination Committee Chair, Peter Diversity at board level met the reporting sentation threshold and the ethnic diversity it of several Board changes since the last AGM. I, having announced the appointment of a female no significant concerns have been identified.

10	Re-elect Alejandro Russo as Director	Mgmt	For	For
11	Re-elect Michael Schmidt as Director	Mgmt	For	For
12	Re-elect Ron McMillan as Director	Mgmt	For	For
13	Re-elect Tiffany Hall as Director	Mgmt	For	For
14	Re-elect Paula MacKenzie as Director	Mgmt	For	For
15	Re-elect Oliver Tant as Director	Mgmt	For	For
16	Approve Discharge of Auditors	Mgmt	For	For
17	Reappoint KPMG Audit Sarl as Auditors	Mgmt	For	For
18	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
19	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For

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

Meeting Date: 07/2	•	ırg aordinary Shareholders	Ticker: BME	
			Primary ISIN: LU1072616219	Primary SEDOL: BMTRW10
Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction
1	Approve Renewal of the Authorisation Granted to the Board of Directors to Issue New Shares and Amend Articles of Association	Mgmt f	For	For

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

Meeting Date: 09/22/2023	Country: Luxembourg Meeting Type: Ordinary Shareholders	Ticker: BME	
		Primary ISIN: LU1072616219	Primary SEDOL: BMTRW10

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Hounaida Lasry as Director	Mgmt	For	For

### **Bharti Airtel Limited**

Meeting Date: 08/24/2023	Country: India Meeting Type: Annual	<b>Ticker:</b> 532454	
		Primary ISIN: INE397D01024	Primary SEDOL: 6442327

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect Gopal Vittal as Director	Mgmt	For	For
4	Approve Remuneration of Cost Auditors	Mgmt	For	For
5	Reelect Kimsuka Narasimhan as Director	Mgmt	For	For
6	Approve Revision in Remuneration of Sunil Bharti Mittal as Chairman	Mgmt	For	Against
	Voter Rationale: Executive compensation	should be commensura	te with a director's role and responsibilities.	
7	Approve Material Related Party Transactions with Bharti Hexacom Limited	Mgmt	For	For
8	Approve Material Related Party Transactions with Nxtra Data Limited	Mgmt	For	For
9	Approve Material Related Party Transactions with Indus Towers Limited	Mgmt	For	For

### **BioLife Solutions, Inc.**

Meeting Date: 07/21/2023	Country: USA	Ticker: BLFS	
	Meeting Type: Annual		
		Primary ISIN: US09062W2044	Primary SEDOL: BJH08B2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael Rice	Mgmt	For	For
1.2	Elect Director Joydeep Goswami	Mgmt	For	For

### **BioLife Solutions, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Joseph C. Schick	Mgmt	For	Withhold
	earnings are indicative of the inadequate	e oversight and cor v executives. Hedgi	ntrols by the audit committe	ort and accounts. Substantial restatements of e. Companies should establish and disclose would be prohibited as it potentially severs
1.4	Elect Director Amy DuRoss	Mgmt	For	For
4.5	executives should be prohibited as it pot	entially severs mai	nagement alignment with sh	
1.5	earnings are indicative of the inadequate	e oversight and cor v executives. Hedgi	ntrols by the audit committe	Withhold ort and accounts. Substantial restatements of e. Companies should establish and disclose bould be prohibited as it potentially severs
1.6	Elect Director Timothy L. Moore	Mgmt	For	For
1.7	Elect Director Roderick de Greef	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	For
	Voter Rationale: Long-term incentive aw			erformance and should not be allowed to ves disclosed and include robust and stretching

Voter Rationale: Long-term incentive awards should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. The 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.

3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
4	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. Long-term incentive awards should be used to incentivize long-term performance and should not be allowed to vest within 3 years since the date of grant. 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.

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

Meeting Date		ISA <b>ype:</b> Annual	Ticker: BKI	
			Primary ISIN: US09215C1053	Primary SEDOL: BDG75V1
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

## Black Knight, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
		sufficient time and	cers at publicly listed companies are expected energy to discharge their roles properly, part	
1.2	Elect Director Catherine L. (Katie) Burke	Mgmt	For	For
			policy on hedging of company stock by exec agement alignment with shareholder interest.	utives. Hedging activity by
1.3	Elect Director David K. Hunt	Mgmt	For	For
			policy on hedging of company stock by exec agement alignment with shareholder interest.	utives. Hedging activity by
1.4	Elect Director Joseph M. Otting	Mgmt	For	For
1.5	Elect Director Ganesh B. Rao	Mgmt	For	For
1.6	Elect Director John D. Rood	Mgmt	For	For
	Voter Rationale: We would encourage the	e issuer to set interi	im GHG emissions reduction target(s).	
1.7	Elect Director Nancy L. Shanik	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation		For	Against
2	Officers' Compensation Voter Rationale: On early termination, all event of a change of control. Severance a separate shareholder approval. Incentiv performance targets to reward strong per	share-based award payments should no re awards to execut formance and drive	For Is should be time pro-rated and tested for per- pt exceed two years pay. Larger severance pa- tives should be clearly disclosed and include e shareholder value over a sufficiently long pe- trate shareholder value creation in addition to	formance, including in the ackages should be subject to robust and stretching priod of time. All exceptional
2 3	Officers' Compensation Voter Rationale: On early termination, all event of a change of control. Severance a separate shareholder approval. Incentiv performance targets to reward strong per awards should be clearly linked to perform	share-based award payments should no re awards to execut formance and drive	ls should be time pro-rated and tested for per of exceed two years pay. Larger severance p tives should be clearly disclosed and include s shareholder value over a sufficiently long pe	formance, including in the ackages should be subject to robust and stretching priod of time. All exceptional
	Officers' Compensation Voter Rationale: On early termination, all event of a change of control. Severance j a separate shareholder approval. Incentiv performance targets to reward strong per awards should be clearly linked to perfor directors as a normal part of their jobs.	share-based award bayments should no re awards to execut formance and drive mance and demons	Is should be time pro-rated and tested for per of exceed two years pay. Larger severance p tives should be clearly disclosed and include e shareholder value over a sufficiently long pe trate shareholder value creation in addition to	Formance, including in the ackages should be subject to robust and stretching priod of time. All exceptional of and above that expected of
3	Officers' Compensation Voter Rationale: On early termination, all event of a change of control. Severance   a separate shareholder approval. Incentiv performance targets to reward strong per awards should be clearly linked to perforn directors as a normal part of their jobs. Ratify KPMG LLP as Auditors Voter Rationale: Companies who have ha	share-based award bayments should no re awards to execut formance and drive mance and demons	Is should be time pro-rated and tested for per of exceed two years pay. Larger severance p tives should be clearly disclosed and include a shareholder value over a sufficiently long per trate shareholder value creation in addition to For	Formance, including in the ackages should be subject to robust and stretching priod of time. All exceptional of and above that expected of
3	Officers' Compensation Voter Rationale: On early termination, all event of a change of control. Severance of a separate shareholder approval. Incention performance targets to reward strong performance targets to reward strong performances awards should be clearly linked to perform directors as a normal part of their jobs. Ratify KPMG LLP as Auditors Voter Rationale: Companies who have here for bringing in a new auditing firm. Cores Limited : 07/18/2023	share-based award bayments should no re awards to execut formance and drive mance and demons Mgmt ad the same auditor	Is should be time pro-rated and tested for per of exceed two years pay. Larger severance p tives should be clearly disclosed and include a shareholder value over a sufficiently long per trate shareholder value creation in addition to For	formance, including in the ackages should be subject to robust and stretching priod of time. All exceptional of and above that expected of
3 Blackm	Officers' Compensation Voter Rationale: On early termination, all event of a change of control. Severance ( a separate shareholder approval. Incentive performance targets to reward strong performance targets to reward strong performances are availed by the clearly linked to perform directors as a normal part of their jobs. Ratify KPMG LLP as Auditors Voter Rationale: Companies who have here for bringing in a new auditing firm. ores Limited	share-based award bayments should no re awards to execut formance and drive mance and demons Mgmt ad the same auditor	Is should be time pro-rated and tested for per of exceed two years pay. Larger severance p tives should be clearly disclosed and include a shareholder value over a sufficiently long per trate shareholder value creation in addition to For	formance, including in the ackages should be subject to robust and stretching priod of time. All exceptional of and above that expected of
3 Blackm	Officers' Compensation Voter Rationale: On early termination, all event of a change of control. Severance of a separate shareholder approval. Incention performance targets to reward strong performance targets to reward strong performances awards should be clearly linked to perform directors as a normal part of their jobs. Ratify KPMG LLP as Auditors Voter Rationale: Companies who have here for bringing in a new auditing firm. Cores Limited : 07/18/2023	share-based award bayments should no re awards to execut formance and drive mance and demons Mgmt ad the same auditor	Is should be time pro-rated and tested for per of exceed two years pay. Larger severance per tives should be clearly disclosed and include a shareholder value over a sufficiently long per trate shareholder value creation in addition to For for a period of over 10 years should conside <b>Ticker:</b> BKL	formance, including in the ackages should be subject to robust and stretching priod of time. All exceptional to and above that expected of For The plan or tender process
3 Blackm	Officers' Compensation Voter Rationale: On early termination, all event of a change of control. Severance of a separate shareholder approval. Incention performance targets to reward strong performance targets to reward strong performances awards should be clearly linked to perform directors as a normal part of their jobs. Ratify KPMG LLP as Auditors Voter Rationale: Companies who have here for bringing in a new auditing firm. Cores Limited : 07/18/2023	share-based award bayments should no re awards to execut formance and drive mance and demons Mgmt ad the same auditor	Is should be time pro-rated and tested for per of exceed two years pay. Larger severance per tives should be clearly disclosed and include a shareholder value over a sufficiently long per trate shareholder value creation in addition to For for a period of over 10 years should conside <b>Ticker:</b> BKL	formance, including in the ackages should be subject to robust and stretching priod of time. All exceptional or and above that expected of For The process

### **Blackmores Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Scheme of Arrangement in Relation to the Proposed Acquisition of the Company by Kirin Health Science Australia Pty Ltd, a Wholly Owned Subsidiary of Kirin Holdings Company, Limited	Mgmt	For	For

### **Blink Charging Co.**

Meeting Date	: 07/24/2023 Country: USA Meeting Type: Anr	ual	Ticker: BLNK	
			Primary ISIN: US09354A1007	Primary SEDOL: BYWLZL4
Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ritsaart J.M. van Montfrans	Mgmt	For	Withhold
	Voter Rationale: The audit committee is earnings are indicative of the inadequate		e integrity of the annual report and accounts. S ntrols by the audit committee.	Substantial restatements of
1.2	Elect Director Brendan S. Jones	Mgmt	For	For
1.3	Elect Director Aviv Hillo	Mgmt	For	For
1.4	Elect Director Mahidhar (Mahi) Reddy	Mgmt	For	For
1.5	Elect Director Jack Levine	Mgmt	For	Withhold
	earnings are indicative of the inadequate	e oversight and col In developed mark	n integrity of the annual report and accounts. S ntrols by the audit committee. The Company sl ets, our minimum expectation is that women s ill keep this matter under review.	hould put in place a policy to
1.6	Elect Director Kristina A. Peterson	Mgmt	For	For
1.7	Elect Director Cedric L. Richmond	Mgmt	For	For
2	Amend Omnibus Stock Plan	Mgmt	For	Against
	eliminated. On early termination, all sha of a change of control. Incentive awards	re-based awards s to executives sho	s to exercise options are inconsistent with good hould be time pro-rated and tested for perform uld be clearly disclosed and include robust and er value over a sufficiently long period of time.	ance, including in the event

## Meeting Date: 08/30/2023 Country: USA Ticker: BOOT Meeting Type: Annual Primary ISIN: US0994061002 Primary SEDOL: BRS6600

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Peter Starrett	Mgmt	For	For
	Voter Rationale: Companies should establ executives should be prohibited as it poter			
1.2	Elect Director Chris Bruzzo	Mgmt	For	For
	Voter Rationale: Companies should establ executives should be prohibited as it poter			
1.3	Elect Director Eddie Burt	Mgmt	For	For
1.4	Elect Director James G. Conroy	Mgmt	For	For
1.5	Elect Director Lisa G. Laube	Mgmt	For	For
1.6 1.7 1.8	Elect Director Anne MacDonald Elect Director Brenda I. Morris Elect Director Brad Weston	Mgmt Mgmt Mgmt	For For For	For For For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	-	For	For
	Voter Rationale: The annual bonus should years pay. Larger severance packages sho procedure which would enable it, should it part of any of its executive directors and o ensure that any funds wrongfully obtained	ould be subject to identify any facts ther key managers	a separate shareholder approv of manipulation of reported ind s which were detrimental to the	val. The company should put in place a licators or other bad faith actions on the
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have had for bringing in a new auditing firm.	d the same audito	r for a period of over 10 years s	should consider a plan or tender process

Meeting Date: 07/26/2023 Country: USA Ticker: BAH
Meeting Type: Annual
Primary ISIN: US0995021062 Primary SEDOL: B5367T7

### **Booz Allen Hamilton Holding Corporation**

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ralph W. Shrader	Mgmt	For	For
	Voter Rationale: The nominee is a former	executive and con	sidered to be non-independer	nt.
1b	Elect Director Horacio D. Rozanski	Mgmt	For	For
1c	Elect Director Joan Lordi C. Amble	Mgmt	For	For
1d	Elect Director Melody C. Barnes	Mgmt	For	For
1e	Elect Director Michele A. Flournoy	Mgmt	For	For
1f	Elect Director Mark E. Gaumond	Mgmt	For	For
1g	Elect Director Ellen Jewett	Mgmt	For	For
1h	Elect Director Arthur E. Johnson	Mgmt	For	For
1i	Elect Director Gretchen W. McClain	Mgmt	For	For
1j	Elect Director Rory P. Read	Mgmt	For	For
1k	Elect Director Charles O. Rossotti	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have had for bringing in a new auditing firm.	d the same audito	r for a period of over 10 years	should consider a plan or tender process
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
				bust and stretching performance targets to ime. The annual bonus should be assessed
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	y on pay frequenc	у.	
5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	Mgmt	For	For
6	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. 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.

## **BYD Company Limited**

Meeting Date: 09/19/2023

Country: China Meeting Type: Extraordinary Shareholders

Ticker: 1211

Primary ISIN: CNE100000296

Primary SEDOL: 6536651

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt		
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
1a	Elect Wang Chuan-fu as Director	Mgmt	For	For
	Voter Rationale: Nominees who also serve external directorship to ensure they have company situations requiring substantial a	sufficient time and	ers at publicly listed companies are expected l energy to discharge their roles properly, par	to hold no more than one ticularly during unexpected
1b	Elect Lv Xiang-yang as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	uld be fully indepe	ndent and this director's membership could h	namper the committee's
1c	Elect Xia Zuo-quan as Director	Mgmt	For	For
	ELECT INDEPENDENT NON-EXECUTIVE DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
1d	Elect Cai Hong-ping as Director	Mgmt	For	For
1e	Elect Zhang Min as Director	Mgmt	For	For
1f	Elect Yu Ling as Director	Mgmt	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt		
2a	Elect Li Yong-zhao as Supervisor	Mgmt	For	For
2b	Elect Zhu Ai-yun as Supervisor	Mgmt	For	For
2c	Elect Huang Jiang-feng as Supervisor	SH	For	For
3	Approve Remuneration of Directors	Mgmt	For	For
4	Approve Remuneration of Supervisors	Mgmt	For	For
CAE Inc				
Meeting Date:	08/09/2023 Country: Canada Meeting Type: Annu	al/Special	Ticker: CAE	
			Primary ISIN: CA1247651088	Primary SEDOL: 2162760
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ayman Antoun	Mgmt	For	For

## CAE Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Margaret S. (Peg) Billson	Mgmt	For	For
1.3	Elect Director Sophie Brochu	Mgmt	For	For
1.4	Elect Director Elise Eberwein	Mgmt	For	For
1.5	Elect Director Marianne Harrison	Mgmt	For	For
1.6	Elect Director Alan N. MacGibbon	Mgmt	For	For
1.7	Elect Director Mary Lou Maher	Mgmt	For	For
1.8	Elect Director Francois Olivier	Mgmt	For	For
1.9	Elect Director Marc Parent	Mgmt	For	For
1.10	Elect Director David G. Perkins	Mgmt	For	For
1.11	Elect Director Michael E. Roach	Mgmt	For	For
1.12	Elect Director Patrick M. Shanahan	Mgmt	For	For
1.13	Elect Director Andrew J. Stevens	Mgmt	For	For
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	Withhold
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		a long period of time should consider a plan	or tender process for
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	Voter Rationale: On early termination, all sevent of a change of control.	share-based awards sl	hould be time pro-rated and tested for perfo	mance, including in the
4	Approve Omnibus Incentive Plan	Mgmt	For	For

## **Canada Goose Holdings Inc.**

Meeting Date: 08/04/2023	Country: Canada Meeting Type: Annual	Ticker: GOOS	
		Primary ISIN: CA1350861060	Primary SEDOL: BF04K39

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Meeting for Holders of Multiple Voting and Subordinate Voting Shares	Mgmt		
1.1	Elect Director Dani Reiss	Mgmt	For	For
	support the Chairman, ensure orderly su non-executive directors and senior execu	iccession process f	for the Chairman, and act as	propriate checks and balances on the Board, a point of contact for shareholders, n through the board Chairman are considered
	inappropriate.			

### **Canada Goose Holdings Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Joshua Bekenstein	Mgmt	For	For
		/e sufficient time a	and energy to discharge their i	nies are expected to hold no more than one roles properly, particularly during unexpected
1.4	Elect Director Stephen Gunn	Mgmt	For	For
1.5	Elect Director John Davison	Mgmt	For	For
1.6	Elect Director Maureen Chiquet	Mgmt	For	For
1.7	Elect Director Jodi Butts	Mgmt	For	For
	Voter Rationale: An executive sits on th directors could hamper the committee's executive compensation, an advisory sa decisions. The governance committee s	impartiality and e by on pay vote is th	effectiveness. While directors a he best method for all shareho	re charged with making decisions regarding olders to provide their views on those
1.8	Elect Director Michael D. Armstrong	Mgmt	For	For
1.9	Elect Director Belinda Wong	Mgmt	For	For

Elect Director Belinda Wong	Mgmt	For	For
Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

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. 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.

### **Capri Holdings Limited**

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Meeting Date: 08/02/2023	Country: Virgin Isl (UK) Meeting Type: Annual	Ticker: CPRI	
		Primary ISIN: VGG1890L1076	Primary SEDOL: BJ1N1M9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director John D. Idol	Mgmt	For	For
1b	Elect Director Robin Freestone	Mgmt	For	For
1c	Elect Director Mahesh Madhavan	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Voter Rationale: Incentive awards to executives should 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.

### **Castellum AB**

Meeting Date: 07/13/2023

Country: Sweden Meeting Type: Extraordinary Shareholders

Ticker: CAST

Primary ISIN: SE0000379190

Primary SEDOL: B0XP0T0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Erik Persson as Chair of Meeting	Mgmt	For	For
2	Prepare and Approve List of Shareholders	Mgmt		
3	Approve Agenda of Meeting	Mgmt	For	For
4	Designate Johan Henriks as Inspector of Minutes of Meeting	Mgmt	For	For
5	Acknowledge Proper Convening of Meeting	Mgmt	For	For
6	Determine Number of Members (6) and Deputy Members (0) of Board	Mgmt	For	For
7	Approve Remuneration of Directors	Mgmt	For	For
8	Elect Pal Ahlsen as New Director	Mgmt	For	For
9	Close Meeting	Mgmt		

### **Catalyst Pharmaceuticals, Inc.**

Meeting Date: 08/22/2023	Country: USA	Ticker: CPRX	
	Meeting Type: Annual		
		Primary ISIN: US14888U1016	Primary SEDOL: B1G7Q03

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Patrick J. McEnany	Mgmt	For	For
1.2	Elect Director Richard J. Daly	Mgmt	For	For
1.3	Elect Director Donald A. Denkhaus	Mgmt	For	For
1.4	Elect Director Molly Harper	Mgmt	For	For
1.5	Elect Director Charles B. O'Keeffe	Mgmt	For	For
1.6	Elect Director Tamar Thompson	Mgmt	For	For
	Voter Rationale: .			
1.7	Elect Director David S. Tierney	Mgmt	For	Against

Voter Rationale: The nominee serves as Remuneration Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.

## **Catalyst Pharmaceuticals, Inc.**

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Amend Omnibus Stock Plan	Mgmt	For	For
	ability to hold management accountable. performance, including in the event of a conditions. At least 50% is a minimum gu identify any facts of manipulation of repo	On early termination, change of control. A la pod practice. The com orted indicators or othe	all share-based awards sh arger percentage of the equ apany should put in place a er bad faith actions on the p	nay compromise their independence and hould be time pro-rated and tested for lity awards should be tied to performance procedure which would enable it, should it hart of any of its executive directors and other sure that any funds wrongfully obtained in
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	Against
	targets to reward strong performance an should be clearly linked to performance a directors as a normal part of their jobs. least 50% is a minimum good practice. facts of manipulation of reported indicato	d drive shareholder va and demonstrate shar A larger percentag The company shou ors or other bad faith a	alue over a sufficiently long eholder value creation in ac e of the equity awards shou uld put in place a procedure actions on the part of any of	uld be tied to performance conditions. At which would enable it, should it identify any
4	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
	Vatar Dationala, Companias who have h	ad the same auditor f	or a period of over 10 years	s should consider a plan or tender process
	for bringing in a new auditing firm.			

## ChargePoint Holdings, Inc.

Meeting Date: 07/18/2023	Country: USA Meeting Type: Annual	Ticker: CHPT	
		Primary ISIN: US15961R1059	Primary SEDOL: BMC9RZ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Pasquale Romano	Mgmt	For	For
1.2	Elect Director Elaine L. Chao	Mgmt	For	For

### ChargePoint Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Bruce Chizen	Mgmt	For	Withhold
	to discharge their role properly, particular company bylaws or articles of incorporatic Specifically, the board failed to remove, o	ly during unexpected on should not erode si r subject to a sunset i	mber of directorships and ensure they have su company situations requiring substantial amou hareholders' rights and should be subject to sl requirement, the classified board and superma which adversely impacts shareholder rights.	unts of time. Changes in hareholder approval.
1.4	Elect Director Michael Linse	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	addition to and above that expected of di material changes in the business or in the clearly disclosed and include robust and s over a sufficiently long period of time. Th facts of manipulation of reported indicato.	rectors as a normal pa e role and responsibilit tretching performance e company should put rs or other bad faith a	to performance and demonstrate shareholder art of their jobs. Significant salary increases sh ties of executive directors. Incentive awards to a targets to reward strong performance and dr t in place a procedure which would enable it, s ictions on the part of any of its executive direct its shareholders, to ensure that any funds wro	nould be linked to executives should be rive shareholder value should it identify any tors and other key
4	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	Mgmt	For	For

### Chewy, Inc.

Meeting Date: 07/14/2023	Country: USA	Ticker: CHWY	
	Meeting Type: Annual		
		Primary ISIN: US16679L1098	Primary SEDOL: BJLFHW7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Marco Castelli	Mgmt	For	Withhold	
	Voter Rationale: We oppose dual clast to allow for equal voting rights amon		ired or enhanced voting right	ts. The company should amend its structure	
1.2	Elect Director James Nelson	Mgmt	For	Withhold	
	Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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.				
1.3	Elect Director Martin H. Nesbitt	Mgmt	For	For	
1.4	Elect Director Raymond Svider	Mgmt	For	Withhold	

Voter Rationale: The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The Company should put in place a policy to increase gender diversity on the board. In developed markets, our minimum expectation is that women should comprise at least 27% of the board. 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. 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 reasonable sunset requirement, the classified board, and the "pop-up" supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

### Chewy, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. The 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.					
4	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	Mgmt	For	For		

### **Cirrus Logic, Inc.**

3

4

Meeting Date: 07/28/2023	Country: USA Meeting Type: Annual	Ticker: CRUS	
		Primary ISIN: US1727551004	Primary SEDOL: 2197308

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Alexander M. Davern	Mgmt	For	For
1.2	Elect Director Timothy R. Dehne	Mgmt	For	For
1.3	Elect Director John M. Forsyth	Mgmt	For	For
1.4	Elect Director Deirdre R. Hanford	Mgmt	For	For
1.5	Elect Director Raghib Hussain	Mgmt	For	For
1.6	Elect Director Duy-Loan T. Le	Mgmt	For	For
1.7	Elect Director Catherine P. Lego	Mgmt	For	For
1.8	Elect Director David J. Tupman	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For

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.

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

Voter Rationale: The annual bonus should be assessed using no less than two metrics. The remuneration committee should not allow vesting of incentive awards for substantially below median performance. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.

Advisory Vote on Say on Pay Frequency Mgmt

One Year

One Year

Voter Rationale: We support an annual say on pay frequency.

### **Clarivate Plc**

Meeting Date: 07/27/2023

Country: Jersey Meeting Type: Special Ticker: CLVT

Primary ISIN: JE00BJJN4441

Primary SEDOL: BJJN444

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For

### **Collins Foods Limited**

Meeting Date: 09/01/2023	Country: Australia Meeting Type: Annual	Ticker: CKF	
		Primary ISIN: AU000000CKF7	Primary SEDOL: B6QCFP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Nicki Anderson as Director	Mgmt	For	For
3	Elect Christine Holman as Director	Mgmt	For	For
4	Approve Renewal of Shareholder Approval for Amended Collins Foods Limited Executive and Employee Incentive Plan	Mgmt	For	For
5	Approve Grant of Performance Rights to Drew O'Malley	Mgmt	For	For
6	Approve Remuneration Report	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 mana <u>c</u> ire that any funds wrongfully obtained in succ	gers which were

7	Ratify Past Issuance of Shares to Eligible	Mgmt	For	For
	Employees			

## **Columbus McKinnon Corporation**

Meeting Date: 07/24/2023	Country: USA Meeting Type: Annual	Ticker: CMCO	
		Primary ISIN: US1993331057	Primary SEDOL: 2211071

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Gerald G. Colella	Mgmt	For	For
1.2	Elect Director Kathryn V. Roedel	Mgmt	For	For
1.3	Elect Director David J. Wilson	Mgmt	For	For

## **Columbus McKinnon Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Heath A. Mitts	Mgmt	For	For
1.5	Elect Director Aziz S. Aghili	Mgmt	For	Against
		e sufficient time al		es are expected to hold no more than one es properly, particularly during unexpected
1.6	Elect Director Jeanne Beliveau-Dunn	Mgmt	For	For
1.7	Elect Director Michael Dastoor	Mgmt	For	For
1.8	Elect Director Chad R. Abraham	Mgmt	For	For
1.9	Elect Director Rebecca Yeung	Mgmt	For	Against
		e sufficient time al		es are expected to hold no more than one es properly, particularly during unexpected
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have h bringing in a new auditing firm, ideally e		or for a long period of time shou	Ild consider a plan or tender process for
3	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	For
				packages should be subject to a separate ance conditions. At least 50% is a minimum
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual	say on pay frequer	DCY.	

### **Comba Telecom Systems Holdings Limited**

Meeting Date	• •	lands aordinary Shareholders	<b>Ticker:</b> 2342	
			Primary ISIN: KYG229721140	Primary SEDOL: 6651576
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Proposed Spin-Off and Related Transactions	Mgmt	For	For

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

Meeting Date: 08/29/2023	Country: USA Meeting Type: Annual	Ticker: CVLT	
		Primary ISIN: US2041661024	Primary SEDOL: B142B38

## Commvault Systems, Inc.

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Nicholas Adamo	Mgmt	For	For
1.2	Elect Director Martha Bejar	Mgmt	For	For
1.3	Elect Director Keith Geeslin	Mgmt	For	For
4	Elect Director Vivie "YY" Lee	Mgmt	For	For
1.5	Elect Director Sanjay Mirchandani	Mgmt	For	For
1.6	Elect Director Charles "Chuck" Moran	Mgmt	For	For
1.7	Elect Director Allison Pickens	Mgmt	For	For
8	Elect Director Shane Sanders	Mgmt	For	For
9	Elect Director Arlen Shenkman	Mgmt	For	For
	Amend Certificate of Incorporation to Include Officer Exculpation	Mgmt	For	For
	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: The remuneration comm. performance. Long-term incentive awards within 3 years since the date of grant.	ittee should not allo should be used to	ow vesting of incentive awards incentivise long-term performa	for substantially below median ance and should not be allowed to vest
ł	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency	<u> </u>	
5	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		for a long period of time shoul	ld consider a plan or tender process for
6	Amend Omnibus Stock Plan	Mgmt	For	Against

allowed to vest within 3 years since the date of grant.

### **Compagnie Financiere Richemont SA**

Meeting Date	: 09/06/2023 Country: Switzer Meeting Type: A		Ticker: CFR	
				Primary SEDOL: BCRWZ18
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Proposal Text Management Proposals for All Shareholders	<b>Proponent</b> Mgmt		

### **Compagnie Financiere Richemont SA**

5.18

Elect Bram Schot as Director

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Allocation of Income and Ordinary Dividends of CHF 2.50 per Registered A Share and CHF 0.25 per Registered B Share and a Special Dividend of CHF 1.00 per Registered A Share and CHF 0.10 per Registered B Share	Mgmt	For	For
3	Approve Discharge of Board and Senior Management	Mgmt	For	For
	Management Proposal for Holders of A Registered Shares	Mgmt		
4	Elect Wendy Luhabe as Representative of Category A Registered Shares	Mgmt	For	For
	Management Proposals for All Shareholders	Mgmt		
5.1	Reelect Johann Rupert as Director and Board Chair	Mgmt	For	For
	Voter Rationale: Nominees who also serv external directorship to ensure they have company situations requiring substantial the board. In developed markets, our min recent updates to the board, we will keep include between 5 and 15 directors.	sufficient time and amounts of time. Th nimum expectation	energy to discharge their role ne Company should put in plac is that women should comprise	s properly, particularly during unexpected ce a policy to increase gender diversity on e at least 40% of the board. Given the
5.2	Reelect Josua Malherbe as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	ould be fully indeper	ndent and this director's memb	bership could hamper the committees
5.3	Reelect Nikesh Arora as Director	Mgmt	For	For
5.4	Reelect Clay Brendish as Director	Mgmt	For	For
5.5	Reelect Jean-Blaise Eckert as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	ould be fully indeper	ndent and this director's memb	bership could hamper the committees
5.6	Reelect Burkhart Grund as Director	Mgmt	For	For
5.7	Reelect Keyu Jin as Director	Mgmt	For	For
5.8	Reelect Jerome Lambert as Director	Mgmt	For	For
5.9	Reelect Wendy Luhabe as Director	Mgmt	For	For
5.10	Reelect Jeff Moss as Director	Mgmt	For	For
5.11	Reelect Vesna Nevistic as Director	Mgmt	For	For
5.12	Reelect Guillaume Pictet as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	ould be fully indeper	ndent and this director's memb	bership could hamper the committees
5.13	Reelect Maria Ramos as Director	Mgmt	For	For
5.14	Reelect Anton Rupert as Director	Mgmt	For	For
5.15	Reelect Patrick Thomas as Director	Mgmt	For	For
5.16	Reelect Jasmine Whitbread as Director	Mgmt	For	For
5.17	Elect Fiona Druckenmiller as Director	Mgmt	For	For

For

For

Mgmt

## Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6.1	Reappoint Clay Brendish as Member of the Compensation Committee	Mgmt	For	Against
	Voter Rationale: In recent years, this is no Due to ongoing concerns regarding decisi re-election to the board.			port a pay related proposal at the company we are not inclined to support their
6.2	Reappoint Keyu Jin as Member of the Compensation Committee	Mgmt	For	For
6.3	Reappoint Guillaume Pictet as Member of the Compensation Committee	Mgmt	For	For
6.4	Reappoint Maria Ramos as Member of the Compensation Committee	Mgmt	For	For
6.5	Appoint Fiona Druckenmiller as Member of the Compensation Committee	Mgmt	For	For
6.6	Appoint Jasmine Whitbread as Member of the Compensation Committee	Mgmt	For	For
7	Ratify PricewaterhouseCoopers SA as Auditors	Mgmt	For	Against
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		or for a long period of time shou	ld consider a plan or tender process for
8	Designate Etude Gampert Demierre Moreno as Independent Proxy	Mgmt	For	For
9.1	Approve Remuneration of Directors in the Amount of CHF 8.3 Million	Mgmt	For	For
9.2	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 8 Million	Mgmt	For	Against
	Voter Rationale: All exceptional awards sh addition to and above that expected of di material changes in the business or in the	rectors as a norm	al part of their jobs. Significant	
9.3	Approve Variable Remuneration of Executive Committee in the Amount of CHF 17.2 Million	Mgmt	For	Against
	reward strong performance and drive sha awards should be time pro-rated and test should be clearly linked to performance a directors as a normal part of their jobs. C	reholder value ov ed for performand nd demonstrate s ompanies that red derstand the ratio Companies shoul	er a sufficiently long period of t ce, including in the event of a c hareholder value creation in ad ceived high levels of dissent on nale for opposition and explain d consider extending vesting pe	dition to and above that expected of remuneration-related proposals should in the next annual report how the company
10.1	Amend Articles Re: Registration Threshold for Nominees	Mgmt	For	For
10.2	Amend Articles Re: Restriction on Empty Voting	Mgmt	For	For
10.3	Amend Articles Re: General Meeting	Mgmt	For	Against
	Voter Rationale: Changes in company's ar	ticles or by-laws s	should not erode shareholder ri	ghts.
10.4	Approve Virtual-Only or Hybrid	Mgmt	For	For

### **Compagnie Financiere Richemont SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10.5	Amend Articles Re: Board of Directors; External Mandates for Members of the Board of Directors and Executive Committee	Mgmt	For	For
10.6	Amend Articles Re: Editorial Changes	Mgmt	For	For
11	Transact Other Business (Voting)	Mgmt	For	Against
	Voter Rationale: Any Other Business' sho	ould not be a voting	item.	

Voter Rationale: Any Other Business' should not be a voting item.

### **Conagra Brands, Inc.**

Meeting Date: 09/14/2023	Country: USA Meeting Type: Annual	Ticker: CAG	
		Primary ISIN: US2058871029	Primary SEDOL: 2215460

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Anil Arora	Mgmt	For	For
1b	Elect Director Thomas "Tony" K. Brown	Mgmt	For	For
1c	Elect Director Emanuel "Manny" Chirico	Mgmt	For	For
1d	Elect Director Sean M. Connolly	Mgmt	For	For
1e	Elect Director George Dowdie	Mgmt	For	For
1f	Elect Director Francisco J. Fraga	Mgmt	For	For
1g	Elect Director Fran Horowitz	Mgmt	For	For
1h	Elect Director Richard H. Lenny	Mgmt	For	For
1i	Elect Director Melissa Lora	Mgmt	For	For
1j	Elect Director Ruth Ann Marshall	Mgmt	For	Against
	Voter Rationale: The nominee serves as R independence from the company and we			Long tenured directors could lack
1k	Elect Director Denise A. Paulonis	Mgmt	For	For
2	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

shareholder approval. 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.

### Conagra Brands, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
4	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.				
5	Ratify KPMG LLP as Auditors	Mgmt	For	For	
	Voter Rationale: Companies who have ha for bringing in a new auditing firm.	ad the same auditor for a	a period of over 10 years should consider a p	an or tender process	
6	Provide Right to Call a Special Meeting	SH	Against	For	
	Voter Rationale: Holders of significant sha a suitable threshold to prevent abuse	are capital should be en	titled to call a special meeting. A total holding	requirement of 10% is	

### **Concentrix Corporation**

Meeting Date: 08/04/2023	Country: USA Meeting Type: Special	Ticker: CNXC	
		Primary ISIN: US20602D1019	Primary SEDOL: BNKVVY4

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

### **Constellation Brands, Inc.**

Meeting Date: 07/18/2023	Country: USA Meeting Type: Annual	Ticker: STZ	
		Primary ISIN: US21036P1084	Primary SEDOL: 2170473

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Christy Clark	Mgmt	For	For
1b	Elect Director Jennifer M. Daniels	Mgmt	For	For
1c	Elect Director Nicholas I. Fink	Mgmt	For	For
1d	Elect Director Ernesto M. Hernandez	Mgmt	For	For
1e	Elect Director Susan Somersille Johnson	Mgmt	For	Against

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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.

1f

Elect Director Jose Manuel Madero Garza Mgmt

For

### **Constellation Brands, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1g	Elect Director Daniel J. McCarthy	Mgmt	For	For			
1h	Elect Director William A. Newlands	Mgmt	For	For			
1i	Elect Director Richard Sands	Mgmt	For	For			
	Voter Rationale: The nominee is a former executive and considered to be non-independent.						
1j	Elect Director Robert Sands	Mgmt	For	For			
	Voter Rationale: The nominee is a former	executive and consider	red to be non-independent.				
1k	Elect Director Judy A. Schmeling	Mgmt	For	For			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For			
	Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.						
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year			
5	Disclose GHG Emissions Reductions Targets	SH	Against	For			
	resolution does not directly circumvent m To meet the ambition of the Paris Agreem between their climate aspirations and bus targets. Current disclosure does not suffic	anagement discretion c pent and avoid massive iness strategy via disclo iently provide investors to inform strategy and	sure and transparency concerning climate risi r seek to entirely redefine the company's exis risk to shareholder value, corporations should osure of credible Paris- or 1.5 degree-aligned is such information. We urge the company to se investments over the longer term. We also ur	ting business strategy. I demonstrate the nexus emissions reduction t scope 1 and 2 GHG			
6	Report on Support for a Circular Economy for Packaging	SH	Against	For			
	resolution does not directly circumvent m Externalities from energy inefficiencies ma	anagement discretion c ay be material to the co	sure and transparency concerning energy effi r seek to entirely redefine the company's exis mpanys overall risk profile. Current disclosure company is effectively addressing such poten	ting business strategy. does not provide			

### **Contemporary Amperex Technology Co., Ltd.**

Meeting Date: 08/24/2023	Country: China Meeting Type: Special	Ticker: 300750	
			Primary SEDOL: BF7L9J2
Proposal		Mgmt	Vote

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Draft and Summary of Performance Shares Incentive Plan	Mgmt	For	Against

Voter Rationale: Long-term incentive awards should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant.

# Contemporary Amperex Technology Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Methods to Assess the Performance of Plan Participants	Mgmt	For	Against
	Voter Rationale: Long-term incentive awa within 3 years since the date of grant.	rds should be used to	o incentivise long-term performance ar	nd should not be allowed to vest
3	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	Against
	Voter Rationale: Long-term incentive awa within 3 years since the date of grant.	rds should be used to	o incentivise long-term performance ar	nd should not be allowed to vest
4	Elect Ouyang Chuying as Non-Independent Director	Mgmt	For	For
	Voter Rationale: The board should appoin support the Chairman, ensure orderly suc non-executive directors and senior execut	cession process for t	the Chairman, and act as a point of cor	ntact for shareholders,
	inappropriate.			
	<i>inappropriate.</i> ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
5.1	ELECT INDEPENDENT DIRECTORS VIA	Mgmt Mgmt	For	For
5.1 5.2	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	5	For For	

## **CorVel Corporation**

Meeting Date: 08/10/2023	Country: USA Meeting Type: Annual	Ticker: CRVL	
		Primary ISIN: US2210061097	Primary SEDOL: 2347277

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director V. Gordon Clemons	Mgmt	For	For
1.2	Elect Director Steven J. Hamerslag	Mgmt	For	Withhold
	minimum expectation is that women	should comprise at le	east 27% of the board. The ave	n the board. In developed markets, our rage board tenure at the company Ind succession planning. We are holding this
1.3	Elect Director Alan R. Hoops	Mgmt	For	Withhold
	independence from the company and	d we expect key comn by executives. Hedgin	nittee Chairs to be independent	ure. Long tenured directors could lack . Companies should establish and disclose a be prohibited as it potentially severs
1.4	Elect Director R. Judd Jessup	Mgmt	For	Withhold
	Voter Rationale: The nominee serves from the company and we expect ke			g tenured directors could lack independence

executives should be prohibited as it potentially severs management alignment with shareholder interest.

# **CorVel Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director Jeffrey J. Michael	Mgmt	For	Withhold
	board refreshment and succession plan	ning. We are holding executives. Hedging	this director responsible	market average, raising concerns regarding e. Companies should establish and disclose a hould be prohibited as it potentially severs
2	Ratify Haskell & White LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have h 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
3	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	For
	reward strong performance and drive sh awards should be tied to performance c procedure which would enable it, should	areholder value ove onditions. At least 50 I it identify any facts I other key manager	r a sufficiently long perio 0% is a minimum good µ s of manipulation of repo s which were detrimenta	Ide robust and stretching performance targets to od of time. A larger percentage of the equity practice. The company should put in place a rted indicators or other bad faith actions on the al to the long-term interests of its shareholders, to
4	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year
	Voter Rationale: We support an annual	say on pay frequency	у.	

## **COSMOS Pharmaceutical Corp.**

Meeting Date: 08/22/2023	Country: Japan Meeting Type: Annual	Ticker: 3349	
		Primary ISIN: JP3298400007	Primary SEDOL: B036QP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Yokoyama, Hideaki	Mgmt	For	For
1.2	Elect Director Shibata, Futoshi	Mgmt	For	For
1.3	Elect Director Uno, Yukitaka	Mgmt	For	For
2.1	Elect Director and Audit Committee Member Kosaka, Michiyoshi	Mgmt	For	Against
	Voter Rationale: The audit committee si independent.	hould be at least thre	ee-fourths independent	and companies should strive to make them fully
2.2	Elect Director and Audit Committee Member Watabe, Yuki	Mgmt	For	For
2.3	Elect Director and Audit Committee Member Harada, Chiyoko	Mgmt	For	For
3	Elect Alternate Director and Audit Committee Member Ueta, Masao	Mgmt	For	For
4	Approve Restricted Stock Plan	Mgmt	For	Against

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

## Create SD Holdings Co., Ltd.

Meeting Date: 08/25/2023

Country: Japan Meeting Type: Annual Ticker: 3148

Primary ISIN: JP3269940007

Primary SEDOL: B3V2XQ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 27	Mgmt	For	For
2.1	Elect Director Yamamoto, Hisao	Mgmt	For	For
2.2	Elect Director Hirose, Taizo	Mgmt	For	For
2.3	Elect Director Nakaura, Shigeto	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Baniwa, Shuichi	Mgmt	For	Against
	Voter Rationale: The audit committee sh independent.	ould be at least three-i	fourths independent and companies should str	ive to make them fully
3.2	Elect Director and Audit Committee Member Hara, Yukio	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Ampo, Yoko	Mgmt	For	For
4	Elect Alternate Director and Audit Committee Member Harada, Takafumi	Mgmt	For	For

## **CSW Industrials, Inc.**

Meeting Date: 08/24/2023	Country: USA	Ticker: CSWI	
	Meeting Type: Annual		
		Primary ISIN: US1264021064	Primary SEDOL: BYQD1J6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph B. Armes	Mgmt	For	For
1.2	Elect Director Michael R. Gambrell	Mgmt	For	Withhold
	Voter Rationale: The Company should pu minimum expectation is that women sho		ncrease gender diversity on the board. In deve 7% of the board.	loped markets, our
1.3	Elect Director Bobby Griffin	Mgmt	For	For
1.4	Elect Director Terry L. Johnston	Mgmt	For	For
1.5	Elect Director Linda A. Livingstone	Mgmt	For	For
1.6	Elect Director Anne B. Motsenbocker	Mgmt	For	For
1.7	Elect Director Robert M. Swartz	Mgmt	For	For
1.8	Elect Director J. Kent Sweezey	Mgmt	For	For

# **CSW Industrials, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	shareholder approval. Significant salary in responsibilities of executive directors. On performance, including in the event of a c robust and stretching performance target of time. The remuneration committee sho	ncreases should be linke early termination, all si change of control. Incer is to reward strong perf puld not allow vesting o	ars pay. Larger severance packages should be ed to material changes in the business or in th hare-based awards should be time pro-rated a ntive awards to executives should be clearly o formance and drive shareholder value over a s f incentive awards for substantially below med hance conditions. At least 50% is a minimum	e role and and tested for isclosed and include ufficiently long period tian performance. A
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
CTBC Fina Meeting Date: 09	V/06/2023 Country: Taiwan Meeting Type: Spec		<b>Ticker:</b> 2891	
	meeting type. Spec	iai	Primary ISIN: TW0002891009	Primary SEDOL: 6527666
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Proposal Text EGM BALLOT FOR HOLDERS OF COMMON SHARES	<b>Proponent</b> Mgmt		
	EGM BALLOT FOR HOLDERS OF	-		

Meeting Date: 09/20/2023	Country: USA Meeting Type: Annual	Ticker: DRI	
		Primary ISIN: US2371941053	Primary SEDOL: 2289874

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Margaret Shan Atkins	Mgmt	For	For
1.2	Elect Director Ricardo (Rick) Cardena	Mgmt	For	For
1.3	Elect Director Juliana L. Chugg	Mgmt	For	For
1.4	Elect Director James P. Fogarty	Mgmt	For	For
1.5	Elect Director Cynthia T. Jamison	Mgmt	For	For
1.6	Elect Director Nana Mensah	Mgmt	For	For
1.7	Elect Director William S. Simon	Mgmt	For	For
1.8	Elect Director Charles M. Sonsteby	Mgmt	For	For
1.9	Elect Director Timothy J. Wilmott	Mgmt	For	For

# Darden Restaurants, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: A larger percentage of the practice. Incentive awards to executives s strong performance and drive shareholder	hould be clearly o	lisclosed and include robust and s	
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequen	cy.	
4	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		r for a long period of time should o	consider a plan or tender process for
5	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	SH	Against	For
	Voter Rationale: We are supportive of requiresolution does not directly circumvent may To meet the ambition of the Paris Agreem between their climate aspirations and bus targets. Current disclosure does not suffice expectations. In particular, we note the co long-term risk that can impact shareholder climate change.	anagement discre ent and avoid ma iness strategy via iently provide invo ompany has faileo	tion or seek to entirely redefine th ssive risk to shareholder value, co disclosure of credible Paris- or 1 estors such information.Company to set reduction targets. Climate	he company's existing business strategy. prorations should demonstrate the nexus 5 degree-aligned emissions reduction fails to meet our Net Zero Model change presents an ongoing and serious
6	Report on Risks Due to Restrictions on Reproductive Rights	SH	Against	Against

# **Deckers Outdoor Corporation**

Meeting Date: 09/11/2023	Country: USA Meeting Type: Annual	Ticker: DECK	
		Primary ISIN: US2435371073	Primary SEDOL: 2267278

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael F. Devine, III	Mgmt	For	For
1.2	Elect Director David A. Burwick	Mgmt	For	For
1.3	Elect Director Nelson C. Chan	Mgmt	For	For
1.4	Elect Director Cynthia (Cindy) L. Davis	Mgmt	For	For
1.5	Elect Director Juan R. Figuereo	Mgmt	For	For
1.6	Elect Director Maha S. Ibrahim	Mgmt	For	For
1.7	Elect Director Victor Luis	Mgmt	For	For

# **Deckers Outdoor Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.8	Elect Director Dave Powers	Mgmt	For	For
1.9	Elect Director Lauri M. Shanahan	Mgmt	For	For
1.10	Elect Director Bonita C. Stewart	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have bringing in a new auditing firm, ideally		or a long period of time should consider a p	olan or tender process for
3	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	For
	performance targets to reward strong p	performance and drive s disclosed and include i	s should be clearly disclosed and include r hareholder value over a sufficiently long p robust and stretching performance targets me.	eriod of time. Incentive
4	Advisory Vote on Say on Pay Frequence		One Year	One Year
	Voter Rationale: We support an annua	say on pay frequency.		

# **Diageo Plc**

Meeting Date: 09/28/2023	Country: United Kingdom Meeting Type: Annual	Ticker: DGE	
	Meeting Type. Annual	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 Remuneration Policy	Mgmt	For	For
4	Approve Long Term Incentive Plan	Mgmt	For	For
5	Approve Final Dividend	Mgmt	For	For
6	Elect Debra Crew as Director	Mgmt	For	For
7	Re-elect Javier Ferran as Director	Mgmt	For	For
	Voter Rationale: The board chairman se	erves as a member o	f the Nomination Comm	nittee.
8	Re-elect Lavanya Chandrashekar as Director	Mgmt	For	For
9	Re-elect Susan Kilsby as Director	Mgmt	For	For
10	Re-elect Melissa Bethell as Director	Mgmt	For	For
11	Re-elect Karen Blackett as Director	Mgmt	For	For

# **Diageo Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
12	Re-elect Valerie Chapoulaud-Floquet as Director	Mgmt	For	For
13	Re-elect Sir John Manzoni as Director	Mgmt	For	For
14	Re-elect Alan Stewart as Director	Mgmt	For	For
15	Re-elect Ireena Vittal as Director	Mgmt	For	For
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
18	Authorise UK Political Donations and Expenditure	Mgmt	For	For
19	Authorise Issue of Equity	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
22	Adopt New Articles of Association	Mgmt	For	For
23	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

#### **Digital Turbine, Inc.**

Meeting Date: 08/29/2023	Country: USA	Ticker: APPS	
	Meeting Type: Annual		
		Primary ISIN: US25400W1027	Primary SEDOL: BVEN716

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Roy H. Chestnutt	Mgmt	For	For
1.2	Elect Director Robert Deutschman	Mgmt	For	Withhold

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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. The company should establish formal board-level oversight of environmental and social issues. We are holding this director accountable.

1.3	Elect Director Holly Hess Groos	Mgmt	For	For
1.4	Elect Director Mohan S. Gyani	Mgmt	For	For
1.5	Elect Director Jeffrey Karish	Mgmt	For	For
1.6	Elect Director Mollie V. Spilman	Mgmt	For	For
1.7	Elect Director Michelle Sterling	Mgmt	For	For
1.8	Elect Director William G. Stone, III	Mgmt	For	For

### **Digital Turbine, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Exec Officers' Compensation	cutive Mgmt	For	For
	event of a change of control. Incent performance targets to reward stron should put in place a procedure whi	ive awards to executive ng performance and driv ch would enable it, shou s executive directors and	ds should be time pro-rated and tested for pe s should be clearly disclosed and include robu e shareholder value over a sufficiently long pe Id it identify any facts of manipulation of repo d other key managers which were detrimenta- ed in such manner are repaid to it.	ist and stretching eriod of time. The company prted indicators or other bad
3	Ratify Grant Thornton LLP as Audito	ors Mgmt	For	For
Dorian	LPG Ltd.			
	LPG Ltd.	nall Isl	Ticker: LPG Primary ISIN: MHY2106R1100	Primary SEDOL: BM401E5
Dorian	LPG Ltd. :: 09/13/2023 Country: Marsl	nall Isl	Ticker: LPG Primary ISIN: MHY2106R1100	Primary SEDOL: BM4QJF5
Dorian	LPG Ltd. :: 09/13/2023 Country: Marsl	nall Isl		Primary SEDOL: BM4QJF5 Vote Instruction
Dorian Meeting Date	LPG Ltd. :: 09/13/2023 Country: Marsl Meeting Type:	nall Isl : Annual	Primary ISIN: MHY2106R1100 Mgmt	Vote

 Ratify Deloitte Certified Public
 Mgmt
 For
 For

 Accountants S.A. as Auditors
 Advisory Vote to Ratify Named Executive
 Mgmt
 For
 Against

 Officers' Compensation
 Advisory
 Advisory
 Advisory
 Against

Voter Rationale: Severance payments should not exceed two years pay. Larger severance packages should be subject to a separate shareholder approval. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice. 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 ol its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

#### **Doximity**, Inc.

2

3

Meeting Date:	07/26/2023 Country: USA Meeting Type		Ticker: DOCS	
	meeting Typ	e: Annuai	Primary ISIN: US26622P1075	Primary SEDOL: BMD22Y4
Proposal	Bronecol Toxt	Proponent	Mgmt	Vote
Proposal Number	Proposal Text Elect Director Kevin Spain	<b>Proponent</b> Mgmt	Mgmt Rec For	Vote Instruction Withhold

## **Doximity**, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	to shareholder approval. Specifically,	the board failed to i	remove, or subject to a sunset	de shareholders' rights and should be subject requirement, the supermajority vote oard, each of which adversely impacts
1.2	Elect Director Timothy Cabral	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.			
2	Ratify Deloitte & Touche LLP as Audit	tors Mgmt	For	For
3	Advisory Vote on Say on Pay Frequer	ncy Mgmt	One Year	One Year
	Voter Rationale: We support an annu	al say on pay freque	ency.	

## **DXC Technology Company**

Meeting Date: 07/25/2023	Country: USA Meeting Type: Annual	Ticker: DXC	
		Primary ISIN: US23355L1061	Primary SEDOL: BYXD7B3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director David A. Barnes	Mgmt	For	For
1b	Elect Director Raul J. Fernandez	Mgmt	For	For
1c	Elect Director Anthony Gonzalez	Mgmt	For	For
1d	Elect Director David L. Herzog	Mgmt	For	For
1e	Elect Director Pinkie D. Mayfield	Mgmt	For	For
1f	Elect Director Karl Racine	Mgmt	For	For
1g	Elect Director Dawn Rogers	Mgmt	For	For
1h	Elect Director Michael J. Salvino	Mgmt	For	For
1i	Elect Director Carrie W. Teffner	Mgmt	For	For
1j	Elect Director Akihiko Washington	Mgmt	For	For
1k	Elect Director Robert F. Woods	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

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.

# DXC Technology Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For			
	Voter Rationale: Severance payments should not exceed two years pay. Larger severance packages should be subject to a separate shareholder approval. 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	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year			
	Voter Rationale: We support an annual sa	y on pay frequenc	у.				
)ynatra	ce, Inc.						
Meeting Date:	· · · ·		Ticker: DT				
	Meeting Type: Annu	al	Primary ISIN: US2681501092	Primary SEDOL: BJV2RD9			
Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1a	Elect Director Rick McConnell	Mgmt	For	For			
1b	Elect Director Michael Capone	Mgmt	For	For			
	to shareholder approval. Specifically, the requirement to enact certain changes to th shareholder rights. Companies should est	poard's failure to re ne governing docu ablish and disclos	ncorporation should not erode shareholders' emove, or subject to a sunset requirement, th ments and the classified board, each of whicl e a policy on hedging of company stock by e agement alignment with shareholder interest.	e supermajority vote h adversely impacts			
1c	Elect Director Stephen Lifshatz	Mgmt	For	For			
	to shareholder approval. Specifically, the k requirement to enact certain changes to th shareholder rights. Companies should est	poard's failure to re ne governing docu ablish and disclos	ncorporation should not erode shareholders' emove, or subject to a sunset requirement, th ments and the classified board, each of whicl e a policy on hedging of company stock by ex agement alignment with shareholder interest.	e supermajority vote n adversely impacts cecutives. Hedging activity by			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For			
	performance targets to reward strong per note these were make-whole awards and	formance and driv the company prov erformance and sh	ves should be clearly disclosed and include ro re shareholder value over a sufficiently long p rided sufficient disclosure as to the grants. Lo rould not be allowed to vest within 3 years sin ap of metrics.	eriod of time. however, we ng-term incentive awards			

#### e.l.f. Beauty, Inc.

Meeting Date: 08/24/2023

Country: USA Meeting Type: Annual Ticker: ELF

Primary ISIN: US26856L1035

Primary SEDOL: BDDQ975

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Kenny Mitchell	Mgmt	For	For
1.2	Elect Director Gayle Tait	Mgmt	For	For
1.3	Elect Director Maureen Watson	Mgmt	For	Withhold
				shareholders' rights and should be subject
2	Advisory Vote to Ratify Named Execu Officers' Compensation	to the governing doc	, ,	requirement, the supermajority vote d, each of which adversely impacts Against
	requirement to enact certain changes shareholder rights. Advisory Vote to Ratify Named Execu Officers' Compensation Voter Rationale: The annual bonus sh	to the governing docu itive Mgmt nould be assessed usin for performance, includ te robust and stretchin	ument's and the classified boar For og no less than two metrics. Of ding in the event of a change of	d, each of which adversely impacts Against n early termination, all share-based awards of control. Incentive awards to executives

#### E2open Parent Holdings, Inc.

Meeting Date: 07/07/2023	Country: USA Meeting Type: Annual	Ticker: ETWO	
	Meeting Type: Annual		
		Primary ISIN: US29788T1034	Primary SEDOL: BM9NG38

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Martin Fichtner	Mgmt	For	For
1.2	Elect Director Ryan Hinkle	Mgmt	For	Withhold

Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. In developed markets, our minimum expectation is that women should comprise at least 27% of the board. Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. 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 Timothy Maudlin	Mgmt	For	Withhold
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Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. In developed markets, our minimum expectation is that women should comprise at least 27% of the board. Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. 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.

## E2open Parent Holdings, Inc.

Proposal Number	Proposal Tex	ĸt	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vo Officers' Cor	te to Ratify Named Executive mpensation	Mgmt	For	For
	reward stron used to ince should put in faith actions	ng performance and drive sha ntivise long-term performance n place a procedure which wo on the part of any of its exec	reholder value ove e and should not b uld enable it, shou utive directors and	clearly disclosed and include robust and stu er a sufficiently long period of time. Long-to the allowed to vest within 3 years since the uld it identify any facts of manipulation of d other key managers which were detrime and in such manner are repaid to it.	term incentive awards should be date of grant. The company reported indicators or other bad
3	Ratify Ernst	& Young LLP as Auditors	Mgmt	For	For
Electron	ic Arts In	<b>C.</b>			
Meeting Date:	08/10/2023	Country: USA	al	Ticker: EA	
		Meeting Type: Annu	a	Primary ISIN: US2855121099	<b>Primary SEDOL:</b> 2310194

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kofi A. Bruce	Mgmt	For	For
1b	Elect Director Rachel A. Gonzalez	Mgmt	For	For
1c	Elect Director Jeffrey T. Huber	Mgmt	For	For
1d	Elect Director Talbott Roche	Mgmt	For	For
1e	Elect Director Richard A. Simonson	Mgmt	For	For
1f	Elect Director Luis A. Ubinas	Mgmt	For	For
1g	Elect Director Heidi J. Ueberroth	Mgmt	For	For
1h	Elect Director Andrew Wilson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: The remuneration commi performance.	ttee should not allow ve	esting of incentive awards for substantially be	low median
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		long period of time should consider a plan o	tender process for
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
5	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	Against
	Veter Dationale. The company's company		is 2. have released toward have which we	

Voter Rationale: The company's current cash severance multiple is 2x base salary and target bonus, which we consider best practice, and the company already requires shareholder approval for arrangements in excess of 2.99 times base salary and target bonus.

#### Elekta AB

Meeting Date: 08/24/2023

Country: Sweden Meeting Type: Annual Ticker: EKTA.B

Primary ISIN: SE0000163628

Primary SEDOL: B0M42T2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Open Meeting	Mgmt		
2	Elect Chairman of Meeting	Mgmt	For	For
3	Prepare and Approve List of Shareholders	Mgmt		
4	Approve Agenda of Meeting	Mgmt	For	For
5	Designate Inspector(s) of Minutes of Meeting	Mgmt		
6	Acknowledge Proper Convening of Meeting	Mgmt	For	For
7	Receive Financial Statements and Statutory Reports	Mgmt		
8	Accept Financial Statements and Statutory Reports	Mgmt	For	For
9	Approve Allocation of Income and Dividends of SEK 2.40 Per Share	Mgmt	For	For
10.1	Approve Discharge of Board Member and Chair Laurent Leksell	Mgmt	For	For
10.2	Approve Discharge of Board Member Caroline Leksell Cooke	Mgmt	For	For
10.3	Approve Discharge of Board Member Johan Malmquist	Mgmt	For	For
10.4	Approve Discharge of Board Member Wolfgang Reim	Mgmt	For	For
10.5	Approve Discharge of Board Member Jan Secher	Mgmt	For	For
10.6	Approve Discharge of Board Member Birgitta Stymne Goransson	Mgmt	For	For
10.7	Approve Discharge of Board Member Cecilia Wikstrom	Mgmt	For	For
10.8	Approve Discharge of Board Member Kelly Londy	Mgmt	For	For
10.9	Approve Discharge of President and CEO Gustaf Salford	Mgmt	For	For
11.1	Determine Number of Members (9) of Board	Mgmt	For	For
11.2	Determine Number Deputy Members (0) of Board	Mgmt	For	For
12.1	Approve Remuneration of Directors in the Aggregate Amount of SEK 8.2 Million	Mgmt	For	For
12.2	Approve Remuneration of Auditors	Mgmt	For	For

# Elekta AB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13.1	Reelect Laurent Leksell as Director	Mgmt	For	For
	Voter Rationale: No remuneration concern	15		
13.2	Reelect Caroline Leksell Cooke as Director	Mgmt	For	Against
	Voter Rationale: Insider on Key committee	2		
13.3	Reelect Wolfgang Reim as Director	Mgmt	For	For
13.4	Reelect Jan Secher as Director	Mgmt	For	For
13.5	Reelect Birgitta Stymne Goransson as Director	Mgmt	For	For
13.6	Reelect Cecilia Wikstrom as Director	Mgmt	For	For
13.7	Reelect Kelly Londy as Director	Mgmt	For	For
13.8	Elect Tomas Eliasson as New Director	Mgmt	For	For
13.9	Elect Volker Wetekam as New Director	Mgmt	For	For
13.10	Reelect Laurent Leksell as Board Chair	Mgmt	For	For
	support the Chairman, ensure orderly suc	ccession process for	nt Director to establish appropriate checks and the Chairman, and act as a point of contact for hannels of communication through the board (	shareholders,
14	Ratify Ernst & Young as Auditors	Mgmt	For	For
15	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: No rem Concerns			
16.a	Approve Performance Share Plan 2023	Mgmt	For	For
	Voter Rationale: No rem concerns			
16.b	Approve Equity Plan Financing	Mgmt	For	For
	Voter Rationale: A vote FOR is warranted	as the proposed dec	ision would fund equity remuneration plans the	at do not raise concerns.
17	Approve Equity Plan Financing of 2021, 2022 and 2023 Performance Share Plans	Mgmt	For	For
18.a	Authorize Share Repurchase Program	Mgmt	For	For
18.b	Authorize Reissuance of Repurchased Shares	Mgmt	For	For
19	Amend Articles Re: General Meeting; Editorial Changes	Mgmt	For	For
20	Authorize Contribution in Order to Establish Philanthropic Foundation	Mgmt	For	For
	Shareholder Proposals Submitted by Thorvald Tilman	Mgmt		
21.a	Amend Articles Re: Editorial Changes	SH	None	For
	Vatan Dationalas Unden this items abourbe	lden Thennield Tilmer	· · · · · · · · · · · · · · · · · · ·	

Voter Rationale: Under this item, shareholder Thorvald Tilman proposes to amend the company's articles of association regarding the to share class and the 10x voting power of the class A shares. The proposal looks to have all shares have equal right which aids the protection of minority shareholders. A vote FOR is warranted.

## Elekta AB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
21.b	Amend Articles Re: Governance-Related	SH	None	Against
	Voter Rationale: .			
21.c	Amend Procedures for Nomination Committee	SH	None	Against
	Voter Rationale: .			
21.d	Instruct Board to Investigate the Conditions for the Introduction of Performance-Based Remuneration for Members of the Board	SH	None	Against
	Voter Rationale: .			
22	Close Meeting	Mgmt		

# **Empire Company Limited**

Meeting Date: 09/14/2023 Country: Canada Meeting Type: Annua		Ticker: EMP.A	Ticker: EMP.A	
		<b>Primary ISIN:</b> CA2918434077	Primary SEDOL: 2314000	
Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
Meeting for Holders of Non-Voting Class A Shares	Mgmt			
Advisory Vote on Executive	Mgmt	For	For	
	Meeting Type: Annu Proposal Text Meeting for Holders of Non-Voting Class A Shares	Meeting Type: Annual         Proposal Text       Proponent         Meeting for Holders of Non-Voting Class       Mgmt         A Shares       Mgmt         Advisory Vote on Executive       Mgmt	Meeting Type: Annual       Primary ISIN: CA2918434077         Proposal Text       Proponent       Mgmt Rec         Meeting for Holders of Non-Voting Class A Shares       Mgmt A Shares       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.

## ePlus inc.

Meeting Date: 09/14/2023	Country: USA Meeting Type: Annual	Ticker: PLUS	
		Primary ISIN: US2942681071	Primary SEDOL: 2597748

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Renee Bergeron	Mgmt	For	For
1.2	Elect Director Bruce M. Bowen	Mgmt	For	For
	Voter Rationale: The nominee is a for	rmer executive and co	nsidered to be non-indeper	ndent.
1.3	Elect Director John E. Callies	Mgmt	For	For

## ePlus inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director C. Thomas Faulders, III	Mgmt	For	For
	Voter Rationale: The company should es director accountable.	tablish formal boa	ard-level oversight of environmen	tal and social issues. We are holding this
1.5	Elect Director Eric D. Hovde	Mgmt	For	For
1.6	Elect Director Ira A. Hunt, III	Mgmt	For	For
1.7	Elect Director Mark P. Marron	Mgmt	For	For
1.8	Elect Director Maureen F. Morrison	Mgmt	For	For
1.9	Elect Director Ben Xiang	Mgmt	For	For
	Voter Rationale: The Company should p			
2	minimum expectation is that women sho this matter under review. Advisory Vote to Ratify Named Executiv Officers' Compensation <i>Voter Rationale: On early termination, a</i> <i>event of a change of control. Incentive a</i> <i>performance targets to reward strong pe</i> <i>incentives should not be delivered via ca</i>	ould comprise at le e Mgmt Il share-based awa awards to executive formance and di ash or other non-e	For ards should be time pro-rated and res should be clearly disclosed and rive shareholder value over a suff quity vehicles. A larger percenta <u>c</u>	Against Against d tested for performance, including in the d include robust and stretching ficiently long period of time. Long-term ge of the equity awards should be tied to
2	minimum expectation is that women sho this matter under review. Advisory Vote to Ratify Named Executiv Officers' Compensation <i>Voter Rationale: On early termination, a</i> <i>event of a change of control. Incentive a</i> <i>performance targets to reward strong pe</i> <i>incentives should not be delivered via ca</i>	e Mgmt Il share-based avv avards to executiv erformance and di ash or other non-e a minimum good lation of reported were detrimental	For ards should be time pro-rated and res should be clearly disclosed and rive shareholder value over a suff quity vehicles. A larger percentag practice. The company should pu indicators or other bad faith actic	Against Against d tested for performance, including in the od include robust and stretching ficiently long period of time. Long-term ge of the equity awards should be tied to ut in place a procedure which would enable ons on the part of any of its executive
2 3	minimum expectation is that women sho this matter under review. Advisory Vote to Ratify Named Executiv Officers' Compensation Voter Rationale: On early termination, a event of a change of control. Incentive a performance targets to reward strong per incentives should not be delivered via ca performance conditions. At least 50% is it, should it identify any facts of manipu directors and other key managers which	e Mgmt Il share-based avva avards to executive erformance and di ash or other non-e a minimum good lation of reported vere detrimental repaid to it.	For ards should be time pro-rated and res should be clearly disclosed and rive shareholder value over a suff quity vehicles. A larger percentag practice. The company should pu indicators or other bad faith actic	Against Against d tested for performance, including in the od include robust and stretching ficiently long period of time. Long-term ge of the equity awards should be tied to ut in place a procedure which would enable ons on the part of any of its executive
	minimum expectation is that women sho this matter under review. Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: On early termination, a event of a change of control. Incentive a performance targets to reward strong pe incentives should not be delivered via ca performance conditions. At least 50% is it, should it identify any facts of manipu directors and other key managers which wrongfully obtained in such manner are	e Mgmt Il share-based awa wards to executive erformance and di ash or other non-ee a minimum good lation of reported were detrimental repaid to it. Mgmt ad the same audit	For ards should be time pro-rated and res should be clearly disclosed and rive shareholder value over a suff quity vehicles. A larger percentage practice. The company should per indicators or other bad faith action to the long-term interests of its a For	Against Against d tested for performance, including in the od include robust and stretching ficiently long period of time. Long-term ge of the equity awards should be tied to ut in place a procedure which would enable ons on the part of any of its executive shareholders, to ensure that any funds For

# **Eurobank Ergasias Services & Holdings SA**

Meeting Date: 07/20/2023	Country: Greece	Ticker: EUROB		
	Meeting Type: Annual			
		Primary ISIN: GRS323003012	Primary SEDOL: BYZ43T4	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt		
1	Approve Financial Statements and Income Allocation	Mgmt	For	For
2	Approve Management of Company and Grant Discharge to Auditors	Mgmt	For	For
3	Approve Auditors and Fix Their Remuneration	Mgmt	For	For
4	Authorize Share Repurchase Program for Shares Held By the Hellenic Financial Stability Fund	Mgmt	For	For

# **Eurobank Ergasias Services & Holdings SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Remuneration Policy	Mgmt	For	Against
		reholder value over a	, sufficiently long per	clude robust and stretching performance targets to riod of time. The proposed policy keeps foreseeing s to the non-executive chairman.
6	Approve Remuneration of Directors and Members of Committees	Mgmt	For	For
7	Advisory Vote on Remuneration Report	Mgmt	For	For
8	linked to material changes in the busines	s or in the role and ro	esponsibilities of exe	riod of time. Significant salary increases should be cutive directors. Companies should consider a minimum introduce an additional holding or Against
C C	Ratio			· · · · · · · · · · · · · · · · · · ·
	Voter Rationale: A vote AGAINST this iter significant concerns are raised with the u			re are no concerns with the variable award cap,
9	Amend Suitability Policy for Directors	Mgmt	For	For
10	Increase Size of the Board and Elect Independent Directors	Mgmt	For	For
	Voter Rationale: The board should submit hold directors individually accountable for		tion individually, rath	ner than as a single slate to enable shareholders to
11	Approve Type, Composition, and Term of the Audit Committee	Mgmt	For	For
12	Amend Article 11	Mgmt	For	For
13	Receive Audit Committee's Activity Report	Mgmt		
14	Receive Report of Independent Non-Executive Directors	Mgmt		

# **EuroGroup Laminations SpA**

Meeting Dates	• •	raordinary Shareholders	Ticker: EGLA	
			Primary ISIN: IT0005527616	Primary SEDOL: BR1G4Z8
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	Mgmt	For	Against
	Voter Rationale: Shares should not be re	epurchased at a premium	/discount to the market price of more th	han 10%.

Extraordinary Business

Mgmt

# EuroGroup Laminations SpA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Company Bylaws Re: Article 10	Mgmt	For	Against
	Voter Rationale: Changes in company's a	articles or by-laws shoul	d not erode shareholder rights.	

# **Experian Plc**

Meeting Date: 07/19/2023	Country: Jersey Meeting Type: Annual	Ticker: EXPN	
		Primary ISIN: GB00B19NLV48	Primary SEDOL: B19NLV4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Remuneration Policy	Mgmt	For	For
4	Elect Craig Boundy as Director	Mgmt	For	For
5	Elect Kathleen DeRose as Director	Mgmt	For	For
6	Elect Esther Lee as Director	Mgmt	For	For
7	Elect Louise Pentland as Director	Mgmt	For	For
8	Re-elect Alison Brittain as Director	Mgmt	For	For
9	Re-elect Brian Cassin as Director	Mgmt	For	For
10	Re-elect Caroline Donahue as Director	Mgmt	For	For
11	Re-elect Luiz Fleury as Director	Mgmt	For	For
12	Re-elect Jonathan Howell as Director	Mgmt	For	For
13	Re-elect Lloyd Pitchford as Director	Mgmt	For	For
14	Re-elect Mike Rogers as Director	Mgmt	For	For
15	Reappoint KPMG LLP as Auditors	Mgmt	For	For
16	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
17	Authorise Issue of Equity	Mgmt	For	For
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For

#### Extra Space Storage Inc.

Meeting Date: 07/18/2023
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Country: USA Meeting Type: Special Ticker: EXR

Primary ISIN: US30225T1025

Primary SEDOL: B02HWR9

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

#### Far East Consortium International Limited

Meeting Date: 08/30/2023	Country: Cayman Islands	Ticker: 35	
	Meeting Type: Annual		
		Primary ISIN: KYG3307Z1090	Primary SEDOL: 6331555

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	Elect David Chiu as Director	Mgmt	For	Against
	Voter Rationale: The Company should put minimum expectation is that women shou			the board. In developing markets, our
4	Elect Dennis Chiu as Director	Mgmt	For	For
5	Elect Wai Hon Ambrose Lam as Director	Mgmt	For	Against
	Voter Rationale: Nominees who also serve			
~	external directorship to ensure they have company situations requiring substantial a	sufficient time and amounts of time.	d energy to discharge their role.	s properly, particularly during unexpected
6 7	external directorship to ensure they have company situations requiring substantial a Authorize Board to Fix Remuneration of Directors Approve Deloitte Touche Tohmatsu as	sufficient time an		
	external directorship to ensure they have company situations requiring substantial a Authorize Board to Fix Remuneration of Directors	<i>sufficient time and</i> amounts of time. Mgmt	<i>d energy to discharge their role</i> . For	<i>s properly, particularly during unexpected</i> For
	external directorship to ensure they have company situations requiring substantial a Authorize Board to Fix Remuneration of Directors Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their	<i>sufficient time and</i> amounts of time. Mgmt	<i>d energy to discharge their role</i> . For	<i>s properly, particularly during unexpected</i> For
7	<ul> <li>external directorship to ensure they have company situations requiring substantial a</li> <li>Authorize Board to Fix Remuneration of Directors</li> <li>Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration</li> <li>Approve Issuance of Equity or Equity-Linked Securities without</li> </ul>	<i>sufficient time and amounts of time.</i> Mgmt Mgmt Mgmt	<i>d energy to discharge their role</i> . For For For	<i>s properly, particularly during unexpected</i> For For Against
7	<ul> <li>external directorship to ensure they have company situations requiring substantial at Authorize Board to Fix Remuneration of Directors</li> <li>Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration</li> <li>Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights</li> <li>Voter Rationale: Any increase in capital of</li> </ul>	<i>sufficient time and amounts of time.</i> Mgmt Mgmt Mgmt	<i>d energy to discharge their role</i> . For For For	<i>s properly, particularly during unexpected</i> For For Against

circumstances only and fully justified by the company.

### **FedEx Corporation**

Meeting Date: 09/21/2023

Country: USA Meeting Type: Annual Ticker: FDX

Primary ISIN: US31428X1063

Primary SEDOL: 2142784

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Marvin R. Ellison	Mgmt	For	For
1b	Elect Director Stephen E. Gorman	Mgmt	For	For
1c	Elect Director Susan Patricia Griffith	Mgmt	For	For
1d	Elect Director Amy B. Lane	Mgmt	For	For
1e	Elect Director R. Brad Martin	Mgmt	For	For
1f	Elect Director Nancy A. Norton	Mgmt	For	For
1g	Elect Director Frederick P. Perpall	Mgmt	For	For
1h	Elect Director Joshua Cooper Ramo	Mgmt	For	For
1i	Elect Director Susan C. Schwab	Mgmt	For	For
1j	Elect Director Frederick W. Smith	Mgmt	For	For
1k	Elect Director David P. Steiner	Mgmt	For	For
11	Elect Director Rajesh Subramaniam	Mgmt	For	For
1m	Elect Director Paul S. Walsh	Mgmt	For	Against
	Voter Rationale: The nominee serves as independence from the company and we			long tenure. Long tenured directors could lack bendent.
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	event of a change of control. The annual should not allow vesting of incentive awa	bonus should be a rds for substantiall	assessed using no less ly below median perfori	rated and tested for performance, including in the than two metrics. The remuneration committee mance. Long-term incentives should not be awards should be tied to performance conditions. At

3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequ	ency.	
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		litor for a long period of time sho	uld consider a plan or tender process for
5	Amend Clawback Policy	SH	Against	Against

Voter Rationale: At this time, we believe management and the board are adequately considering attendant material risks and opportunities.

## **FedEx Corporation**

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Report on Just Transition	SH	Against	For
resolution does not directly circumvent n To meet the ambition of the Paris Agreen nexus between their climate aspirations	nanagement discre ment and avoid ma and business strate	tion or seek to entirely redefine tl ssive risk to shareholder value, c egy via disclosure of credible Par	he company's existing business strategy. corporations should demonstrate the ris- or 1.5 degree-aligned emissions
Adopt a Paid Sick Leave Policy	SH	Against	Against
Voter Rationale: At this time, we believe opportunities.	management and	the board are adequately conside	ering attendant material risks and
Report on Climate Risk in Retirement	SH	Against	Against
	Report on Just Transition Voter Rationale: We are supportive of re resolution does not directly circumvent n To meet the ambition of the Paris Agreen nexus between their climate aspirations reduction targets. Current disclosure doe Adopt a Paid Sick Leave Policy Voter Rationale: At this time, we believe opportunities.	Report on Just Transition       SH         Voter Rationale: We are supportive of requests to enhance resolution does not directly circumvent management discretor to meet the ambition of the Paris Agreement and avoid manexus between their climate aspirations and business strate reduction targets. Current disclosure does not sufficiently present to the paris Agreement and avoid manexus between their climate aspirations and business strate reduction targets. Current disclosure does not sufficiently present and avoid manexus between their climate aspirations and business strate reduction targets. Current disclosure does not sufficiently present and the present and	Proposal Text       Proponent       Rec         Report on Just Transition       SH       Against         Voter Rationale: We are supportive of requests to enhance disclosure and transparency corresolution does not directly circumvent management discretion or seek to entirely redefine to To meet the ambition of the Paris Agreement and avoid massive risk to shareholder value, or nexus between their climate aspirations and business strategy via disclosure of credible Paris reduction targets. Current disclosure does not sufficiently provide investors such information         Adopt a Paid Sick Leave Policy       SH       Against         Voter Rationale: At this time, we believe management and the board are adequately considered opportunities.       SH       SH

# Fisher & Paykel Healthcare Corporation Limited

Meeting Date: 08/29/2023	Country: New Zealand Meeting Type: Annual	Ticker: FPH	
	2 //	Primary ISIN: NZFAPE0001S2	Primary SEDOL: 6340250

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Pip Greenwood as Director	Mgmt	For	For
2	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
3	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	Against
	Concerns are highlighted that the level of	chair and NED fees are company to increase ind	the basis that the proposed NED fee pool incr higher than New Zealand market capitalisatic ividual fees which would further contribute to	on peers. The proposed
4	Approve Issuance of Performance Share Rights to Lewis Gradon	Mgmt	For	For
	multiple performance criteria that reflect should stagger vesting to reward progress enable it, should it identify any facts of m	both absolute and relati sively better performance anipulation of reported rs which were detriment	performance target. Companies should base ve financial metrics rather than a single perfo e. The company should put in place a proced indicators or other bad faith actions on the pa tal to the long-term interests of its sharehold	rmance criterion, and lure which would art of any of its
5	Approve Issuance of Options to Lewis Gradon	Mgmt	For	For
	multiple performance criteria that reflect should stagger vesting to reward progress enable it, should it identify any facts of m	both absolute and relati sively better performanc anipulation of reported rs which were detrimen	performance target. Companies should base ve financial metrics rather than a single perfo re. The company should put in place a proced indicators or other bad faith actions on the pa tal to the long-term interests of its sharehold	rmance criterion, and lure which would art of any of its

#### Fisker, Inc.

Meeting Date: 08/30/2023

Country: USA Meeting Type: Special Ticker: FSR

Primary ISIN: US33813J1060

Primary SEDOL: BNKD957

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Issuance of Shares for a Private Placement	Mgmt	For	For
2	Increase Authorized Common Stock	Mgmt	For	For
3	Provide Right to Act by Written Consent	Mgmt	For	Against

Voter Rationale: A vote AGAINST this proposal is warranted. While the right to act by written consent is a powerful tool for shareholders and is generally considered good governance, providing a written consent right concurrent with a controlling shareholder is not in the best interests of unaffiliated shareholders as it could be used unilaterally by the controlling shareholder to the potential detriment of unaffiliated shareholders, and could not be used by those unaffiliated shareholders.

#### **Focus Financial Partners Inc.**

Meeting Date: 07/14/2023	Country: USA Meeting Type: Special	Ticker: FOCS	
		Primary ISIN: US34417P1003	Primary SEDOL: BF7J7H0

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

#### Franchise Group, Inc.

Meeting Date: 08/17/2023	Country: USA	Ticker: FRG	
	Meeting Type: Special		
		Primary ISIN: US35180X1054	Primary SEDOL: BK8VYM4

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

#### freee K.K.

Meeting Date: 09/28/2023

Country: Japan Meeting Type: Annual Ticker: 4478

Primary ISIN: JP3826520003

Primary SEDOL: BKLFVR7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Sasaki, Daisuke	Mgmt	For	For
1.2	Elect Director Togo, Sumito	Mgmt	For	For
1.3	Elect Director Yokoji, Ryu	Mgmt	For	For
1.4	Elect Director Yumi Hosaka Clark	Mgmt	For	For
2.1	Elect Director and Audit Committee Member Naito, Yoko	Mgmt	For	For
2.2	Elect Director and Audit Committee Member Asada, Shinji	Mgmt	For	For
2.3	Elect Director and Audit Committee Member Hirano, Masao	Mgmt	For	For
3	Approve Restricted Stock Plan	Mgmt	For	Against

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

#### **Gen Digital Inc.**

Meeting Date:	•		Ticker: GEN	
	Meeting Type: A	Meeting Type: Annual Primary ISIN: US6687711084 Primary S		Primary SEDOL: BJN4XN5
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Susan P. Barsamian	Mgmt	For	For
			policy on hedging of company stock by exa nagement alignment with shareholder intere	
1b	Elect Director Pavel Baudis	Mgmt	For	For
1c	Elect Director Eric K. Brandt	Mgmt	For	For
1d	Elect Director Frank E. Dangeard	Mgmt	For	For
1e	Elect Director Nora M. Denzel	Mgmt	For	For
			policy on hedging of company stock by exa nagement alignment with shareholder intere	
1f	Elect Director Peter A. Feld	Mgmt	For	For
			policy on hedging of company stock by exa nagement alignment with shareholder intere	
1g	Elect Director Emily Heath	Mgmt	For	For
1h	Elect Director Vincent Pilette	Mgmt	For	For

# Gen Digital Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1i	Elect Director Sherrese M. Smith	Mgmt	For	For
1j	Elect Director Ondrej Vlcek	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	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
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			ncentivise long-term performance and should tee should not allow vesting of incentive awa	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		

shareholders. The prospect of separating the voting rights of a merger or acquisition from the compensation packages associate with it is welcome.

### **General Mills, Inc.**

Meeting Date: 09/26/2023	Country: USA Meeting Type: Annual	Ticker: GIS	
		Primary ISIN: US3703341046	Primary SEDOL: 2367026

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director R. Kerry Clark	Mgmt	For	For
1b	Elect Director C. Kim Goodwin	Mgmt	For	For
1c	Elect Director Jeffrey L. Harmening	Mgmt	For	For
1d	Elect Director Maria G. Henry	Mgmt	For	For
1e	Elect Director Jo Ann Jenkins	Mgmt	For	For
1f	Elect Director Elizabeth C. Lempres	Mgmt	For	For
1g	Elect Director Diane L. Neal	Mgmt	For	For
1h	Elect Director Steve Odland	Mgmt	For	For
1i	Elect Director Maria A. Sastre	Mgmt	For	For
1j	Elect Director Eric D. Sprunk	Mgmt	For	For
1k	Elect Director Jorge A. Uribe	Mgmt	For	For

## **General Mills, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to exect reward strong performance and drive sha		rly disclosed and include robust and stretching sufficiently long period of time.	performance targets to
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	ay on pay frequency.		
4	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have ha bringing in a new auditing firm, ideally eve		r a long period of time should consider a plan o	or tender process for
5	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	Mgmt	For	For
	Voter Rationale: Holders of significant sha	nre capital should be	entitled to call a special meeting.	
6	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	SH	Against	For
	Voter Rationale: Holders of significant sha a suitable threshold to prevent abuse.	nre capital should be	entitled to call a special meeting. A total holdin	g requirement of 10% is

#### Genky DrugStores Co., Ltd.

Meeting Date: 09/07/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 9267	
	2	Primary ISIN: JP3282750003	Primary SEDOL: BF41GY9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 12.5	Mgmt	For	For
2.1	Elect Director Fujinaga, Kenichi	Mgmt	For	For
2.2	Elect Director Yoshioka, Nobuhiro	Mgmt	For	For
2.3	Elect Director Yamagata, Hiroyuki	Mgmt	For	For
2.4	Elect Director Kobayashi, Yuji	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Kikkawa, Nana	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Sasaki, Tomoyo	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Takeda, Miho	Mgmt	For	For
4	Approve Stock Option Plan	Mgmt	For	Against

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

## **Global Net Lease, Inc.**

Meeting Date: 09/08/2023	
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Country: USA Meeting Type: Special Ticker: GNL

Primary ISIN: US3793782018

Primary SEDOL: BZCFW78

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Issue Shares in Connection with Merger	Mgmt	For	Against	
	Voter Rationale: At this time, such issuand	ce is not in the best inte	erest of shareholders		
2	Adjourn Meeting	Mgmt	For	Against	
	later Detienels. At this time, such incurres is not in the best interact of showsholds				

Voter Rationale: At this time, such issuance is not in the best interest of shareholders

#### **Great Portland Estates Plc**

Meeting Date: 07/06/2023	Country: United Kingdom Meeting Type: Annual	Ticker: GPE	
		Primary ISIN: GB00BF5H9P87	Primary SEDOL: BF5H9P8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Remuneration Policy	Mgmt	For	For
	Voter Rationale: Equity awards to executive requirements.	ves should be linked to	stretching performance targets rather than ti	me-based vesting
5	Re-elect Richard Mully as Director	Mgmt	For	For
		Ild comprise at least 40	rease gender diversity on the board. In devel % of the board. Given the recent updates to per of the Nomination Committee.	
6	Re-elect Toby Courtauld as Director	Mgmt	For	For
7	Re-elect Nick Sanderson as Director	Mgmt	For	For
8	Re-elect Dan Nicholson as Director	Mgmt	For	For
9	Re-elect Nick Hampton as Director	Mgmt	For	For
10	Re-elect Mark Anderson as Director	Mgmt	For	For
11	Re-elect Vicky Jarman as Director	Mgmt	For	For
12	Elect Champa Magesh as Director	Mgmt	For	For
13	Re-elect Emma Woods as Director	Mgmt	For	For
14	Appoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

### **Great Portland Estates Pic**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
16	Authorise Issue of Equity	Mgmt	For	For
17	Approve Restricted Share Plan	Mgmt	For	For
	Voter Rationale: Equity awards to executi requirements.	ives should be linked to	stretching performance targets rather than tir	ne-based vesting
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
21	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

#### **Haemonetics Corporation**

Meeting Date: 08/04/2023	Country: USA Meeting Type: Annual	Ticker: HAE	
		Primary ISIN: US4050241003	Primary SEDOL: 2401195

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robert E. Abernathy	Mgmt	For	For
1.2	Elect Director Michael J. Coyle	Mgmt	For	For
1.3	Elect Director Charles J. Dockendorff	Mgmt	For	For
1.4	Elect Director Lloyd E. Johnson	Mgmt	For	For
1.5	Elect Director Mark W. Kroll	Mgmt	For	For
1.6	Elect Director Claire Pomeroy	Mgmt	For	For
1.7	Elect Director Christopher A. Simon	Mgmt	For	For
1.8	Elect Director Ellen M. Zane	Mgmt	For	Withhold

Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. In developed markets, our minimum expectation is that women should comprise at least 27% of the board.

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

Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. Severance payments should not exceed two years pay. Larger severance packages should be subject to a separate shareholder approval. Retention or recruitment 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.

## **Haemonetics Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	ay on pay frequency.		
4	Amend Omnibus Stock Plan	Mgmt	For	For
			vesting of incentive awards for substantially be uld be time pro-rated and tested for performar	
5	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have ha bringing in a new auditing firm, ideally eve		a long period of time should consider a plan c	r tender process for

#### **Halma Plc**

Meeting Date: 07/20/2023	Country: United Kingdom	Ticker: HLMA	
	Meeting Type: Annual		
		Primary ISIN: GB0004052071	Primary SEDOL: 0405207

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Elect Steve Gunning as Director	Mgmt	For	For
5	Re-elect Dame Louise Makin as Director	Mgmt	For	For

Voter Rationale: The board chairman serves as a member of the Remuneration Committee. The board chairman serves as a member of the Nomination Committee.

6	Re-elect Marc Ronchetti as Director	Mgmt	For	For
7	Re-elect Jennifer Ward as Director	Mgmt	For	For
8	Re-elect Carole Cran as Director	Mgmt	For	For
9	Re-elect Jo Harlow as Director	Mgmt	For	For
10	Re-elect Dharmash Mistry as Director	Mgmt	For	For
11	Re-elect Sharmila Nebhrajani as Director	Mgmt	For	For
12	Re-elect Tony Rice as Director	Mgmt	For	For
13	Re-elect Roy Twite as Director	Mgmt	For	For

# Halma Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
14	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
15	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
16	Authorise Issue of Equity	Mgmt	For	For
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
21	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

#### **HDFC Bank Ltd.**

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Meeting Date: 08/11/2023	Country: India Meeting Type: Annual	Ticker: 500180	
		Primary ISIN: INE040A01034	Primary SEDOL: BK1N461

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
3	Approve Dividend	Mgmt	For	For
4	Reelect Kaizad Bharucha as Director	Mgmt	For	For
5	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For
6	Elect Renu Karnad as Director	Mgmt	For	For

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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.

Elect Keki Mistry as Director Mgmt For For

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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.

Authorize Issuance of Unsecured Mgmt For For Perpetual Debt Instruments, Tier II Capital Bonds and Long Term Bonds on Private Placement Basis

## HDFC Bank Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Approve Related Party Transactions with HDFC Credila Financial Services Limited	Mgmt	For	For
10	Approve Related Party Transactions with HCL Technologies Limited	Mgmt	For	For

## HealthCo Healthcare & Wellness REIT

Meeting Date: 07/24/2023	Country: Australia Meeting Type: Extraordinary Shareholders	Ticker: HCW	
		Primary ISIN: AU0000169302	Primary SEDOL: BNHNN03

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Selective Buy-Back	Mgmt	For	For
2	Approve Amendments to Investment Management Agreement to Permit the Issue of Units to the Investment Manager in Lieu of Cash Payments for Fees	Mgmt	For	For
3	Approve Acquisition of Relevant Interest by the HMC Affiliates	Mgmt	For	For

# Heiwa Real Estate REIT, Inc.

Meeting Date: 08/30/2023	Country: Japan Meeting Type: Special	<b>Ticker:</b> 8966	
		Primary ISIN: JP3046220004	Primary SEDOL: B064LV3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet - Amend Permitted Investment Types	Mgmt	For	For
2	Elect Executive Director Motomura, Aya	Mgmt	For	For
3	Elect Alternate Executive Director Hirano, Masanori	Mgmt	For	For
4.1	Elect Supervisory Director Katayama, Noriyuki	Mgmt	For	For
4.2	Elect Supervisory Director Owada, Hiroyuki	Mgmt	For	For

# **Helen of Troy Limited**

Meeting Date: 08/16/2023

Country: Bermuda Meeting Type: Annual Ticker: HELE

Primary ISIN: BMG4388N1065

Primary SEDOL: 2419530

Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ju	lien R. Mininberg	Mgmt	For	For
1b	Elect Director Ti	mothy F. Meeker	Mgmt	For	Against
				ittee Chair and has long tenure. Long ittee Chairs to be independent.	a tenured directors could lack
1c	Elect Director Kr	ista L. Berry	Mgmt	For	For
1d	Elect Director Vi	ncent D. Carson	Mgmt	For	For
	Voter Rationale:	The nominee is a former	executive and cor	nsidered to be non-independent.	
1e	Elect Director Th	nurman K. Case	Mgmt	For	For
1f	Elect Director Ta	bata L. Gomez	Mgmt	For	For
1g	Elect Director Ele	ena B. Otero	Mgmt	For	For
1h	Elect Director Be	eryl B. Raff	Mgmt	For	For
1i	Elect Director Da	arren G. Woody	Mgmt	For	Against
2	Officers' Comper Voter Rationale: reward strong per executives should	Incentive awards to exect prformance and drive shar	utives should be o reholder value ove l include robust al	er a sufficiently long period of time. I	For Ind stretching performance targets to Retention or recruitment awards to reward strong performance and drive
3	Advisory Vote or	n Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale:	We support an annual say	on pay frequenc	у.	
4	Approve Grant T and Authorize B Remuneration	hornton LLP as Auditors bard to Fix Their	Mgmt	For	For
Hilltop I	Voter Rationale: bringing in a new	v auditing firm.	l the same audito	r for a period of over 10 years should	d consider a plan or tender process for
Meeting Date:	07/20/2023	Country: USA		Ticker: HTH	
		Meeting Type: Annu	ai		

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

## Hilltop Holdings, Inc.

executives should be prohibited as it po Elect Director Tracy A. Bolt Elect Director J. Taylor Crandall Elect Director Hill A. Feinberg Elect Director Gerald J. Ford Elect Director Jeremy B. Ford Voter Rationale: Nominees who also se	otentially severs man Mgmt Mgmt Mgmt Mgmt Mgmt erve as executive officient time and	agement alignment with shareh For For For For For For For	stock by executives. Hedging activity by older interest. For For For For s are expected to hold no more than one properly, particularly during unexpected
Elect Director J. Taylor Crandall Elect Director Hill A. Feinberg Elect Director Gerald J. Ford Elect Director Jeremy B. Ford Voter Rationale: Nominees who also se external directorship to ensure they hav company situations requiring substantia	Mgmt Mgmt Mgmt Mgmt erve as executive officient time and	For For For For cers at publicly listed companies	For For For s are expected to hold no more than one
Elect Director Hill A. Feinberg Elect Director Gerald J. Ford Elect Director Jeremy B. Ford Voter Rationale: Nominees who also se external directorship to ensure they hav company situations requiring substantia	Mgmt Mgmt Mgmt erve as executive officient time and	For For For cers at publicly listed companies	For For For s are expected to hold no more than one
Elect Director Gerald J. Ford Elect Director Jeremy B. Ford Voter Rationale: Nominees who also se external directorship to ensure they hav company situations requiring substantia	Mgmt Mgmt erve as executive officient time and	For For cers at publicly listed companies	For For s are expected to hold no more than one
Elect Director Jeremy B. Ford Voter Rationale: Nominees who also se external directorship to ensure they hav company situations requiring substantia	Mgmt erve as executive offic ve sufficient time and	For cers at publicly listed companies	For s are expected to hold no more than one
Voter Rationale: Nominees who also se external directorship to ensure they hav company situations requiring substantia	erve as executive officient time and	cers at publicly listed companies	s are expected to hold no more than one
external directorship to ensure they hav company situations requiring substantia	/e sufficient time and		
Elect Director J. Markham Green			
	Mgmt	For	For
Elect Director Charlotte Jones	Mgmt	For	For
Elect Director Lee Lewis	Mgmt	For	For
Elect Director Andrew J. Littlefair	Mgmt	For	For
Elect Director Thomas C. Nichols Elect Director W. Robert Nichols, III	Mgmt Mgmt	For For	For Withhold
minimum expectation is that women shi and has long tenure. Long tenured direc independent. To ensure the effectivene. Elect Director Kenneth D. Russell Voter Rationale: Nominees who also se external directorship to ensure they have	ould comprise at leas ctors could lack indep ss of the board, the b Mgmt erve as executive offic re sufficient time and	st 27% of the board. The nomin- board should include between 5 For cers at publicly listed companie.	ee serves as Nominating Committee Chai d we expect key committee Chairs to be and 15 directors. Withhold s are expected to hold no more than one
Elect Director A. Haag Sherman	Mgmt	For	Withhold
external directorship to ensure they hav company situations requiring substantia	/e sufficient time and al amounts of time. C	energy to discharge their roles ompanies should establish and	properly, particularly during unexpected disclose a policy on hedging of company
	Elect Director Andrew J. Littlefair Voter Rationale: Companies should est executives should be prohibited as it po Elect Director Thomas C. Nichols Elect Director W. Robert Nichols, III Voter Rationale: The Company should minimum expectation is that women sh and has long tenure. Long tenured dire independent. To ensure the effectivene Elect Director Kenneth D. Russell Voter Rationale: Nominees who also se external directorship to ensure they hav company situations requiring substantia Elect Director A. Haag Sherman Voter Rationale: Nominees who also se external directorship to ensure they hav company situations requiring substantia stock by executives. Hedging activity by	Elect Director Andrew J. Littlefair       Mgmt         Voter Rationale: Companies should establish and disclose a executives should be prohibited as it potentially severs manual executives should be prohibited as it potentially severs manual executives should be prohibited as it potentially severs manual executives should be prohibited as it potentially severs manual executives should be prohibited as it potentially severs manual executives should be prohibited as it potentially severs manual executives should be prohibited as it potentially severs manual executives should be prohibited as it potentially severs manual executives should be prohibited as it potentially severs manual executives. Nuclear as it potentially severs manual executives are as and has long tenure. Long tenured directors could lack independent. To ensure the effectiveness of the board, the beside of the potential external directorship to ensure they have sufficient time and company situations requiring substantial amounts of time.         Elect Director A. Haag Sherman       Mgmt         Voter Rationale: Nominees who also serve as executive officexternal directorship to ensure they have sufficient time and company situations requiring substantial amounts of time.         Elect Director A. Haag Sherman       Mgmt	Elect Director Andrew J. Littlefair       Mgmt       For         Voter Rationale: Companies should establish and disclose a policy on hedging of company executives should be prohibited as it potentially severs management alignment with shareh         Elect Director Thomas C. Nichols       Mgmt       For         Elect Director Thomas C. Nichols, III       Mgmt       For         Voter Rationale: The Company should put in place a policy to increase gender diversity on in minimum expectation is that women should comprise at least 27% of the board. The nomina and has long tenure. Long tenured directors could lack independence from the company ar independent. To ensure the effectiveness of the board, the board should include between 5         Elect Director Kenneth D. Russell       Mgmt       For         Voter Rationale: Nominees who also serve as executive officers at publicly listed companies external directorship to ensure they have sufficient time and energy to discharge their roles company situations requiring substantial amounts of time.         Elect Director A. Haag Sherman       Mgmt       For         Voter Rationale: Nominees who also serve as executive officers at publicly listed companies external directorship to ensure they have sufficient time and energy to discharge their roles company situations requiring substantial amounts of time.         Elect Director A. Haag Sherman       Mgmt       For         Voter Rationale: Nominees who also serve as executive officers at publicly listed companies external directorship to ensure they have sufficient time and energy to discharge their roles company situations requirin

### Hilltop Holdings, Inc.

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Elect Director Robert C. Taylor, Jr.	Mgmt	For	For
Elect Director Carl B. Webb	Mgmt	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
Voter Rationale: We support an annual say	y on pay frequency.		
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Elect Director Robert C. Taylor, Jr. Elect Director Carl B. Webb Advisory Vote to Ratify Named Executive Officers' Compensation Advisory Vote on Say on Pay Frequency <i>Voter Rationale: We support an annual say</i> Ratify PricewaterhouseCoopers LLP as	Elect Director Robert C. Taylor, Jr.       Mgmt         Elect Director Carl B. Webb       Mgmt         Advisory Vote to Ratify Named Executive       Mgmt         Officers' Compensation       Mgmt         Advisory Vote on Say on Pay Frequency       Mgmt         Voter Rationale: We support an annual say on pay frequency.       Ratify PricewaterhouseCoopers LLP as	Proposal TextProponentRecElect Director Robert C. Taylor, Jr.MgmtForElect Director Carl B. WebbMgmtForAdvisory Vote to Ratify Named Executive Officers' CompensationMgmtForAdvisory Vote on Say on Pay FrequencyMgmtOne YearVoter Rationale: We support an annual say on pay frequency.ForRatify PricewaterhouseCoopers LLP asMgmtFor

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.

#### **Horizon Therapeutics Public Limited Company**

Meeting Date: 07/27/2023	Country: Ireland Meeting Type: Annual	Ticker: HZNP	
	···· <b>·</b> · · · ·	Primary ISIN: IE00BQPVQZ61	Primary SEDOL: BQPVQZ6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Gino Santini	Mgmt	For	For
1b	Elect Director James Shannon	Mgmt	For	Against
	Voter Rationale: The Company should put minimum expectation is that women shou		rease gender diversity on the board. In develo % of the board.	oped markets, our
1c	Elect Director Timothy P. Walbert	Mgmt	For	For
		sufficient time and ene	at publicly listed companies are expected to ho rgy to discharge their roles properly, particula	
2	Ratify PricewaterhouseCoopers LLP as Auditors and Authorise Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies who have hat 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	Against

shareholder approval. 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. Long-term incentive awards should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant.

### Houlihan Lokey, Inc.

leeting Date	: 09/20/2023 Country: USA Meeting Type: Annu	al	Ticker: HLI	
			Primary ISIN: US4415931009	Primary SEDOL: BYQ3PM
roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Irwin N. Gold	Mgmt	For	Withhold
	Voter Rationale: We oppose dual class str to allow for equal voting rights among sha		aired or enhanced voting rights. The company	should amend its structure
1.2	Elect Director Cyrus D. Walker	Mgmt	For	Withhold
		oard failed to re	f incorporation should not erode shareholders' i move, or subject to a sunset requirement, the o	classified board, and the
	rights.		o the governing documents, each of which add	ersely impacts snarenoider
1.3		Mgmt	For	For
1.3 2	rights.	Mgmt		
	rights. Elect Director Gillian B. Zucker Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: On early termination, all s event of a change of control. The annual b a procedure which would enable it, should	Mgmt Mgmt share-based awa bonus should be d it identify any fa other key manage	For For ards should be time pro-rated and tested for per assessed using no less than two metrics. The facts of manipulation of reported indicators or c ers which were detrimental to the long-term in	For For rformance, including in the company should put in place other bad faith actions on the
	rights. Elect Director Gillian B. Zucker Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voter Rationale: On early termination, all sevent of a change of control. The annual a procedure which would enable it, should part of any of its executive directors and control.</i>	Mgmt Mgmt share-based awa bonus should be d it identify any fa other key manage	For For ards should be time pro-rated and tested for per assessed using no less than two metrics. The facts of manipulation of reported indicators or c ers which were detrimental to the long-term in	For For rformance, including in the company should put in place other bad faith actions on the
2	rights. Elect Director Gillian B. Zucker Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voter Rationale: On early termination, all s</i> <i>event of a change of control. The annual L</i> <i>a procedure which would enable it, should</i> <i>part of any of its executive directors and o</i> <i>ensure that any funds wrongfully obtained</i> Ratify KPMG LLP as Auditors	Mgmt Mgmt share-based awa bonus should be t it identify any fa ther key manage t in such manner Mgmt	For For rds should be time pro-rated and tested for per assessed using no less than two metrics. The d facts of manipulation of reported indicators or o ers which were detrimental to the long-term in a re repaid to it.	For For rformance, including in the company should put in place ther bad faith actions on the terests of its shareholders, to

### **ICICI Bank Limited**

Meeting Date: 08/30/2023	Country: India Meeting Type: Annual	Ticker: 532174	
		Primary ISIN: INE090A01021	Primary SEDOL: BSZ2BY7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect Sandeep Bakhshi as Director	Mgmt	For	For

### **ICICI Bank Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve M S K A & Associates, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Approve KKC & Associates LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
6	Reelect Hari L. Mundra as Director	Mgmt	For	For
7	Reelect B. Sriram as Director	Mgmt	For	For
8	Reelect S. Madhavan as Director	Mgmt	For	For
9	Approve Revision in Remuneration of Sandeep Bakhshi as Managing Director and Chief Executive Officer	Mgmt	For	For
10	Approve Revision in Remuneration of Sandeep Batra as Executive Director	Mgmt	For	For
11	Approve Revision in Remuneration of Rakesh Jha as Executive Director	Mgmt	For	For
12	Approve Revision in Remuneration of Anup Bagchi as Executive Director	Mgmt	For	For
13	Approve Reappointment and Remuneration of Sandeep Bakhshi as Managing Director & Chief Executive Officer	Mgmt	For	For
14	Approve Material Related Party Transactions for Sale of Securities (Issued by Related or Unrelated Parties) to Related Party for FY2024	Mgmt	For	For
15	Approve Material Related Party Transactions for Current Account Deposits for FY2025	Mgmt	For	For
16	Approve Material Related Party Transactions for Subscription of Securities Issued by Related Parties and Purchase of Securities from Related Parties (Issued by Related or Unrelated Parties) for FY2025	Mgmt	For	For
17	Approve Material Related Party Transactions for Sale of Securities (Issued by Related or Unrelated Parties) to Related Parties for FY2025	Mgmt	For	For
18	Approve Material Related Party Transactions for Fund-Based and/or Non-Fund Based Credit Facilities for FY2025	Mgmt	For	For
19	Approve Material Related Party Transactions for Undertaking Repurchase (Repo) Transactions and Other Permitted Short-Term Borrowing Transactions with the Related Party for FY2025	Mgmt	For	For

### **ICICI Bank Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
20	Approve Material Related Party Transactions for Undertaking Reverse Repurchase (Reverse Repo) and Other Permitted Short-Term Lending Transactions with the Related Party for FY2025	Mgmt	For	For
21	Approve Material Related Party Transactions for Availing Manpower Services for Certain Activities from Related Party for FY2025	Mgmt	For	For
22	Approve Material Related Party Transactions for Availing Insurance Services from Related Party for FY2025	Mgmt	For	For

# **IG Group Holdings plc**

Meeting Date: 09/20/2023	Country: United Kingdom Meeting Type: Annual	Ticker: IGG	
		Primary ISIN: GB00B06QFB75	Primary SEDOL: B06QFB7

Proposal WumberProposal TextProponentMgmt RecVote Instruction1Accept Financial Statements and Statutory ReportsMgmtForFor2Approve Remuneration ReportMgmtForFor3Approve Remuneration ReportMgmtForFor4Approve Final DividendMgmtForFor5Re-elect Mike McTighe as DirectorMgmtForFor6Re-elect June Felix as DirectorMgmtForFor7Re-elect Charlie Rozes as DirectorMgmtForFor8Re-elect Jon Noble as DirectorMgmtForFor9Re-elect Jon Noble as DirectorMgmtForFor10Re-elect Andrew Didham as DirectorMgmtForFor11Re-elect Rakesh Bhasin as DirectorMgmtForFor12Re-elect MuG ang as DirectorMgmtForFor13Re-elect Matcol Indam as DirectorMgmtForFor14Re-elect Malcol Indam as DirectorMgmtForFor15Re-elect Malcol Indam as DirectorMgmtForFor16Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor					
Statutory ReportsStatutory ReportsForFor2Approve Remuneration ReportMgmtForFor3Approve Remuneration PolicyMgmtForFor4Approve Final DividendMgmtForFor5Re-elect Mike McTighe as DirectorMgmtForFor6Re-elect June Felix as DirectorMgmtForFor7Re-elect Charlie Rozes as DirectorMgmtForFor8Re-elect Jon Noble as DirectorMgmtForFor9Re-elect Jon Noble as DirectorMgmtForFor10Re-elect Jonathan Moulds as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Sally-Ann Hibberd as DirectorMgmtForFor13Re-elect Malcolm Le May as DirectorMgmtForFor14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Suan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor		Proposal Text	Proponent		
3Approve Remuneration PolicyMgmtForFor4Approve Final DividendMgmtForFor5Re-elect Mike McTighe as DirectorMgmtForFor6Re-elect June Felix as DirectorMgmtForFor7Re-elect Charlie Rozes as DirectorMgmtForFor8Re-elect Jon Noble as DirectorMgmtForFor9Re-elect Jonathan Moulds as DirectorMgmtForFor10Re-elect Andrew Didham as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Mu Gang as DirectorMgmtForFor13Re-elect Malcolm Le May as DirectorMgmtForFor14Re-elect Susan Skerritt as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	1		Mgmt	For	For
4Approve Final DividendMgmtForFor5Re-elect Mike McTighe as DirectorMgmtForFor6Re-elect June Felix as DirectorMgmtForFor7Re-elect Charlie Rozes as DirectorMgmtForFor8Re-elect Jon Noble as DirectorMgmtForFor9Re-elect Jonathan Moulds as DirectorMgmtForFor10Re-elect Andrew Didham as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Mu Gang as DirectorMgmtForFor13Re-elect Mu Gang as DirectorMgmtForFor14Re-elect Susan Skerritt as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	2	Approve Remuneration Report	Mgmt	For	For
5Re-elect Mike McTighe as DirectorMgmtForFor6Re-elect June Felix as DirectorMgmtForFor7Re-elect Charlie Rozes as DirectorMgmtForFor8Re-elect Jon Noble as DirectorMgmtForFor9Re-elect Jonathan Moulds as DirectorMgmtForFor10Re-elect Rakesh Bhasin as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Sally-Ann Hibberd as DirectorMgmtForFor13Re-elect Malcoln Le May as DirectorMgmtForFor14Re-elect Susan Skerritt as DirectorMgmtForFor15Re-elect Helen Stevenson as DirectorMgmtForFor16Reappoint PricewaterhouseCoopers LLPMgmtForFor	3	Approve Remuneration Policy	Mgmt	For	For
6Re-elect June Felix as DirectorMgmtForFor7Re-elect Charlie Rozes as DirectorMgmtForFor8Re-elect Jon Noble as DirectorMgmtForFor9Re-elect Jonathan Moulds as DirectorMgmtForFor10Re-elect Rakesh Bhasin as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Sally-Ann Hibberd as DirectorMgmtForFor13Re-elect Sally-Ann Hibberd as DirectorMgmtForFor14Re-elect Susan Skerritt as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-plect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	4	Approve Final Dividend	Mgmt	For	For
7Re-elect Charlie Rozes as DirectorMgmtForFor8Re-elect Jon Noble as DirectorMgmtForFor9Re-elect Jonathan Moulds as DirectorMgmtForFor10Re-elect Rakesh Bhasin as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Wu Gang as DirectorMgmtForFor13Re-elect Sally-Ann Hibberd as DirectorMgmtForFor14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-appoint PricewaterhouseCoopers LLPMgmtForFor	5	Re-elect Mike McTighe as Director	Mgmt	For	For
8Re-elect Jon Noble as DirectorMgmtForFor9Re-elect Jonathan Moulds as DirectorMgmtForFor10Re-elect Rakesh Bhasin as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Wu Gang as DirectorMgmtForFor13Re-elect Sally-Ann Hibberd as DirectorMgmtForFor14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	6	Re-elect June Felix as Director	Mgmt	For	For
9Re-elect Jonathan Moulds as DirectorMgmtForFor10Re-elect Rakesh Bhasin as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Wu Gang as DirectorMgmtForFor13Re-elect Sally-Ann Hibberd as DirectorMgmtForFor14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	7	Re-elect Charlie Rozes as Director	Mgmt	For	For
10Re-elect Rakesh Bhasin as DirectorMgmtForFor11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Wu Gang as DirectorMgmtForFor13Re-elect Sally-Ann Hibberd as DirectorMgmtForFor14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	8	Re-elect Jon Noble as Director	Mgmt	For	For
11Re-elect Andrew Didham as DirectorMgmtForFor12Re-elect Wu Gang as DirectorMgmtForFor13Re-elect Sally-Ann Hibberd as DirectorMgmtForFor14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	9	Re-elect Jonathan Moulds as Director	Mgmt	For	For
12Re-elect Wu Gang as DirectorMgmtForFor13Re-elect Sally-Ann Hibberd as DirectorMgmtForFor14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	10	Re-elect Rakesh Bhasin as Director	Mgmt	For	For
13Re-elect Sally-Ann Hibberd as DirectorMgmtForFor14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	11	Re-elect Andrew Didham as Director	Mgmt	For	For
14Re-elect Malcolm Le May as DirectorMgmtForFor15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	12	Re-elect Wu Gang as Director	Mgmt	For	For
15Re-elect Susan Skerritt as DirectorMgmtForFor16Re-elect Helen Stevenson as DirectorMgmtForFor17Reappoint PricewaterhouseCoopers LLPMgmtForFor	13	Re-elect Sally-Ann Hibberd as Director	Mgmt	For	For
16     Re-elect Helen Stevenson as Director     Mgmt     For     For       17     Reappoint PricewaterhouseCoopers LLP     Mgmt     For     For	14	Re-elect Malcolm Le May as Director	Mgmt	For	For
17 Reappoint PricewaterhouseCoopers LLP Mgmt For For	15	Re-elect Susan Skerritt as Director	Mgmt	For	For
	16	Re-elect Helen Stevenson as Director	Mgmt	For	For
as Auditors	17	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

### **IG Group Holdings plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
18	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
19	Approve Long Term Incentive Plan	Mgmt	For	For
20	Approve Sustained Performance Plan	Mgmt	For	For
21	Approve Global Share Purchase Plan	Mgmt	For	For
22	Authorise Issue of Equity	Mgmt	For	For
23	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
24	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
25	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
26	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
27	Adopt New Articles of Association	Mgmt	For	For

#### **Infratil Limited**

Meeting Date: 08/17/2023	Country: New Zealand	Ticker: IFT	
	Meeting Type: Annual		
		Primary ISIN: NZIFTE0003S3	Primary SEDOL: 6459286

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Peter Springford as Director	Mgmt	For	For
2	Elect Anne Urlwin as Director	Mgmt	For	For
3	Approve Payment of FY2022 Incentive Fee by Share Issue (2022 Scrip Option) to Morrison & Co Infrastructure Management Limited	Mgmt	For	For
4	Approve Payment of FY2023 Incentive Fee by Share Issue (2023 Scrip Option) to Morrison & Co Infrastructure Management Limited	Mgmt	For	For
5	Approve the Increase in Maximum Aggregate Remuneration of Directors	Mgmt	For	Against

Voter Rationale: A vote AGAINST this resolution is warranted. The proposed NED fee increases are excessive compared with market capitalisation peers. The fees currently paid to the chairman and other NEDs are in line relative to the average of peers at NZX-listed entities is similar in size in terms of market capitalisation. The proposed increases in NED base fees would contribute to put NED fees in this company materially above market capitalization peers.

6	Authorize Board to Fix Remuneration of	Mgmt	For	For
	the Auditors			

# Inter Parfums, Inc.

Meeting Date: 09/14/2023

Country: USA Meeting Type: Annual Ticker: IPAR

Primary ISIN: US4583341098

Primary SEDOL: 2473150

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jean Madar	Mgmt	For	For
1.2	Elect Director Philippe Benacin	Mgmt	For	For
1.3	Elect Director Philippe Santi	Mgmt	For	For
1.4	Elect Director Francois Heilbronn	Mgmt	For	Withhold
	Voter Rationale: The Company should put minimum expectation is that women shou has long tenure. Long tenured directors of independent. In the context of increasing who have a good and recent understandii company significantly exceeds the market	Ild comprise at least could lack independe ly complex internation ng of the accounting	27% of the board. The nomin nce from the company and we onal accounting standards, the rules and of the audit process	ee serves as Audit Committee Chair and expect key committee Chairs to be audit committee benefits from members 5. The average board tenure at the
1.5	Elect Director Robert Bensoussan	Mgmt	For	Withhold
	Voter Rationale: In the context of increase members who have a good and recent un	5, ,	accounting rules and of the au	
	the company significantly exceeds the ma	arket average, raising	concerns regarding board ref	reshment and succession planning.
6	the company significantly exceeds the ma	<i>arket average, raisin<u>o</u></i> Mgmt	<i>a concerns regarding board rel</i> For	<i>reshment and succession planning.</i> Withhold
1.6	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Mgmt	For ational accounting standards, a	Withhold
	Elect Director Veronique Gabai-Pinsky Voter Rationale: In the context of increas	Mgmt	For ational accounting standards, a	Withhold
7	Elect Director Veronique Gabai-Pinsky Voter Rationale: In the context of increase members who have a good and recent un	Mgmt ingly complex intern inderstanding of the a	For ational accounting standards, a accounting rules and of the au	Withhold <i>the audit committee benefits from</i> <i>dit process.</i>
l.7 l.8	Elect Director Veronique Gabai-Pinsky Voter Rationale: In the context of increas members who have a good and recent un Elect Director Gilbert Harrison	Mgmt <i>ingly complex intern</i> <i>inderstanding of the a</i> Mgmt	For ational accounting standards, a accounting rules and of the aud For	Withhold the audit committee benefits from dit process. For
l.7 l.8	Elect Director Veronique Gabai-Pinsky Voter Rationale: In the context of increas members who have a good and recent un Elect Director Gilbert Harrison Elect Director Michel Atwood Elect Director Gerard Kappauf	Mgmt <i>ingly complex intern</i> <i>inderstanding of the a</i> Mgmt Mgmt Mgmt es, the board should	For ational accounting standards, a for For For For	Withhold the audit committee benefits from dit process. For For Withhold
1.7 1.8 1.9	Elect Director Veronique Gabai-Pinsky <i>Voter Rationale: In the context of increass</i> <i>members who have a good and recent un</i> Elect Director Gilbert Harrison Elect Director Michel Atwood Elect Director Gerard Kappauf ("Kappauf") <i>Voter Rationale: For widely held companie</i>	Mgmt <i>ingly complex intern</i> <i>iderstanding of the a</i> Mgmt Mgmt Mgmt <i>es, the board should</i> <i>I objectivity.</i>	For ational accounting standards, a for For For For	Withhold the audit committee benefits from dit process. For For Withhold
1.6 1.7 1.8 1.9 2	Elect Director Veronique Gabai-Pinsky <i>Voter Rationale: In the context of increase</i> <i>members who have a good and recent un</i> Elect Director Gilbert Harrison Elect Director Michel Atwood Elect Director Gerard Kappauf ("Kappauf") <i>Voter Rationale: For widely held companie</i> <i>appropriate balance of independence and</i> Advisory Vote to Ratify Named Executive	Mgmt ingly complex intern inderstanding of the a Mgmt Mgmt Mgmt es, the board should d objectivity. Mgmt cutives should be clear incentive awards si late of grant. The con- rted indicators or oth	For ational accounting standards, it foccounting rules and of the aud For For For For For For anly disclosed and include robu a sufficiently long period of tin hould be used to incentivise lo mpany should put in place a p iner bad faith actions on the pa	Withhold the audit committee benefits from dit process. For For Withhold dent non-executive directors to ensure Against ist and stretching performance targets to ne. The annual bonus should be assessed ng-term performance and should not be rocedure which would enable it, should it rt of any of its executive directors and

Voter Rationale: We support an annual say on pay frequency.

#### **Inter Parfums, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Amend Stock Option Plan	Mgmt	For	Against
			cutive directors as this may compromise their cutives should be clearly disclosed and includ	

performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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. Long-term incentive awards should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant. 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 Ratify Mazars USA LLP as Auditors Mgmt For 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.

#### ITO EN, LTD.

Meeting Date: 07/26/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 2593	
	Heeting Type. Annual	Primary ISIN: JP3143000002	Primary SEDOL: 6455789

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 25 for Class 1 Preferred Shares and JPY 20 for Ordinary Shares	Mgmt	For	For
2	Amend Articles to Adopt Board Structu with Audit Committee - Amend Provisions on Number of Directors - Authorize Board to Determine Income Allocation	re Mgmt	For	For
		d policy. However, v	ve note that this proposal wo	ise invested. Shareholders should retain the puld permit the company to adopt a board current Kansayaku board structure.
3.1	Elect Director Honjo, Hachiro	Mgmt	For	Against
3.1	5,	put in place a policy	to increase gender diversity	Against on the board. In developing markets, our
3.1 3.2	Voter Rationale: The Company should	put in place a policy	to increase gender diversity	
	Voter Rationale: The Company should minimum expectation is that women sh Elect Director Honjo, Daisuke	put in place a policy ould comprise at lea Mgmt put in place a policy	to increase gender diversity ast 13.5% of the board. For to increase gender diversity	on the board. In developing markets, our
	Voter Rationale: The Company should minimum expectation is that women sh Elect Director Honjo, Daisuke Voter Rationale: The Company should	put in place a policy ould comprise at lea Mgmt put in place a policy	to increase gender diversity ast 13.5% of the board. For to increase gender diversity	y on the board. In developing markets, our Against
3.2	Voter Rationale: The Company should minimum expectation is that women sh Elect Director Honjo, Daisuke Voter Rationale: The Company should minimum expectation is that women sh	put in place a policy ould comprise at lea Mgmt put in place a policy ould comprise at lea	to increase gender diversity ast 13.5% of the board. For to increase gender diversity ast 13.5% of the board.	y on the board. In developing markets, our Against y on the board. In developing markets, our
3.2	Voter Rationale: The Company should minimum expectation is that women sh Elect Director Honjo, Daisuke Voter Rationale: The Company should minimum expectation is that women sh Elect Director Honjo, Shusuke	put in place a policy ould comprise at lea Mgmt put in place a policy ould comprise at lea Mgmt	to increase gender diversity ast 13.5% of the board. For to increase gender diversity ast 13.5% of the board. For	y on the board. In developing markets, our Against y on the board. In developing markets, our For

# ITO EN, LTD.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.7	Elect Director Yosuke Jay Oceanbright Honjo	Mgmt	For	For
3.8	Elect Director Hirata, Atsushi	Mgmt	For	For
3.9	Elect Director Takano, Hideo	Mgmt	For	For
3.10	Elect Director Abe, Keiko	Mgmt	For	For
4.1	Elect Director and Audit Committee Member Kondo, Kiyoshi	Mgmt	For	For
4.2	Elect Director and Audit Committee Member Usui, Yuichi	Mgmt	For	For
4.3	Elect Director and Audit Committee Member Tanaka, Yutaka	Mgmt	For	For
4.4	Elect Director and Audit Committee Member Yokokura, Hitoshi	Mgmt	For	For
5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For
6	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	Mgmt	For	For
7	Approve Restricted Stock Plan	Mgmt	For	Against

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

### **IVERIC** bio, Inc.

Meeting Date: 07/06/2023	Country: USA Meeting Type: Special	Ticker: ISEE	
		Primary ISIN: US46583P1021	Primary SEDOL: BK8Y8K9

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

## **James Hardie Industries Plc**

Meeting Date: 08/03/2023	Country: Ireland Meeting Type: Annual	Ticker: JHX	
	5 77 1	Primary ISIN: AU000000JHX1	Primary SEDOL: B60QWJ2

#### **James Hardie Industries Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve the Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sha clearly linked to performance and demons normal part of their jobs. The remuneratio	reholder value ove strate shareholder n committee shou es not articulate h	er a sufficiently long period of value creation in addition to ld not allow vesting of incen ow executives performed ag	and above that expected of directors as a tive awards for substantially below median gainst historic performance targets. The board
3a	Elect Renee Peterson as Director	Mgmt	For	For
		-		
3b	Elect Nigel Stein as Director Voter Rationale: The late lodgment of the concerns.	Mgmt company's Notice	For of Meeting compared to pri	Against ior years raises corporate governance
3c	Elect Harold Wiens as Director	Mgmt	For	For
4	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For
5	Approve Grant of Return on Capital Employed Restricted Stock Units to Aaron Erter	Mgmt	For	Against
		reholder value ove	er a sufficiently long period o	e robust and stretching performance targets to f time. The remuneration committee should
6	Approve Grant of Relative Total Shareholder Return Restricted Stock Units to Aaron Erter	Mgmt	For	Against
		reholder value ove	er a sufficiently long period c	robust and stretching performance targets to f time. The remuneration committee should
7	Approve Renewal of the James Hardie 2020 Non-Executive Director Equity Plan and Issue of Shares Thereunder	Mgmt	None	For
	Approve Depowel of Authority for	Mgmt	For	For
8	Approve Renewal of Authority for Directors to Allot and Issue Shares	-		

#### Japan Excellent, Inc.

Meeting Date: 09/29/2023

Country: Japan Meeting Type: Special Ticker: 8987

Primary ISIN: JP3046420000

Primary SEDOL: B15T1R2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet	Mgmt	For	For
2	Elect Executive Director Kayama, Shuichiro	Mgmt	For	For
3	Elect Alternate Executive Director Ono, Kazuhiro	Mgmt	For	For
4.1	Elect Supervisory Director Takagi, Eiji	Mgmt	For	For
4.2	Elect Supervisory Director Hirakawa, Osamu	Mgmt	For	For
4.3	Elect Supervisory Director Komatsu, Hiroaki	Mgmt	For	For

# Japan Prime Realty Investment Corp.

Meeting Date: 09/05/2023	Country: Japan Meeting Type: Special	Ticker: 8955	
		Primary ISIN: JP3040890000	Primary SEDOL: 6528175

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 Jozaki, Yoshihiro	Mgmt	For	For
3	Elect Alternate Executive Director Nomura, Yoshinaga	Mgmt	For	For
4.1	Elect Supervisory Director Denawa, Masato	Mgmt	For	For
4.2	Elect Supervisory Director Kusanagi, Nobuhisa	Mgmt	For	For
4.3	Elect Supervisory Director Ikebe, Konomi	Mgmt	For	For

### Jazz Pharmaceuticals plc

Meeting Date: 08/03/2023	Country: Ireland	Ticker: JAZZ	
	Meeting Type: Annual		
		Primary ISIN: IE00B4Q5ZN47	Primary SEDOL: B4Q5ZN4

# Jazz Pharmaceuticals plc

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Bruce C. Cozadd	Mgmt	For	For
1b	Elect Director Heather Ann McSharry	Mgmt	For	For
1c	Elect Director Anne O'Riordan	Mgmt	For	For
1d	Elect Director Rick E. Winningham	Mgmt	For	For
2	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies who have h for bringing in a new auditing firm.	ad the same audito	for a period of over 10 years should consider	a plan or tender process
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	For
	Voter Rationale: Incentive awards to exe reward strong performance and drive sha		learly disclosed and include robust and stretch r a sufficiently long period of time.	ing performance targets to
4	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital c circumstances only and fully justified by		without pre-emption rights should be underta	aken in exceptional
				_
<sup>5</sup> Jet2 Pic	Adjourn Meeting	Mgmt	For	For
et2 Plo		gdom	Ticker: JET2	For
	:: 09/07/2023 Country: United Kin	gdom		For Primary SEDOL: B1722W
let2 Plo	:: 09/07/2023 Country: United Kin	gdom	Ticker: JET2	
Jet2 Pic	: 09/07/2023 Country: United Kin Meeting Type: Ann	gdom ual	Ticker: JET2 Primary ISIN: GB00B1722W11 Mgmt	Primary SEDOL: B1722W Vote
Veeting Date	Proposal Text Accept Financial Statements and	gdom ual <b>Proponent</b>	Ticker: JET2 Primary ISIN: GB00B1722W11 Mgmt Rec	Primary SEDOL: B1722W Vote Instruction
Veeting Date	e: 09/07/2023 Country: United Kin Meeting Type: Ann Proposal Text Accept Financial Statements and Statutory Reports	gdom ual <b>Proponent</b>	Ticker: JET2 Primary ISIN: GB00B1722W11 Mgmt Rec	Primary SEDOL: B1722W Vote Instruction
Veeting Date	Proposal Text Accept Financial Statements and Statutory Reports Voter Rationale: .	gdom ual Proponent Mgmt	Ticker: JET2 Primary ISIN: GB00B1722W11 Mgmt Rec For	Primary SEDOL: B1722W Vote Instruction For
Iet2 Pic Meeting Date	e: 09/07/2023 Country: United Kin Meeting Type: Ann Proposal Text Accept Financial Statements and Statutory Reports Voter Rationale: . Approve Final Dividend Re-elect Philip Meeson as Director	gdom ual          Proponent         Mgmt         Mgmt	Ticker: JET2 Primary ISIN: GB00B1722W11 Mgmt Rec For For	Primary SEDOL: B1722W
Iet2 Pic Meeting Date	e: 09/07/2023 Country: United Kin Meeting Type: Ann Proposal Text Accept Financial Statements and Statutory Reports Voter Rationale: . Approve Final Dividend Re-elect Philip Meeson as Director	gdom ual          Proponent         Mgmt         Mgmt	Ticker: JET2         Primary ISIN: GB00B1722W11         Mgmt         Rec         For         For         For         For         For         For         For         For         For	Primary SEDOL: B1722W
Veeting Date Veeting Date	E 09/07/2023 Country: United Kin Meeting Type: Ann Proposal Text Accept Financial Statements and Statutory Reports Voter Rationale: . Approve Final Dividend Re-elect Philip Meeson as Director Voter Rationale: The director is the Exect Re-elect Robin Terrell as Director Voter Rationale: The Company should put	gdom ual Proponent Mgmt Mgmt Utive chair of the boo Mgmt tr in place a policy to	Ticker: JET2         Primary ISIN: GB00B1722W11         Mgmt Rec         For         For         For         For         For         and sits on the remuneration committee.	Vote         Instruction         For         For         Abstain         For         Vote         For
Veeting Date Veeting Date	E 09/07/2023 Country: United Kin Meeting Type: Ann Proposal Text Accept Financial Statements and Statutory Reports Voter Rationale: . Approve Final Dividend Re-elect Philip Meeson as Director Voter Rationale: The director is the Exect Re-elect Robin Terrell as Director Voter Rationale: The Company should put minimum expectation is that women should put	gdom ual Proponent Mgmt Mgmt Utive chair of the boo Mgmt tr in place a policy to	Ticker: JET2         Primary ISIN: GB00B1722W11         Mgmt Rec         For         Fo	Vote         Instruction         For         For         Abstain         For         Vote         For

# **Jet2 Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Reappoint 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 pl	an or tender process for
8	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
9	Approve Increase in the Maximum Aggregate Fees Payable to Directors	Mgmt	For	For
10	Authorise Issue of Equity	Mgmt	For	For
11	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
12	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
13	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For

# KeePer Technical Laboratory Co., Ltd.

Meeting Date: 09/27/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 6036	
		Primary ISIN: JP3236320002	Primary SEDOL: BVFNJ69

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Accounting Transfers	Mgmt	For	For
2.1	Elect Director Tani, Yoshimichi	Mgmt	For	For
2.2	Elect Director Kaku, Toshiyuki	Mgmt	For	For
2.3	Elect Director Suzuoki, Chikashi	Mgmt	For	For
2.4	Elect Director Miura, Kensuke	Mgmt	For	For
2.5	Elect Director Nozaki, Keisuke	Mgmt	For	For
2.6	Elect Director Masuda, Takashi	Mgmt	For	For
2.7	Elect Director Yamashita, Ayako	Mgmt	For	For
2.8	Elect Director Oshima, Moe	Mgmt	For	For
2.9	Elect Director Saito, Ryosuke	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Muto, Takashi	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Matsubara, Yoshihiro	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Kono, Fumio	Mgmt	For	For
4	Elect Alternate Director and Audit Committee Member Haruna, Junya	Mgmt	For	For

# KeePer Technical Laboratory Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
5	Approve Restricted Stock Plan	Mgmt	For	Against		
	Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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.					
6	Approve Restricted Stock Plan	Mgmt	For	Against		
	Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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.					
7	Appoint Gyosei & Co. as New External Audit Firm	Mgmt	For	For		

### Kenedix Office Investment Corp.

Meeting Date: 08/22/2023	Country: Japan Meeting Type: Special	<b>Ticker:</b> 8972	
	Ficeling Type: Special	Primary ISIN: JP3046270009	Primary SEDOL: B0C5Q59

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement with Kenedix Residential Next Investment Corp. and Kenedix Retail REIT Corp.	Mgmt	For	For
2	Amend Articles to Change REIT Name - Increase Authorized Capital - Amend Provisions on Deemed Approval System - Amend Compensation to Audit Firm - Amend Limits for Borrowings and Investment Corporation Bonds - Amend Asset Management Compensation	Mgmt	For	For
3	Elect Executive Director Momoi, Hiroaki	Mgmt	For	For
4	Elect Alternate Executive Director Watanabe, Moyuru	Mgmt	For	For
5.1	Elect Supervisory Director Tokuma, Akiko	Mgmt	For	For
5.2	Elect Supervisory Director Utsunomiya, Osamu	Mgmt	For	For
5.3	Elect Supervisory Director Yamakawa, Akiko	Mgmt	For	For
5.4	Elect Supervisory Director Yamanaka, Satoru	Mgmt	For	For

### Kenedix Residential Next Investment Corp.

Meeting Date: 08/21/2023	Country: Japan Meeting Type: Special	<b>Ticker:</b> 3278	
		Primary ISIN: JP3047480003	Primary SEDOL: B76BZX3

# Kenedix Residential Next Investment Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement with Kenedix Office Investment Corp. and Kenedix Retail REIT Corp.	Mgmt	For	For
2	Terminate Asset Management Contract with Kenedix Real Estate Fund Management, Inc.	Mgmt	For	For
3	Amend Articles to Disclose Unitholder Meeting Materials on Internet - Add Provisions on Asset Management Compensation	Mgmt	For	For
4	Elect Executive Director Kawashima, Tetsu	Mgmt	For	For
5	Elect Alternate Executive Director Nagamata, Michiru	Mgmt	For	For
6.1	Elect Supervisory Director Chiba, Osamu	Mgmt	For	For
6.2	Elect Supervisory Director Ogawa, Satoshi	Mgmt	For	For
6.3	Elect Supervisory Director Utsunomiya, Osamu	Mgmt	For	For

# Kenedix Retail REIT Corp.

Meeting Date: 08/21/2023	Country: Japan Meeting Type: Special	Ticker: 3453	
		Primary ISIN: JP3047900000	Primary SEDOL: BTLX226

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement with Kenedix Office Investment Corp. and Kenedix Residential Next Investment Corp.	Mgmt	For	For
2	Terminate Asset Management Contract with Kenedix Real Estate Fund Management, Inc.	Mgmt	For	For
3	Amend Articles to Change Fiscal Term - Add Provisions on Asset Management Compensation	Mgmt	For	For

### **Korn Ferry**

Meeting Date: 09/21/2023	Country: USA Meeting Type: Annual	Ticker: KFY	
		Primary ISIN: US5006432000	Primary SEDOL: 2386849

# **Korn Ferry**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Doyle N. Beneby	Mgmt	For	For
1b	Elect Director Laura M. Bishop	Mgmt	For	For
1c	Elect Director Gary D. Burnison	Mgmt	For	For
1d	Elect Director Matthew J. Espe	Mgmt	For	For
1e	Elect Director Charles L. Harrington	Mgmt	For	For
1f	Elect Director Jerry P. Leamon	Mgmt	For	For
1g	Elect Director Angel R. Martinez	Mgmt	For	For
1h	Elect Director Debra J. Perry	Mgmt	For	Against
	Voter Rationale: The nominee serves as a from the company and we expect key co directorships and ensure they have suffic company situations requiring substantial	Audit Committee Ch nmittee Chairs to L ient time and energ amounts of time.	hair and has long tenure. Long te be independent. Directors are e gy to discharge their role prope	tenured directors could lack independence xpected to hold only a small number of rly, particularly during unexpected
1h 1i	Voter Rationale: The nominee serves as a from the company and we expect key co directorships and ensure they have suffic	Audit Committee Ch nmittee Chairs to L ient time and energ	hair and has long tenure. Long t be independent. Directors are e	tenured directors could lack independence xpected to hold only a small number of
	Voter Rationale: The nominee serves as a from the company and we expect key co directorships and ensure they have suffic company situations requiring substantial	Audit Committee Ch mmittee Chairs to L ient time and energ amounts of time. Mgmt	hair and has long tenure. Long te be independent. Directors are e gy to discharge their role prope	tenured directors could lack independence xpected to hold only a small number of rly, particularly during unexpected
1i	Voter Rationale: The nominee serves as a from the company and we expect key co directorships and ensure they have suffic company situations requiring substantial Elect Director Lori J. Robinson Advisory Vote to Ratify Named Executive Officers' Compensation	Audit Committee Ch mmittee Chairs to L ient time and energ amounts of time. Mgmt Mgmt puld not exceed two	hair and has long tenure. Long t be independent. Directors are e gy to discharge their role prope For For For	tenured directors could lack independence expected to hold only a small number of rly, particularly during unexpected For For packages should be subject to a separate
1i	Voter Rationale: The nominee serves as a from the company and we expect key co- directorships and ensure they have suffic company situations requiring substantial Elect Director Lori J. Robinson Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: Severance payments sho shareholder approval. The remuneration	Audit Committee Ch mmittee Chairs to L ient time and energ amounts of time. Mgmt Mgmt puld not exceed two	hair and has long tenure. Long t be independent. Directors are e gy to discharge their role prope For For For	tenured directors could lack independence expected to hold only a small number of rly, particularly during unexpected For For Dackages should be subject to a separate
1i 2	Voter Rationale: The nominee serves as a from the company and we expect key co directorships and ensure they have suffic company situations requiring substantial Elect Director Lori J. Robinson Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: Severance payments sho shareholder approval. The remuneration performance.	Audit Committee Ch mmittee Chairs to L ient time and energe amounts of time. Mgmt Mgmt build not exceed two committee should in Mgmt	hair and has long tenure. Long t be independent. Directors are e gy to discharge their role prope For For o years pay. Larger severance p not allow vesting of incentive an One Year	tenured directors could lack independence xpected to hold only a small number of rly, particularly during unexpected For For backages should be subject to a separate wards for substantially below median

# Kusuri No Aoki Holdings Co., Ltd.

Meeting Date: 08/17/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 3549	
		Primary ISIN: JP3266190002	Primary SEDOL: BYX8TV2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Add Provisions on Management Philosophy	Mgmt	For	For
2.1	Elect Director Aoki, Yasutoshi	Mgmt	For	For
2.2	Elect Director Aoki, Hironori	Mgmt	For	For
2.3	Elect Director Aoki, Takanori	Mgmt	For	For
2.4	Elect Director Yahata, Ryoichi	Mgmt	For	For

# Kusuri No Aoki Holdings Co., Ltd.

lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.5	Elect Director Iijima, Hitoshi	Mgmt	For	For
2.6	Elect Director Okada, Motoya	Mgmt	For	For
2.7	Elect Director Yanagida, Naoki	Mgmt	For	For
2.8	Elect Director Koshida, Toshiya	Mgmt	For	For
2.9	Elect Director Inoue, Yoshiko	Mgmt	For	For
2.10	Elect Director Fujii, Hiromitsu	Mgmt	For	Against
	nominee Ikei appears to have more relev	ant experience than no inee is reactive and ma	ht and strategy execution at the company. Th minee Fujii, who has been proposed by the co de in response to the dissident nominee as op	ompany. Furthermore,
3	Appoint Alternate Statutory Auditor Morioka, Shinichi	Mgmt	For	For
4	Appoint Shareholder Director Nominee Ikei, Yoshiaki	SH	Against	For
	nominee Ikei appears to have more relev	ant experience than no inee is reactive and ma	ht and strategy execution at the company. The minee Fujii, who has been proposed by the co de in response to the dissident nominee as op	ompany. Furthermore,
5	nominee Ikei appears to have more relev we have concerns the management nom	ant experience than no inee is reactive and ma	minee Fujii, who has been proposed by the co	ompany. Furthermore,
5	nominee Ikei appears to have more relev we have concerns the management nom effort at improving governance tat the co Amend Articles to Appoint Lead Independent Director	rant experience than no inee is reactive and man impany. SH	minee Fujii, who has been proposed by the co de in response to the dissident nominee as op	porpany. Furthermore, posed to an honest For
5	nominee Ikei appears to have more relev we have concerns the management nom effort at improving governance tat the co Amend Articles to Appoint Lead Independent Director Voter Rationale: A lead independent direct	rant experience than no inee is reactive and man impany. SH	minee Fujii, who has been proposed by the co de in response to the dissident nominee as op Against	porpany. Furthermore, posed to an honest
	nominee Ikei appears to have more relev we have concerns the management nomi- effort at improving governance tat the co- Amend Articles to Appoint Lead Independent Director <i>Voter Rationale: A lead independent direc</i> <i>shareholder dialogue.</i> Amend Articles to Establish Advisory Nominating and Compensation Committee	rant experience than no inee is reactive and man impany. SH ctor may be better able SH	minee Fujii, who has been proposed by the co de in response to the dissident nominee as op Against to balance the founding family executives on	For For For
	nominee Ikei appears to have more relev we have concerns the management nomi- effort at improving governance tat the co- Amend Articles to Appoint Lead Independent Director <i>Voter Rationale: A lead independent direc</i> <i>shareholder dialogue.</i> Amend Articles to Establish Advisory Nominating and Compensation Committee <i>Voter Rationale: The establishment of an</i>	rant experience than no inee is reactive and man impany. SH ctor may be better able SH	minee Fujii, who has been proposed by the co de in response to the dissident nominee as op Against to balance the founding family executives on Against	For For For

## Kweichow Moutai Co., Ltd.

Meeting Date: 09/07/2023	Country: China Meeting Type: Special	<b>Ticker:</b> 600519	
		Primary ISIN: CNE0000018R8	Primary SEDOL: 6414832

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Wang Li as Non-independent Director	Mgmt	For	For

#### Lamb Weston Holdings, Inc.

Meeting Date: 09/28/2023

Country: USA Meeting Type: Annual Ticker: LW

Primary ISIN: US5132721045

Primary SEDOL: BDQZFJ3

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Peter J. Bensen	Mgmt	For	For
1b	Elect Director Charles A. Blixt	Mgmt	For	For
1c	Elect Director Robert J. Coviello	Mgmt	For	For
1d	Elect Director Rita Fisher	Mgmt	For	For
1e	Elect Director Andre J. Hawaux	Mgmt	For	For
1f	Elect Director W.G. Jurgensen	Mgmt	For	For
1g	Elect Director Thomas P. Maurer	Mgmt	For	For
1h	Elect Director Hala G. Moddelmog	Mgmt	For	For
1i	Elect Director Robert A. Niblock	Mgmt	For	For
1j	Elect Director Maria Renna Sharpe	Mgmt	For	For
k	Elect Director Thomas P. Werner	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
		formance and drive y. Larger severance clearly disclosed an over a sufficiently lo	shareholder value over a packages should be subje d include robust and strete ong period of time. A large	sufficiently long period of time. Severance
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	on pay frequency.		
	Ratify KPMG LLP as Auditors	Mgmt	For	For

### Land Securities Group Plc

Meeting Date: 07/06/2023	Country: United Kingdom Meeting Type: Annual	Ticker: LAND	
		Primary ISIN: GB00BYW0PQ60	Primary SEDOL: BYW0PQ6

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

# **Land Securities Group Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Sir Ian Cheshire as Director	Mgmt	For	For
	Voter Rationale: The board chairman server of the Nomination Committee.	es as a member	of the Remuneration Col	mmittee. The board chairman serves as a member
5	Elect Miles Roberts as Director	Mgmt	For	For
6	Re-elect Mark Allan as Director	Mgmt	For	For
7	Re-elect Vanessa Simms as Director	Mgmt	For	For
8	Re-elect Edward Bonham Carter as Director	Mgmt	For	For
				rsity levels are below 40% this dis due to the o consider diversity in the succession planning.
9	Re-elect Nicholas Cadbury as Director	Mgmt	For	For
10	Re-elect Madeleine Cosgrave as Director	Mgmt	For	For
11	Re-elect Christophe Evain as Director	Mgmt	For	For
12	Re-elect Manjiry Tamhane as Director	Mgmt	For	For
13	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
14	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
15	Authorise UK Political Donations and Expenditure	Mgmt	For	For
16	Authorise Issue of Equity	Mgmt	For	For
17	Approve Share Incentive Plan	Mgmt	For	For
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For

### Lasertec Corp.

Meeting Date: 09/27/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 6920	
		Primary ISIN: JP3979200007	Primary SEDOL: 6506267

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 128	Mgmt	For	For
2	Amend Articles to Allow Virtual Only Shareholder Meetings	Mgmt	For	For

#### Lasertec Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Elect Director Kusunose, Haruhiko	Mgmt	For	Against
	Voter Rationale: The Company should put minimum expectation is that women shou		ease gender diversity on the board. In develo 5% of the board.	oping markets, our
3.2	Elect Director Okabayashi, Osamu	Mgmt	For	Against
	Voter Rationale: The Company should put minimum expectation is that women shou		ease gender diversity on the board. In develo 5% of the board.	oping markets, our
3.3	Elect Director Moriizumi, Koichi	Mgmt	For	For
3.4	Elect Director Sendoda, Tetsuya	Mgmt	For	For
3.5	Elect Director Misawa, Yutaro	Mgmt	For	For
3.6	Elect Director Tajima, Atsushi	Mgmt	For	For
3.7	Elect Director Mihara, Koji	Mgmt	For	For
3.8	Elect Director Kamide, Kunio	Mgmt	For	For
3.9	Elect Director Iwata, Yoshiko	Mgmt	For	For
4	Approve Annual Bonus	Mgmt	For	For
5	Approve Restricted Stock Plan	Mgmt	For	Against

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

#### **Liberty Global Plc**

Meeting Date: 07/13/2023	Country: United Kingdom	Ticker: LBTYA	
	Meeting Type: Court		
		Primary ISIN: GB00B8W67662	Primary SEDOL: B8W6766

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Meeting for Class C Shareholders	Mgmt			
1	Approve Scheme of Arrangement	Mgmt	For	For	
2	Adjourn Meeting	Mgmt	For	For	
Liberty Global Plc					

#### LIDERTY GIODAL PIC

Meeting Date: 07/13/2023	Country: United Kingdom	Ticker: LBTYA	
	Meeting Type: Special		
		Primary ISIN: GB00B8W67662	Primary SEDOL: B8W6766

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Meeting For Class A, Class B and Class C Shareholders	Mgmt		

# Liberty Global Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Eliminate Supermajority Vote Requirement to Amend Bylaws	Mgmt	For	For		
	Voter Rationale: Board efforts to redu Majority voting should be sufficient to		visions are appreciated, a	as they create artificial barriers for shareholders.		
2	Eliminate Supermajority Vote Requirement for Certain Business Combination	Mgmt	For	For		
	Voter Rationale: Board efforts to reduce supermajority provisions are appreciated, as they create artificial barriers for shareholders. Majority voting should be sufficient to change policies.					
3	Adjourn Meeting	Mgmt	For	For		
Liberty	Media Corporation					
Meeting Date	: 07/17/2023 Country: USA		Ticker: FWONK			

Meeting Date: 07/17/2023	Country: USA	Ticker: FWONK	
	Meeting Type: Special		
		Primary ISIN: US5312298541	Primary SEDOL: BD8QGD5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Spin-Off Agreement	Mgmt	For	For
2	Amend Certificate of Incorporation Re: Tracking Stock	Mgmt	For	For
3	Amend Certificate of Incorporation Re: Liberty SiriusXM Group Recapitalization	Mgmt	For	For
4	Amend Certificate of Incorporation Re: Formula One Group Recapitalization	Mgmt	For	For
5	Adjourn Meeting	Mgmt	For	For

#### Life Storage, Inc.

Meeting Date: 07/18/2023	Country: USA	Ticker: LSI	
	Meeting Type: Special		
		Primary ISIN: US53223X1072	Primary SEDOL: BDCSFJ6

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

Voter Rationale: A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, the board intends to adopt an excise tax gross-up plan prior to closing. Additionally, equity awards will automatically accelerate upon closing.

For

#### **Linde Plc**

Meeting Date: 07/24/2023

Country: Ireland Meeting Type: Annual Ticker: LIN

Primary ISIN: IE000S9YS762

Primary SEDOL: BNZHB81

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
a	Elect Director Stephen F. Angel	Mgmt	For	For
	Voter Rationale: The nominee is a former	executive and conside	red to be non-independent.	
)	Elect Director Sanjiv Lamba	Mgmt	For	For
	Voter Rationale: A vote FOR the director i	nominees is warranted.		
2	Elect Director Ann-Kristin Achleitner	Mgmt	For	For
	Voter Rationale: A vote FOR the director i	nominees is warranted.		
	Elect Director Thomas Enders	Mgmt	For	For
	Voter Rationale: A vote FOR the director i	nominees is warranted.		
	Elect Director Hugh Grant	Mgmt	For	For
	Voter Rationale: A vote FOR the director i	nominees is warranted.		
	Elect Director Joe Kaeser	Mgmt	For	Abstain
	minimum expectation is that women shou accounting standards, the audit committe rules and of the audit process.	Ild comprise at least 27 the benefits from membr	crease gender diversity on the board. In deve % of the board. In the context of increasing! ers who have a good and recent understandir 	ly complex internationa ng of the accounting
	Elect Director Victoria E. Ossadnik	Mgmt	For	For
	Voter Rationale: A vote FOR the director i	nominees is warranted.		
	Elect Director Martin H. Richenhagen	Mgmt	For	For
	Voter Rationale: A vote FOR the director i	nominees is warranted.		
	Elect Director Alberto Weisser	Mgmt	For	For
	Voter Rationale: A vote FOR the director i	nominees is warranted.		
	Elect Director Robert L. Wood	Mgmt	For	For
	Voter Rationale: A vote FOR the director i	nominees is warranted.		
	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		a long period of time should consider a plan o	or tender process for
	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		a long period of time should consider a plan o	or tender process for
	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			vesting of incentive awards for substantially b e tied to performance conditions. At least 50%	

# Linde Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Reduce Supermajority Vote Requirement	Mgmt	For	For

Voter Rationale: Board efforts to reduce supermajority provisions are appreciated, as they create artificial barriers for shareholders. Majority voting should be sufficient to change policies.

#### Link Real Estate Investment Trust

Meeting Date: 07/19/2023	Country: Hong Kong Meeting Type: Annual	<b>Ticker:</b> 823	
		Primary ISIN: HK0823032773	Primary SEDOL: B0PB4M7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Elect Nicholas Charles Allen as Director	Mgmt	For	For
3.2	Elect Christopher John Brooke as Director	Mgmt	For	For
3.3	Elect Poh Lee Tan as Director	Mgmt	For	For
4	Elect Melissa Wu Mao Chin as Director	Mgmt	For	For
5	Authorize Repurchase of Issued Units	Mgmt	For	For

#### LiveRamp Holdings, Inc.

Meeting Date: 08/15/2023	Country: USA Meeting Type: Annual	Ticker: RAMP	
		Primary ISIN: US53815P1084	Primary SEDOL: BGLN838

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Timothy R. Cadogan	Mgmt	For	For
	minimum expectation is that women	should comprise at lea	ast 27% of the board. We note	the board. In developed markets, our that the lack of board gender diversity is
	due to the recent resignation of Kam	akshi Sivaramakrishna	an. Given recent board changes,	, we will continue to monitor this.
1b	due to the recent resignation of Kan Elect Director Vivian Chow	<i>aakshi Sivaramakrishna</i> Mgmt	<i>an. Given recent board changes,</i> For	, we will continue to monitor this. For
1b 1c	2		, j	

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. The remuneration committee should not allow vesting of incentive awards for substantially below median performance.

## LiveRamp Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: Severance payments should not exceed two years pay. Larger severance packages should be subject to a separate shareholder approval. The remuneration committee should not allow vesting of incentive awards for substantially below median performance.					
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year		
	Voter Rationale: We support an annual say on pay frequency.					
5	Ratify KPMG LLP as Auditors	Mgmt	For	For		

# LONGi Green Energy Technology Co., Ltd.

Meeting Date: 07/07/2023	Country: China Meeting Type: Special	Ticker: 601012	
		Primary ISIN: CNE100001FR6	Primary SEDOL: B759P50

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Issuance of GDR Based on New Domestic A-shares and Listing on Swiss Stock Exchange	Mgmt	For	For
2	Approve Demonstration Analysis Report in Connection to Issuance of GDR Based on New Domestic A-shares and Listing on Swiss Stock Exchange	Mgmt	For	For
3	Approve Feasibility Analysis Report on the Use of Proceeds	Mgmt	For	For
4	Approve Report on the Usage of Previously Raised Funds	Mgmt	For	For
5	Approve Impact of Dilution of Current Returns on Major Financial Indicators, the Relevant Measures to be Taken and Commitment from Relevant Parties	Mgmt	For	For
6	Approve Shareholder Dividend Return Plan	Mgmt	For	For

# Luk Fook Holdings (International) Limited

Meeting Date: 08/17/2023	Country: Bermuda	<b>Ticker:</b> 590	
	Meeting Type: Annual		
		Primary ISIN: BMG5695X1258	Primary SEDOL: 6536156

# Luk Fook Holdings (International) 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
3a	Elect Wong Wai Sheung as Director	Mgmt	For	For
	support the Chairman, ensure orderly suc	cession process f	or the Chairman, and act as a	opriate checks and balances on the Board, point of contact for shareholders, hrough the board Chairman are considered
3b	Elect Wong Hau Yeung as Director	Mgmt	For	For
3c	Elect Li Hon Hung as Director	Mgmt	For	For
3d	Elect Wong Yu Pok, Marina as Director	Mgmt	For	For
3е	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 provident to cast an informed vote.	e sufficient inform	nation at least 21 days in adva	nce of the meeting to enable shareholders
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the		6 without pre-emption rights s	hould be undertaken in exceptional
8	Approve Amendments to the Bye-Laws and Adopt Amended and Restated Bye-Laws	Mgmt	For	For

### LXI REIT PLC

Meeting Date: 09/07/2023	Country: United Kingdom Meeting Type: Annual	Ticker: LXI	
		Primary ISIN: GB00BYQ46T41	Primary SEDOL: BYQ46T4

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

# LXI REIT PLC

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Re-elect Cyrus Ardalan as Director	Mgmt	For	Abstain
	Voter Rationale: The Company should put minimum expectation is that women shou		crease gender diversity on the board. In deven 0% of the board.	loped markets, our
5	Re-elect Hugh Seaborn as Director	Mgmt	For	For
6	Re-elect Ismat Levin as Director	Mgmt	For	For
7	Re-elect John Cartwright as Director	Mgmt	For	For
8	Re-elect Sandy Gumm as Director	Mgmt	For	For
9	Re-elect Nick Leslau as Director	Mgmt	For	For
10	Reappoint BDO LLP as Auditors	Mgmt	For	For
11	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
12	Authorise Issue of Equity	Mgmt	For	For
13	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
14	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
15	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
16	Approve Cancellation of the Share Premium Account	Mgmt	For	For
17	Approve Matters Relating to the Appropriation of Distributable Profits of the Company	Mgmt	None	For

# **Macquarie Group Limited**

Meeting Date: 07/27/2023	Country: Australia Meeting Type: Annual	Ticker: MQG	
		Primary ISIN: AU000000MQG1	Primary SEDOL: B28YTC2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2a	Elect Nicola M Wakefield Evans as Director	Mgmt	For	For	
	Voter Rationale: A company that has the new audit firm. We are especially concer			uld consider a tender process to bringing a current audit firm.	
2b	Elect Susan Lloyd-Hurwitz as Director	Mgmt	For	For	
3	Adopt 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. 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 Termination Benefits	Mgmt	For	For	

#### **Macquarie Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Participation of Shemara Wikramanayake in the Macquarie Group Employee Retained Equity Plan	Mgmt	For	For

#### Maeda Kosen Co., Ltd.

Meeting Date: 09/28/2023	Country: Japan Meeting Type: Annual	Ticker: 7821	
	2	Primary ISIN: JP3861250003	Primary SEDOL: B1ZBYD5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Maeda, Yukitoshi	Mgmt	For	For
1.2	Elect Director Maeda, Takahiro	Mgmt	For	For
1.3	Elect Director Saito, Yasuo	Mgmt	For	For
1.4	Elect Director Akiyama, Shigenobu	Mgmt	For	For
1.5	Elect Director Yamada, Masaru	Mgmt	For	For
1.6	Elect Director Fukuda, Fukiko	Mgmt	For	For
1.7	Elect Director Mitani, Koji	Mgmt	For	For

#### **Mahindra & Mahindra Limited**

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Meeting Date: 08/04/2023	Country: India	Ticker: 500520	
	Meeting Type: Annual		
		Primary ISIN: INE101A01026	Primary SEDOL: 6100186

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
3	Approve Dividend	Mgmt	For	For
4	Reelect Vijay Kumar Sharma as Director	Mgmt	For	Against

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. 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.

Reelect Anand G. Mahindra as Director	Mgmt	For	For
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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.

#### Mahindra & Mahindra Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Payment of Remuneration to Anand G. Mahindra as Non-Executive Chairman	Mgmt	For	For
7	Approve Remuneration of Cost Auditors	Mgmt	For	For
8	Approve Revision in the Terms of Remuneration to Anish Shah as Manading Director and Chief Executive Officer	Mgmt	For	For
9	Approve Revision in the Terms of Remuneration to Rajesh Jejurikar as Executive Director and CEO (Auto and Farm Sector)	Mgmt	For	For
10	Amend Articles of Association - Board Related	Mgmt	For	For
11	Approve Material Related Party Transactions between the Company and its Subsidiaries/Associate	Mgmt	For	For
12	Approve Material Related Party Transactions Pertaining to a Subsidiary of the Company	Mgmt	For	For
13	Approve Material Modification of Earlier Approved Material Related Party Transactions between the Company and its Subsidiaries/Associate	Mgmt	For	For

# Major Drilling Group International Inc.

Meeting Date: 09/07/2023	Country: Canada Meeting Type: Annual	Ticker: MDI	
		Primary ISIN: CA5609091031	Primary SEDOL: 2557515

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Director Caroline Donally	Mgmt	For	Against
		ave sufficient time al	nd energy to discharge their	anies are expected to hold no more than one roles properly, particularly during unexpected
1B	Elect Director Louis-Pierre Gignac	Mgmt	For	For
1C	Elect Director Kim Keating	Mgmt	For	For
1D	Elect Director Robert Krcmarov	Mgmt	For	For
1E	Elect Director Juliana L. Lam	Mgmt	For	For
1F	Elect Director Denis Larocque	Mgmt	For	For
1G	Elect Director Janice G. Rennie	Mgmt	For	For

# Major Drilling Group International Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1H	Elect Director Sybil Veenman	Mgmt	For	For
	Voter Rationale: In the context of increa members who have a good and recent			ards, the audit committee benefits from he audit process.
1I	Elect Director Jo Mark Zurel	Mgmt	For	For
2	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	Voter Rationale: The remuneration com performance. On early termination, all event of a change of control.			vards for substantially below median and tested for performance, including in the
3	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	Withhold
	Voter Rationale: Companies that have I	ad the same auditor	for a long period of time s	should consider a plan or tender process for

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.

### **Mapletree Industrial Trust**

Meeting Date: 07/19/2023	Country: Singapore Meeting Type: Annual	Ticker: ME8U	
		Primary ISIN: SG2C32962814	Primary SEDOL: B4LR5Q8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Report of the Trustee, Statement by the Manager, Audited Financial Statements, and Auditor's Report	Mgmt	For	For
	Voter Rationale: Shareholders should have	e the right to elect direc	ctors annually in order to hold them to accour	ot.
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same auditor for a	a period of over 10 years should consider a pla	an or tender process for
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against

### **Mapletree Logistics Trust**

Meeting Date: 07/20/2023	Country: Singapore Meeting Type: Annual	Ticker: M44U	
		Primary ISIN: SG1S03926213	Primary SEDOL: B0D6P43

# **Mapletree Logistics Trust**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Report of the Trustee, Statement by the Manager, Audited Financial Statements and Auditors' Report	Mgmt	For	For
	Voter Rationale: Shareholders should have develop and disclose a policy aimed at en levels, and throughout the organisation.			o hold them to account. Companies should t the board and executive management
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same auditor	r for a period of over 10 year.	s should consider a plan or tender process for
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the		without pre-emption rights	should be undertaken in exceptional

### **Mapletree Pan Asia Commercial Trust**

Meeting Date: 07/28/2023	Country: Singapore Meeting Type: Annual	Ticker: N2IU	
		Primary ISIN: SG2D18969584	Primary SEDOL: B5143W8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Report of the Trustee, Statement by the Manager, Audited Financial Statements and Auditors' Report	Mgmt	For	For
			ctors annually in order to hold them to accour rsity, including gender, at the board and execu	
2	Approve PricewaterhouseCoopers LLP as Auditor and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	l the same auditor for a	a period of over 10 years should consider a pl	an or tender process for
3	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% with	hout pre-emption rights should be undertaken	in exceptional

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

### Marathon Digital Holdings, Inc.

Meeting Date: 07/27/2023	
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Country: USA Meeting Type: Annual Ticker: MARA

Primary ISIN: US5657881067

Primary SEDOL: BLR7B52

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Elect Director Doug Mellinger	Mgmt	For	For		
2	Ratify Marcum, LLP as Auditors	Mgmt	For	Against		
			xceptional circumstances only. Any non-audit fe Large non-audit fees could compromise object			
3	Increase Authorized Common Stock	Mgmt	For	Against		
	Voter Rationale: The proposed authorizati justify such an action.	on is too large, and th	e company has not provided sufficiently persu	asive information to		
1	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: Incentive awards to exect reward strong performance and drive sha		ly disclosed and include robust and stretching p sufficiently long period of time.	performance targets to		
5	Other Business	Mgmt	For	Against		
	Voter Rationale: Any Other Business' should not be a voting item.					

Meeting Date: 09/29/2023	Country: USA	Ticker: MARA	
	Meeting Type: Special		
		Primary ISIN: US5657881067	Primary SEDOL: BLR7B52

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Omnibus Stock Plan	Mgmt	For	For
	event of a change of control. Incen performance targets to reward stro. should put in place a procedure wh	tive awards to executive ng performance and dri ich would enable it, sho is executive directors ar	es should be clearly disclosed ive shareholder value over a su puld it identify any facts of man ad other key managers which	ufficiently long period of time. The company nipulation of reported indicators or other bad were detrimental to the long-term interests of

Voter Rationale: Any Other Business' should not be a voting item.

### Maxeon Solar Technologies Ltd.

Meeting Date: 08/23/2023	Country: Singapore Meeting Type: Annual	Ticker: MAXN	
		Primary ISIN: SGXZ25336314	Primary SEDOL: BMH1V17

#### Maxeon Solar Technologies Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
	Voter Rationale: Companies should deve board and executive management levels			ater diversity, including gender, at the
2	Elect Sean S J Wang as Director	Mgmt	For	For
3	Elect Xu, Luoluo as Director	Mgmt	For	For
4	Elect William Patrick Mulligan III as Director	Mgmt	For	For
5	Elect Shen, Haoping as Director	Mgmt	For	Against
		e sufficient time and		are expected to hold no more than one properly, particularly during unexpected
6	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
7	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
8	Approve Renewal of FPTC Share Purchase Mandate	Mgmt	For	For
9	Approve Renewal of MLI Share Buyback	k Mgmt	For	For

#### **McKesson Corporation**

Meeting Date: 07/21/2023	Country: USA	Ticker: MCK	
	Meeting Type: Annual		
		Primary ISIN: US58155Q1031	Primary SEDOL: 2378534

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

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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.

# **McKesson Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1i	Elect Director Susan R. Salka	Mgmt	For	For
1j	Elect Director Brian S. Tyler	Mgmt	For	For
1k	Elect Director Kathleen Wilson-Thompson	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		a long period of time should consider a plan o	r tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	shareholder approval. Incentive awards to targets to reward strong performance and	e executives should be o d drive shareholder valu sclosed and include robo	nrs pay. Larger severance packages should be clearly disclosed and include robust and streto the over a sufficiently long period of time. Rete ust and stretching performance targets to rev e.	hing performance ntion or recruitment
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
5	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For
			ation policies covering severance packages an nerger or acquisition from the compensation p	

# Mercari, Inc.

Meeting Date: 09/28/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 4385	
	······································	Primary ISIN: JP3921290007	Primary SEDOL: BG0GM14

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Abolish Board Structure with Statutory Auditors - Adopt Board Structure with Three Committees - Clarify Director Authority on Shareholder Meetings - Amend Provisions on Director Titles	Mgmt	For	For
2.1	Elect Director Yamada, Shintaro	Mgmt	For	For
2.2	Elect Director Koizumi, Fumiaki	Mgmt	For	For
2.3	Elect Director Eda, Sayaka	Mgmt	For	For
2.4	Elect Director Tochinoki, Mayumi	Mgmt	For	Against
	Voter Rationale: The audit committee shou independent.	ıld be at least three-fou	irths independent and companies should striv	e to make them fully
2.5	Elect Director Shinoda, Makiko	Mgmt	For	For
2.6	Elect Director Watanabe, Masayuki	Mgmt	For	For

### Mercari, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.7	Elect Director Kitagawa, Takuya	Mgmt	For	For
2.8	Elect Director Tsunoda, Daiken	Mgmt	For	For
2.9	Elect Director Toyama, Kazuhiko	Mgmt	For	For
2.10	Elect Director Fukushima, Fumiyuki	Mgmt	For	For

# **Mercury NZ Limited**

Meeting Date: 09/19/2023	Country: New Zealand Meeting Type: Annual	Ticker: MCY	
		Primary ISIN: NZMRPE0001S2	Primary SEDOL: B8W6K56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Hannah Hamling as Director	Mgmt	For	For
2	Elect Scott St John as Director	Mgmt	For	For
3	Elect Adrian Littlewood as Director	Mgmt	For	For
4	Elect Mark Binns as Director	Mgmt	For	For

### Mesa Laboratories, Inc.

Meeting Date: 08/25/2023	Country: USA Meeting Type: Annual	Ticker: MLAB	
		Primary ISIN: US59064R1095	Primary SEDOL: 2553814

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jennifer S. Alltoft	Mgmt	For	For
1.2	Elect Director Shiraz S. Ladiwala	Mgmt	For	For
1.3	Elect Director Shannon M. Hall	Mgmt	For	For
1.4	Elect Director R. Tony Tripeny	Mgmt	For	For
1.5	Elect Director Gary M. Owens	Mgmt	For	For
1.6	Elect Director John J. Sullivan	Mgmt	For	For
	Voter Rationale: The nominee is a forme	r executive and con	nsidered to be non-independen	t.
2	Ratify Plante & Moran, PLLC as Auditors	Mgmt	For	For

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.

#### Mesa Laboratories, Inc.

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: Significant salary increase executive directors. On early termination, the event of a change of control. Incentive performance targets to reward strong per incentive awards should be used to incent of grant. A larger percentage of the equity practice. The company should put in place indicators or other bad faith actions on th the long-term interests of its shareholders	all share-based awa e awards to executiv formance and drive tivise long-term perf v awards should be e a procedure which e part of any of its e	rds should be time pro-rated and uses should be clearly disclosed and shareholder value over a sufficient formance and should not be allowed vied to performance conditions. At would enable it, should it identify xecutive directors and other key n	tested for performance, including in include robust and stretching ly long period of time. Long-term d to vest within 3 years since the date least 50% is a minimum good any facts of manipulation of reported managers which were detrimental to
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: On early termination, all	si lai e-baseu awai us	should be time pro-rated and test	eu ioi periormance, incluuing in the
	event of a change of control. Incentive av performance targets to reward strong per incentive awards should be used to incent of grant. A larger percentage of the equit practice. The company should put in place indicators or other bad faith actions on th the long-term interests of its shareholders	formance and drive tivise long-term perf v awards should be e a procedure which e part of any of its e	shareholder value over a sufficient formance and should not be allowe vied to performance conditions. At would enable it, should it identify xecutive directors and other key n	ly long period of time. Long-term d to vest within 3 years since the date least 50% is a minimum good any facts of manipulation of reported nanagers which were detrimental to
54	performance targets to reward strong per incentive awards should be used to incent of grant. A larger percentage of the equity practice. The company should put in place indicators or other bad faith actions on th	formance and drive tivise long-term perf v awards should be e a procedure which e part of any of its e	shareholder value over a sufficient formance and should not be allowe vied to performance conditions. At would enable it, should it identify xecutive directors and other key n	ly long period of time. Long-term d to vest within 3 years since the date least 50% is a minimum good any facts of manipulation of reported nanagers which were detrimental to
5A 5B	performance targets to reward strong per incentive awards should be used to incent of grant. A larger percentage of the equit practice. The company should put in place indicators or other bad faith actions on th the long-term interests of its shareholders Amend Articles of Incorporation to Remove Specific Purposes of the	formance and drive tivise long-term perf v awards should be t e a procedure which e part of any of its e s, to ensure that any	shareholder value over a sufficient formance and should not be allowe ied to performance conditions. At would enable it, should it identify xecutive directors and other key n funds wrongfully obtained in such	ly long period of time. Long-term d to vest within 3 years since the date least 50% is a minimum good any facts of manipulation of reported hanagers which were detrimental to a manner are repaid to it.
	<ul> <li>performance targets to reward strong per incentive awards should be used to incent of grant. A larger percentage of the equity practice. The company should put in place indicators or other bad faith actions on th the long-term interests of its shareholders</li> <li>Amend Articles of Incorporation to Remove Specific Purposes of the Company</li> <li>Amend Articles of Incorporation to Conform Director Exculpation Language</li> </ul>	formance and drive tivise long-term perf v awards should be e a procedure which e part of any of its e s, to ensure that any Mgmt	shareholder value over a sufficient formance and should not be allowe fied to performance conditions. At would enable it, should it identify xecutive directors and other key n funds wrongfully obtained in such For	ly long period of time. Long-term d to vest within 3 years since the date least 50% is a minimum good any facts of manipulation of reported nanagers which were detrimental to manner are repaid to it. For

Voter Rationale: We are supportive of requests to enhance disclosure and transparency concerning climate risk so long as the resolution does not directly circumvent management discretion or seek to entirely redefine the company's existing business strategy. To meet the ambition of the Paris Agreement and avoid massive risk to shareholder value, corporations should demonstrate the nexus between their climate aspirations and business strategy via disclosure of credible Paris- or 1.5 degree-aligned emissions reduction targets. Current disclosure does not sufficiently provide investors such information.

#### **Microchip Technology Incorporated**

Meeting Date: 08/22/2023 Country: USA Meeting Type: Ann		nual	Ticker: MCHP	Ticker: MCHP	
			Primary ISIN: US59501710	42 <b>Primary SEDOL:</b> 2592174	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Matthew W. Chapman	Mgmt	For	For	
	Voter Rationale: While the average boar longer-tenured directors, the company is				
1.2	Elect Director Karlton D. Johnson	Mamt	For	For	

# **Microchip Technology Incorporated**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Director Wade F. Meyercord	Mgmt	For	For
	Voter Rationale: While the average boar longer-tenured directors, the company is			
1.4	Elect Director Ganesh Moorthy	Mgmt	For	For
1.5	Elect Director Robert A. Rango	Mgmt	For	For
1.6	Elect Director Karen M. Rapp	Mgmt	For	For
		ped due to a recen		verage, there are several longer-tenured ompany is currently in the midst of board
1.7	Elect Director Steve Sanghi	Mgmt	For	For
	Voter Rationale: Nominees who also ser external directorship to ensure they hav company situations requiring substantia	e sufficient time an		
2	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
3	Approve Nonqualified Employee Stock Purchase Plan	Mgmt	For	For
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have h bringing in a new auditing firm, ideally e		or for a long period of time should	consider a plan or tender process for
5	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	For
	reward strong performance and drive sh procedure which would enable it, should	hareholder value ov d it identify any fact d other key manage	er a sufficiently long period of tim ts of manipulation of reported indi ers which were detrimental to the	
6	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual	say on pay frequen	cy.	
7	Report on Due Diligence Efforts to Trace End-User Misuse of Company Products	e SH	Against	Against

#### innovative solutions on this issue.

### Midea Group Co. Ltd.

Meeting Date: 07/13/2023	Country: China	Ticker: 000333	
	Meeting Type: Special		
		B	
		Primary ISIN: CNE100001QQ5	Primary SEDOL: BDVHRJ8

# Midea Group Co. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve 2018 Repurchase and Cancellation of Performance Shares Incentive Plan	Mgmt	For	For
2	Approve 2019 Repurchase and Cancellation of Performance Shares Incentive Plan	Mgmt	For	For
3	Approve 2020 Repurchase and Cancellation of Performance Shares Incentive Plan	Mgmt	For	For
4	Approve 2021 Repurchase and Cancellation of Performance Shares Incentive Plan	Mgmt	For	For
5	Approve 2022 Repurchase and Cancellation of Performance Shares Incentive Plan	Mgmt	For	For
6	Elect Fu Yongjun as Non-independent Director	Mgmt	For	For

#### **MIRAI** Corp.

Meeting Date: 07/27/2023	Country: Japan	<b>Ticker:</b> 3476	
	Meeting Type: Special		
		Primary ISIN: JP3048370005	Primary SEDOL: BZ1B0D9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet	Mgmt	For	For
2	Elect Executive Director Suganuma, Michio	Mgmt	For	For
3	Elect Alternate Executive Director Wajima, Hiroki	Mgmt	For	For
4.1	Elect Supervisory Director Negishi, Takehiko	Mgmt	For	For
4.2	Elect Supervisory Director Nishii, Hidetomo	Mgmt	For	For
5	Elect Alternate Supervisory Director Kimura, Takashi	Mgmt	For	For

### Monro, Inc.

Meeting Date: 08/15/2023	Country: USA	Ticker: MNRO	
	Meeting Type: Annual		
		Primary ISIN: US6102361010	Primary SEDOL: 2600088

# Monro, Inc.

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Stephen C. McCluski	Mgmt	For	For		
1.2	Elect Director Robert E. Mellor	Mgmt	For	For		
1.3	Elect Director Peter J. Solomon	Mgmt	For	For		
1.4	Elect Director Hope B. Woodhouse	Mgmt	For	For		
2a	Elect Director Lindsay N. Hyde	Mgmt	For	For		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: A larger percentage of the practice.	e equity awards sh	hould be tied to performance co	nditions. At least 50% is a minimum good		
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year		
	Voter Rationale: We support an annual say on pay frequency.					
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For		
	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.					
6	Declassify the Board of Directors	Mgmt	For	For		
	Voter Rationale: The annual election of directors provides greater accountability to shareholders and is a widely accepted best practice in corporate governance. Shareholders should have the opportunity to communicate with directors regarding their performance regularly.					
7	Increase the Conversion Ratio of Class C Convertible Preferred Stock and Convert the Class C Convertible Preferred Stock into Common Stock	Mgmt	For	For		
8	Amend Certificate of Incorporation Re: Provision of a Revised Liquidation Preference for the Class C Convertible Preferred Stock upon a Liquidation Event	Mgmt	For	For		

# NARI Technology Co., Ltd.

Meeting Date: 08/23/2023	Country: China	Ticker: 600406	
	Meeting Type: Special		
		Primary ISIN: CNE000001G38	Primary SEDOL: 6695228

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
1.1	Elect Shan Shewu as Director	Mgmt	For	For
1.2	Elect Zheng Zongqiang as Director	Mgmt	For	For

# NARI Technology Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.3	Elect Pang Lacheng as Director	Mgmt	For	For
1.4	Elect Liu Hao as Director	Mgmt	For	For
	ELECT SUPERVISOR VIA CUMULATIVE VOTING	Mgmt		
2.1	Elect Wu Weining as Supervisor	Mgmt	For	For

# Naspers Ltd.

Country: South Africa	Ticker: NPN	
Meeting Type: Annual		
	Primary ISIN: ZAE000015889	Primary SEDOL: 6622691
	Country: South Africa Meeting Type: Annual	Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
	Part A - Traditional AGM Resolutions	Mgmt					
	Ordinary Resolutions	Mgmt					
1	Approve Dividends for N Ordinary and A Ordinary Shares	Mgmt	For	For			
2	Reappoint Deloitte South Africa as Auditors with James Welch as the Individual Registered Auditor	Mgmt	For	For			
3.1	Re-elect Hendrik du Toit as Director	Mgmt	For	Against			
		sufficient time and ene	at publicly listed companies are expected to horight of the property of the pr				
3.2	Re-elect Rachel Jafta as Director	Mgmt	For	Against			
	Voter Rationale: The company should amend its memorandum of incorporation to call for re-election of all directors, including executive directors, on a regular basis. We are holding this director accountable.						
3.3	Re-elect Roberto Oliveira de Lima as Director	Mgmt	For	For			
3.4	Re-elect Mark Sorour as Director	Mgmt	For	For			
3.5	Re-elect Ying Xu as Director	Mgmt	For	For			
4.1	Elect Sharmistha Dubey as Member of the Audit Committee	Mgmt	For	For			
4.2	Re-elect Manisha Girotra as Member of the Audit Committee	Mgmt	For	Against			
		sufficient time and ene	at publicly listed companies are expected to ho orgy to discharge their roles properly, particula				
4.3	Re-elect Angelien Kemna as Member of the Audit Committee	Mgmt	For	For			
4.4	Re-elect Steve Pacak as Chairman of the Audit Committee	Mgmt	For	Against			
	Voter Rationale: The audit committee sho impartiality and effectiveness	uld be fully independer	nt and this director's membership could hampe	er the committee's			

impartiality and effectiveness.

# Naspers Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
5	Approve Remuneration Policy	Mgmt	For	Against			
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Long-term incentive awards should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant. All cash or share-based awards and payments that fall outside the companys remuneration policy should require ex-ante shareholder approval. 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.						
6	Approve Implementation Report of the 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. 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.						
7	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	Against			
	Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.						
8	Authorise Board to Issue Shares for Cash	Mgmt	For	Against			
	Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.						
9	Authorise Ratification of Approved Resolutions Adopted at the Annual General Meeting	Mgmt	For	For			
	Special Resolutions	Mgmt					
1.1	Approve Remuneration of Board Chairman	Mgmt	For	For			
1.2	Approve Remuneration of Board Member	Mgmt	For	For			
1.3	Approve Remuneration of Audit Committee Chairman	Mgmt	For	For			
1.4	Approve Remuneration of Audit Committee Member	Mgmt	For	For			
1.5	Approve Remuneration of Risk Committee Chairman	Mgmt	For	For			
1.6	Approve Remuneration of Risk Committee Member	Mgmt	For	For			
1.7	Approve Remuneration of Human Resources and Remuneration Committee Chairman	Mgmt	For	For			
1.8	Approve Remuneration of Human Resources and Remuneration Committee Member	Mgmt	For	For			
1.9	Approve Remuneration of Nominations Committee Chairman	Mgmt	For	For			
1.10	Approve Remuneration of Nominations Committee Member	Mgmt	For	For			
1.11	Approve Remuneration of Social, Ethics and Sustainability Committee Chairman	Mgmt	For	For			

# Naspers Ltd.

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.12	Approve Remuneration of Social, Ethics and Sustainability Committee Member	Mgmt	For	For
1.13	Approve Remuneration of Trustees of Group Share Schemes/Other Personnel Funds	Mgmt	For	For
2	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	Against
	Voter Rationale: This resolution will facilita performance criteria in some of the long-te three years from the grant date.			hich raise concerns due to the lack of ch allow for the release of awards less than
3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For
4	Authorise Repurchase of N Ordinary Shares	Mgmt	For	Against
	Voter Rationale: Any share repurchase req justified by the company.	uest in excess of 1	10% should be undertaken in	exceptional circumstances only and be fully
5	Authorise Specific Repurchase of N Ordinary Shares from Holders of N Ordinary Share	Mgmt	For	Against
	Voter Rationale: Any share repurchase req justified by the company.	uest in excess of 1	10% should be undertaken in	exceptional circumstances only and be fully
6	Authorise Repurchase of A Ordinary Shares	Mgmt	For	Against
	Voter Rationale: Companies should provide to cast an informed vote.	e sufficient informa	ation at least 21 days in adva	nce of the meeting to enable shareholders
	Part B - Resolutions for Removal of the Cross-Holding Structure	Mgmt		
	Special Resolutions	Mgmt		
1	Approve Conversion of N Ordinary Shares with a Par Value to N Ordinary Shares without Par Value (Relates to Naspers N Shareholders Only)	Mgmt	For	For
2	Approve Conversion of A Ordinary Shares with a Par Value to A Ordinary Shares without Par Value (Relates to Naspers A Shareholders Only)	Mgmt	For	For
3	Approve Conversion of Shares with a Par Value to Shares with No Par Value	Mgmt	For	For
4	Approve Increase in Authorised Ordinary Share Capital	Mgmt	For	For
5	Approve Amendment of A Share Terms (Relates to Naspers A Shareholders Only)	Mgmt	For	For
6	Approve N Share Capitalisation Issue	Mgmt	For	For
7	Approve Share Consolidation	Mgmt	For	For
	Amend Memorandum of Incorporation	Mgmt	For	For
8	Amena Hemorandam of meorpolation			
8	Ordinary Resolutions	Mgmt		

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

Meeting Date: 07/28/2023

Country: Greece Meeting Type: Annual Ticker: ETE

Primary ISIN: GRS003003035

Primary SEDOL: BG087C6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt		
1	Accept Statutory Reports	Mgmt	For	For
2	Accept Financial Statements	Mgmt	For	For
	Voter Rationale: Directors should be elect to shareholders.	ed by shareholde	ers on an annual basis in orde	er to strengthen the accountability of the board
3	Receive Audit Committee's Activity Report	Mgmt		
4	Approve Management of Company and Grant Discharge to Auditors	Mgmt	For	For
5	Approve Auditors and Fix Their Remuneration	Mgmt	For	For
6	Receive Report of Independent Non-Executive Directors	Mgmt		
7	Approve Remuneration Policy	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha			robust and stretching performance targets to of time.
8	Approve Remuneration of Directors	Mgmt	For	For
9	Advisory Vote on Remuneration Report	Mgmt	For	Against
	Voter Rationale: Retirement benefits shou and ability to hold management accounta		d to non-executive directors a	as this may compromise their independence
10	Authorize Share Repurchase Program	Mgmt	For	For
11	Approve Share Distribution 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.

#### **Neighbourly Pharmacy Inc.**

Meeting Date: 08/		Country: Canada Meeting Type: Annual	Ticker: NBLY	
			Primary ISIN: CA640	D16L1013   Primary SEDOL: BLPK788
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Josh	Blair Mgmt	For	Against

#### **Neighbourly Pharmacy Inc.**

Incentive Plan

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	which we expect to be independent, as	ould comprise at la non-independent n the context of ind	east 30% of the board. An exec directors could hamper the con creasingly complex international	utive sits on the Remuneration Committee, nmittee's impartiality and effectiveness. We l accounting standards, the audit committee
1.2	Elect Director Skip Bourdo	Mgmt	For	For
1.3	Elect Director Stuart M. Elman	Mgmt	For	For
1.4	Elect Director Lisa Greatrix	Mgmt	For	For
1.5	Elect Director Dean McCann	Mgmt	For	For
1.6	Elect Director Robert (Bob) O'Meara	Mgmt	For	For
1.7	Elect Director Valerie (Val) Sorbie	Mgmt	For	Against
		e sufficient time a	and energy to discharge their rol	ies are expected to hold no more than one les properly, particularly during unexpected
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
3	Re-approve Omnibus Long-Term	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. Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.

#### NetApp, Inc.

Meeting Date: 09/13/2023	Country: USA	Ticker: NTAP	
	Meeting Type: Annual		
		Primary ISIN: US64110D1046	Primary SEDOL: 2630643

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director T. Michael Nevens	Mgmt	For	For
1b	Elect Director Deepak Ahuja	Mgmt	For	For
1c	Elect Director Gerald Held	Mgmt	For	For
1d	Elect Director Kathryn M. Hill	Mgmt	For	For
1e	Elect Director Deborah L. Kerr	Mgmt	For	For
1f	Elect Director George Kurian	Mgmt	For	For
1g	Elect Director Carrie Palin	Mgmt	For	For
1h	Elect Director Scott F. Schenkel	Mgmt	For	For
1i	Elect Director George T. Shaheen	Mgmt	For	For

## NetApp, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: The remuneration commineration comminer performance.	ittee should not all	low vesting of incentive awards f	or substantially below median
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequenc	γ.	
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally even		r for a long period of time should	consider a plan or tender process for
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	Against
	Voter Rationale: While we are generally sub believe removing the one-year holding rec			e special meeting threshold, we do not
6	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
7	Amend Omnibus Stock Plan	Mgmt	For	For

#### **NetLink NBN Trust**

Meeting Date: 07/19/2023	Country: Singapore Meeting Type: Annual	Ticker: CJLU	
		Primary ISIN: SG1DH9000006	Primary SEDOL: BF5GLW6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	MEETING FOR HOLDERS OF NETLINK NBN TRUST	Mgmt		
1	Adopt Report of the Trustee-Manager, Statement by the Trustee-Manager, and Audited Financial Statements and Auditors' Report	Mgmt	For	For
			ctors annually in order to hold them to accour rsity, including gender, at the board and execu	
2	Approve Deloitte & Touche LLP Auditors and Authorize Directors of the Trustee-Manager to Fix Their Remuneration	Mgmt	For	For
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For

#### **NetScout Systems, Inc.**

Meeting Date: 09/14/2023

Country: USA Meeting Type: Annual Ticker: NTCT

Primary ISIN: US64115T1043

Primary SEDOL: 2447285

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph G. Hadzima, Jr.	Mgmt	For	Withhold
	Voter Rationale: The nominee serves as l independence from the company and we			ong tenured directors could lack
2	Elect Director Christopher Perretta	Mgmt	For	For
1.3	Elect Director Michael Szabados	Mgmt	For	For
	Amend Omnibus Stock Plan	Mgmt	For	Against
	performance. On early termination, all sh event of a change of control. Incentive a	wards to avacutive	s should be clearly disclosed and	include robust and stretching
	event of a change of control. Incentive a performance targets to reward strong per percentage of the equity awards should b Advisory Vote on Say on Pay Frequency	rformance and driv ne tied to performa Mgmt	ve shareholder value over a suffic ance conditions. At least 50% is a One Year	ciently long period of time. A larger
	event of a change of control. Incentive a performance targets to reward strong per percentage of the equity awards should b	rformance and driv be tied to performa Mgmt ay on pay frequence	ve shareholder value over a suffic ance conditions. At least 50% is a One Year	riently long period of time. A larger n minimum good practice.
3	event of a change of control. Incentive a performance targets to reward strong per percentage of the equity awards should b Advisory Vote on Say on Pay Frequency <i>Voter Rationale: We support an annual sa</i> Advisory Vote to Ratify Named Executive	rformance and driv be tied to performa Mgmt ay on pay frequence Mgmt vittee should not au d not exceed two y on, all share-based	ve shareholder value over a suffic ance conditions. At least 50% is a One Year For Now vesting of incentive awards f rears pay. Larger severance packa I awards should be time pro-rated	riently long period of time. A larger a minimum good practice. One Year Against for substantially below median ages should be subject to a separate d and tested for performance, including in

#### New Relic, Inc.

Meeting Date: 08/16/2023	Country: USA	Ticker: NEWR	
	Meeting Type: Annual		
		Primary ISIN: US64829B1008	Primary SEDOL: BT6T3N7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Susan D. Arthur	Mgmt	For	For
1.2	Elect Director Phalachandra ("Pali") Bhat	Mgmt	For	For
1.3	Elect Director Lewis Cirne	Mgmt	For	For
	Voter Rationale: The nominee is a former	executive and considere	ed to be non-independent.	
1.4	Elect Director Hope Cochran	Mgmt	For	For

## New Relic, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Anne DelSanto	Mgmt	For	For
1.6	Elect Director Kevin G. Galligan	Mgmt	For	For
1.7	Elect Director David Henshall	Mgmt	For	For
1.8	Elect Director Radhakrishnan ("RK") Mahendran	Mgmt	For	For
1.9	Elect Director Takeshi Numoto	Mgmt	For	Withhold
	to shareholder approval. Specifically, the l	board failed to remove	poration should not erode shareholders' rights , or subject to a sunset requirement, the supe nts which adversely impacts shareholder right	ermajority vote
1.10	Elect Director William Staples	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	incentivise long-term performance and sh committee should not allow vesting of inc	ould not be allowed to rentive awards for subs	o less than two metrics. Long-term incentive a o vest within 3 years since the date of grant. T stantially below median performance. All exce we creation in addition to and above that exped	he remuneration ptional awards should be
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Vatar Patianala, Companias who have ha	d the come ouditor for	- a pariad of over 10 years chould consider a r	lan ar tandar process 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.

#### **NexTier Oilfield Solutions Inc.**

Meeting Date: 08/30/2023	Country: USA Meeting Type: Special	Ticker: NEX	
		Primary ISIN: US65290C1053	Primary SEDOL: BKLRLX9

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

#### NIKE, Inc.

Meeting Date: 09/12/2023	Country: USA Meeting Type: Annual	Ticker: NKE	
		Primary ISIN: US6541061031	Primary SEDOL: 2640147

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Cathleen Benko	Mgmt	For	For

#### NIKE, Inc.

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director Alan B. Graf, Jr.	Mgmt	For	For
	Voter Rationale: The nominee serves as Au from the company and we expect key com independent at this time.			
1c	Elect Director John Rogers, Jr.	Mgmt	For	For
1d	Elect Director Robert Swan	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: The remuneration commin performance.Long-term incentives should clearly linked to performance and demonst normal part of their jobs.A larger percenta minimum good practice. Company is taking LTIP.	not be delivered trate shareholder oge of the equity a	via cash or other non-equity vehic value creation in addition to and awards should be tied to performa	les.All exceptional awards should be above that expected of directors as a ance conditions. At least 50% is a
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
			V.	
	Voter Rationale: We support an annual say	on pay frequence		
4	Voter Rationale: We support an annual say Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
4	Ratify PricewaterhouseCoopers LLP as	Mgmt <i>the same audito</i>	For	
4	Ratify PricewaterhouseCoopers LLP as Auditors <i>Voter Rationale: Companies that have had</i>	Mgmt <i>the same audito</i>	For	
	Ratify PricewaterhouseCoopers LLP as Auditors <i>Voter Rationale: Companies that have had</i> <i>bringing in a new auditing firm, ideally eve</i> Report on Median Gender/Racial Pay	Mgmt I the same auditor ery 10 years. SH disclosure would I	For For <i>a long period of time should</i> Against	<i>consider a plan or tender process for</i> For

#### **NIPPON REIT Investment Corp.**

Meeting Date: 09/22/2023	Country: Japan Meeting Type: Special	<b>Ticker:</b> 3296	
		Primary ISIN: JP3047750009	Primary SEDOL: BLC7414

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Authorize Public Announcements in Electronic Format - Disclose Unitholder Meeting Materials on Internet - Amend Provisions on Deemed Approval System - Amend Permitted Investment Types	Mgmt	For	For
2	Elect Executive Director Iwasa, Yasushi	Mgmt	For	For
3	Elect Alternate Executive Director Izumi, Noritaka	Mgmt	For	For

#### **NIPPON REIT Investment Corp.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.1	Elect Supervisory Director Shimada, Yasuhiro	Mgmt	For	For
4.2	Elect Supervisory Director Yahagi, Hisashi	Mgmt	For	For
5	Elect Alternate Supervisory Director Morishita, Toshimitsu	Mgmt	For	For

#### **Novartis AG**

Meeting Date: 09/15/2023	Country: Switzerland Meeting Type: Extraordinary Shareholders	Ticker: NOVN	
		Primary ISIN: CH0012005267	Primary SEDOL: 7103065

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Special Distribution by Way of a Dividend in Kind to Effect the Spin-Off of Sandoz Group AG	Mgmt	For	For
2	Approve CHF 22.8 Million Reduction in Share Capital via Reduction of Nominal Value in Connection with the Spin-Off	Mgmt	For	For
3	Transact Other Business (Voting)	Mgmt	For	Against

Voter Rationale: Any Other Business' should not be a voting item.

#### **NOVATEK JSC**

Meeting Date: 09/29/2023	Country: Russia Meeting Type: Special	Ticker: NVTK	
		Primary ISIN: RU000A0DKVS5	Primary SEDOL: B59HPK1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Meeting for GDR Holders	Mgmt		
1	Approve Interim Dividends of RUB 34.5 per Share for First Six Months of Fiscal 2023	Mgmt	For	Do Not Vote

#### Novavax, Inc.

Meeting Date: 07/11/2023	Country: USA Meeting Type: Annual	Ticker: NVAX	
		Primary ISIN: US6700024010	Primary SEDOL: BJDQXG4

#### Novavax, Inc.

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director John C. Jacobs	Mgmt	For	For
1b	Elect Director Gregg H. Alton	Mgmt	For	For
1c	Elect Director Richard J. Rodgers	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
		eholder value over a s	v disclosed and include robust and stretching µ ufficiently long period of time. A larger percen is a minimum good practice.	
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	on pay frequency.		
4	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For
5	Amend Omnibus Stock Plan	Mgmt	For	For
	ability to hold management accountable. C performance, including in the event of a ci	Dn early termination, a hange of control. A lar	ecutive directors as this may compromise their Ill share-based awards should be time pro-rate ger percentage of the equity awards should be	ed and tested for
	conditions. At least 50% is a minimum goo	a practicer		

#### **Oceania Healthcare Limited**

Meeting Date: 08/25/2023	Country: New Zealand Meeting Type: Annual	Ticker: OCA	
		Primary ISIN: NZOCAE0002S0	Primary SEDOL: BD6DH46

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Elizabeth Coutts as Director	Mgmt	For	For
	Voter Rationale: Concerns about poor disc	closure of the STI plan a	and problematic vesting conditions in the LTI o	awards.
2	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For

#### **Open Text Corporation**

Meeting Date: 09/14/2023	Country: Canada Meeting Type: Annual	Ticker: OTEX	
		Primary ISIN: CA6837151068	Primary SEDOL: 2260824

#### **Open Text Corporation**

oposal ımber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director P. Thomas Jenkins	Mgmt	For	Against
	Voter Rationale: The nominee is a forme company significantly exceeds the marke holding this director responsible.			
1.2	Elect Director Mark J. Barrenechea	Mgmt	For	For
1.3	Elect Director Randy Fowlie	Mgmt	For	Against
	Voter Rationale: The nominee serves as from the company and we expect key co		5 5	tenured directors could lack independence
1.4	Elect Director David Fraser	Mgmt	For	For
1.5	Elect Director Gail E. Hamilton	Mgmt	For	For
1.6	Elect Director Robert (Bob) Hau	Mgmt	For	For
1.7	Elect Director Ann M. Powell	Mgmt	For	Against
	Voter Rationale: Companies that received shareholders to understand the rationale shareholder concerns.			
1.8	Elect Director Stephen J. Sadler	Mgmt	For	Against
	Voter Rationale: The average board tenu board refreshment and succession plann	, ,	5 ,	t average, raising concerns regarding
1.9	Elect Director Michael Slaunwhite	Mgmt	For	For
1.10	Elect Director Katharine B. Stevenson	Mgmt	For	For
.11	Elect Director Deborah Weinstein	Mgmt	For	Against
	that at least one board member identifie	s as a member of a	n underrepresented community	on the board. Our minimum expectation is 7. The average board tenure at the shment and succession planning. We are
2	Ratify KPMG LLP as Auditors	Mgmt	For	Withhold
	Voter Rationale: Companies that have has bringing in a new auditing firm, ideally e		for a long period of time shou	ld consider a plan or tender process for
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	Against
	Voter Rationale: The remuneration comm performance. On early termination, all si event of a change of control. All exception creation in addition to and above that ex	nare-based awards s onal awards should l	hould be time pro-rated and to be clearly linked to performance	ested for performance, including in the re and demonstrate shareholder value

#### **Open Up Group, Inc.**

Meeting Date: 09/26/2023

Country: Japan Meeting Type: Annual Ticker: 2154

Primary ISIN: JP3635580008

Primary SEDOL: B1XC021

#### **Open Up Group, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Adopt Board Structure with Audit Committee - Amend Provisions on Number of Directors - Authorize Directors to Execute Day to Day Operations without Full Board Approval	Mgmt	For	For
2.1	Elect Director Nishida, Yutaka	Mgmt	For	For
2.2	Elect Director Sato, Daio	Mgmt	For	For
2.3	Elect Director Sato, Hiroshi	Mgmt	For	For
2.4	Elect Director Oshima, Mari	Mgmt	For	For
2.5	Elect Director Kawakami, Tomoko	Mgmt	For	For
2.6	Elect Director Shimizu, Arata	Mgmt	For	For
2.7	Elect Director Wada, Yoichi	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Zamma, Rieko	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Takahashi, Shintaro	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Rokugawa, Hiroaki	Mgmt	For	For
4	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For
5	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	Mgmt	For	For
6	Approve Restricted Stock Plan	Mgmt	For	Against

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

#### **Oracle Corp Japan**

Meeting Date: 08/24/2023	Country: Japan	<b>Ticker:</b> 4716	
	Meeting Type: Annual		
		Primary ISIN: JP3689500001	Primary SEDOL: 6141680

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Misawa, Toshimitsu	Mgmt	For	For
1.2	Elect Director S. Krishna Kumar	Mgmt	For	For
1.3	Elect Director Garrett Ilg	Mgmt	For	For

# Oracle Corp Japan

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Vincent S. Grelli	Mgmt	For	Against
	Voter Rationale: The audit committee independent.	should be at least t	three-fourths independent a	and companies should strive to make them fully
1.5	Elect Director Kimberly Woolley	Mgmt	For	Against
		ness. The nominating	g committee should be maj	his directors membership could hamper the iority independent and this directors membership
1.6	Elect Director Fujimori, Yoshiaki	Mgmt	For	For
1.7	Elect Director John L. Hall	Mgmt	For	Against
	independent. The remuneration comm	nittee should be maj ness. The nominating	jority independent and this g committee should be maj	and companies should strive to make them fully directors membership could hamper the iority independent and this directors membership
1.8	Elect Director Natsuno, Takeshi	Mgmt	For	For
1.9	Elect Director Kuroda, Yukiko	Mgmt	For	For

# Pan Pacific International Holdings Corp.

Meeting Date: 09/27/2023	Country: Japan Meeting Type: Annual	Ticker: 7532	
		Primary ISIN: JP3639650005	Primary SEDOL: 6269861

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 16	Mgmt	For	For
2.1	Elect Director Yoshida, Naoki	Mgmt	For	Against
	Voter Rationale: The Company should p minimum expectation is that women sh			ity on the board. In developing markets, our
2.2	Elect Director Sekiguchi, Kenji	Mgmt	For	Against
	Voter Rationale: The board should estai objectivity.	blish one-third board	d independence to ensure	appropriate balance of independence and
2.3	Elect Director Matsumoto, Kazuhiro	Mgmt	For	Against
	Voter Rationale: The board should estat objectivity.	blish one-third board	d independence to ensure	appropriate balance of independence and
2.4	Elect Director Moriya, Hideki	Mgmt	For	Against
	Voter Rationale: The board should estai objectivity.	blish one-third board	d independence to ensure	appropriate balance of independence and
2.5	Elect Director Ishii, Yuji	Mgmt	For	Against
	Voter Rationale: The board should estai objectivity.	blish one-third board	d independence to ensure	appropriate balance of independence and
2.6	Elect Director Ninomiya, Hitomi	Mgmt	For	Against
	Voter Rationale: The board should estat objectivity.	blish one-third board	d independence to ensure	appropriate balance of independence and

#### Pan Pacific International Holdings Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.7	Elect Director Kubo, Isao	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	d independence to ensu	ure appropriate balance of independence and
2.8	Elect Director Yasuda, Takao	Mgmt	For	Against
	Voter Rationale: The board should esta objectivity.	blish one-third board	d independence to ensu	ure appropriate balance of independence and
3	Elect Director and Audit Committee Member Nishitani, Jumpei	Mgmt	For	For

#### **Patterson Companies, Inc.**

Meeting Date: 09/11/2023	Country: USA Meeting Type: Annual	Ticker: PDCO	
		Primary ISIN: US7033951036	Primary SEDOL: 2672689

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director John D. Buck	Mgmt	For	Against
	Voter Rationale: The nominee serves a independence from the company and	-		-
1b	Elect Director Meenu Agarwal	Mgmt	For	For
1c	Elect Director Alex N. Blanco	Mgmt	For	For
1d	Elect Director Jody H. Feragen	Mgmt	For	For
1e	Elect Director Robert C. Frenzel	Mgmt	For	For
1f	Elect Director Philip G.J. McKoy	Mgmt	For	For
1g	Elect Director Ellen A. Rudnick	Mgmt	For	For
1h	Elect Director Neil A. Schrimsher	Mgmt	For	For
1i	Elect Director Donald J. Zurbay	Mgmt	For	For

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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.

2	Advisory Vote to Ratify Named Executive Mgmt Officers' Compensation	For	For
	Voter Rationale: Severance payments should not exceed t shareholder approval. All exceptional awards should be cl addition to and above that expected of directors as a norr	early linked to performance	
3	Advisory Vote on Say on Pay Frequency Mamt	One Year	One Year

Advisory Vote on Say on Pay Frequency Mgmt One Year One Year

Voter Rationale: We support an annual say on pay frequency.

#### Patterson Companies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for				

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

## Patterson-UTI Energy, Inc.

Meeting Date: 08/30/2023	Country: USA Meeting Type: Special	Ticker: PTEN	
	Meeting Type. Special	Primary ISIN: US7034811015	Primary SEDOL: 2672537

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Issue Shares in Connection with Merger	Mgmt	For	For
2	Increase Authorized Common Stock	Mgmt	For	For
3	Adjourn Meeting	Mgmt	For	For

#### **Pennon Group Plc**

Meeting Date: 07/20/2023	Country: United Kingdom	Ticker: PNN	
	Meeting Type: Annual		
		Primary ISIN: GB00BNNTLN49	Primary SEDOL: BNNTLN4

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

#### **Pennon Group Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
12	Re-elect Iain Evans as Director	Mgmt	For	Against
	Voter Rationale: Vote AGAINST given ongo	ping concerns with pollu	ition and he Chairs the ESG Committee.	
13	Re-elect Claire Ighodaro as Director	Mgmt	For	For
14	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
16	Authorise UK Political Donations and Expenditure	Mgmt	For	For
17	Authorise Issue of Equity	Mgmt	For	For
18	Approve Climate-Related Financial Disclosures	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
22	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

#### PetMed Express, Inc.

Meeting Date: 08/03/2023	Country: USA	Ticker: PETS	
	Meeting Type: Annual		
		Primary ISIN: US7163821066	Primary SEDOL: 2143099

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Leslie C.G. Campbell	Mgmt	For	For
1.2	Elect Director Sandra Y. Campos	Mgmt	For	For
1.3	Elect Director Gian M. Fulgoni	Mgmt	For	For
1.4	Elect Director Mathew N. Hulett	Mgmt	For	For
1.5	Elect Director Diana Garvis Purcel	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

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

# **PetMed Express, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
4	Ratify RSM US LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have ha for 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

#### **Pets At Home Group Plc**

Meeting Date: 07/06/2023	Country: United Kingdom	Ticker: PETS	
	Meeting Type: Annual		
		Primary ISIN: GB00BJ62K685	Primary SEDOL: BJ62K68

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
	Voter Rationale: The policy flags concert financial statements and report. A vote		er diversity policies. There are no significant o	oncerns with the
2	Approve Remuneration Report	Mgmt	For	For
		Inderpin of positive abso	d vesting of the LTIP. Al though the LTIP uses olute TSR and the opportunity is approximately s for RSP's. A vote FOR is warranted.	
3	Approve Remuneration Policy	Mgmt	For	For
	Voter Rationale: The policy raises conce RSP's. There are no other areas for conc		l share plan. As noted above the company foll varranted.	lows best practices for
4	Approve Final Dividend	Mgmt	For	For
5A	Re-elect Lyssa McGowan as Director	Mgmt	For	For
5B	Re-elect Mike Iddon as Director	Mgmt	For	For
5C	Re-elect Ian Burke as Director	Mgmt	For	For
	Voter Rationale: The board chairman se	rves as a member of the	Nomination Committee.	
5D	Re-elect Zarin Patel as Director	Mgmt	For	For
5E	Re-elect Dennis Millard as Director	Mgmt	For	For
5F	Re-elect Susan Dawson as Director	Mgmt	For	For
	Voter Rationale: The director is chair of with the remuneration practices.	the remuneration comm	ittee and a vote FOR the director is warranted	in absence of concern
6A	Elect Roger Burnley as Director	Mgmt	For	For
6B	Elect Natalie-Jane Macdonald as Directo	r Mgmt	For	For

# **Pets At Home Group Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Reappoint KPMG LLP as Auditors	Mgmt	For	For
			of the auditors and indicates that the compan for its march 2026 year end audit. A vote FOR	
8	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
9	Authorise Issue of Equity	Mgmt	For	For
10	Authorise UK Political Donations and Expenditure	Mgmt	For	For
11	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
12	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
13	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
14	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

# **PICC Property and Casualty Company Limited**

Meeting Date: 08/08/2023	Country: China Meeting Type: Extraordinary Shareholders	<b>Ticker:</b> 2328	
		Primary ISIN: CNE100000593	Primary SEDOL: 6706250

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Wang Tingke as Director	Mgmt	For	For
2	Elect Yu Ze as Director	Mgmt	For	For
	support the Chairman, ensure orderly	succession process	for the Chairman, and act a	appropriate checks and balances on the Board, as a point of contact for shareholders, ion through the board Chairman are considered
3	Elect Jiang Caishi as Director	Mgmt	For	For
4	Elect Zhang Daoming as Director	Mgmt	For	For
5	Elect Hu Wei as Director	Mgmt	For	For
6	Elect Li Tao as Director	Mgmt	For	Against
	Voter Rationale: The audit committee . impartiality and effectiveness.	should be fully indep	pendent and this director's i	membership could hamper the committee's
7	Elect Qu Xiaohui as Director	Mgmt	For	Against
	Voter Rationale: The Company should minimum expectation is that women s			ty on the board. In developing markets, our
8	Elect Cheng Fengchao as Director	Mgmt	For	For

#### **PICC Property and Casualty Company Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Elect Wei Chenyang as Director	Mgmt	For	For
10	Elect Li Weibin as Director	Mgmt	For	For
11	Elect Qu Xiaobo as Director	Mgmt	For	For
12	Elect Dong Qingxiu as Supervisor	Mgmt	For	For
13	Elect Wang Yadong as Supervisor	Mgmt	For	For
14	Elect Li Shuk Yin Edwin as Supervisor	Mgmt	For	For
15	Elect Carson Wen as Supervisor	Mgmt	For	For

#### **PKSHA** Technology, Inc.

Meeting Date: 09/20/2023	Country: Japan Meeting Type: Special	<b>Ticker:</b> 3993	
		Primary ISIN: JP3780050005	Primary SEDOL: BF1CV17

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

#### **Planet Labs PBC**

Meeting Date: 07/11/2023	Country: USA Meeting Type: Annual	Ticker: PL	
		Primary ISIN: US72703X1063	Primary SEDOL: BM8JV32

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Niccolo de Masi	Mgmt	For	Withhold
				are expected to hold no more than one properly, particularly during unexpected
1b	company situations requiring substant			Withhold
1b	Elect Director Vijaya Gadde Voter Rationale: Changes in company to shareholder approval. Specifically, d	Mgmt bylaws or articles of the board's failure to	For incorporation should not erode s remove, or subject to a reasonal	Withhold hareholders' rights and should be subject ble sunset requirement, the supermajority oard, each of which adversely impacts

#### **Planet Labs PBC**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	executive directors. The company should reported indicators or other bad faith action	put in place a procedur ons on the part of any of	material changes in the business or in the role e which would enable it, should it identify any is executive directors and other key manage re that any funds wrongfully obtained in such i	facts of manipulation of rs which were
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

# Powszechny Zaklad Ubezpieczen SA

Meeting Date: 09/13/2023	Country: Poland Meeting Type: Special	Ticker: PZU	
		Primary ISIN: PLPZU0000011	Primary SEDOL: B63DG21

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Management Proposals	Mgmt		
Open Meeting	Mgmt		
Elect Meeting Chairman	Mgmt	For	For
Acknowledge Proper Convening of Meeting	Mgmt		
Approve Agenda of Meeting	Mgmt	For	For
Shareholder Proposals	Mgmt		
Recall Supervisory Board Member	SH	None	Against
Voter Rationale: Shareholders should be	given relevant and suffic	cient information to make an informed decisio	n.
Elect Supervisory Board Member	SH	None	Against
Voter Rationale: Shareholders should be g	given relevant and suffic	cient information to make an informed decisio	n.
Approve Collective Suitability of Supervisory Board Members	SH	None	Against
Voter Rationale: Shareholders should be	given relevant and suffic	cient information to make an informed decisio	n.
Approve Decision on Covering Costs of Convocation of EGM	SH	None	Against
Voter Rationale: Shareholders should be	given relevant and suffic	cient information to make an informed decisio	n.
Management Proposal	Mgmt		
Close Meeting	Mgmt		
	Management Proposals Open Meeting Elect Meeting Chairman Acknowledge Proper Convening of Meeting Approve Agenda of Meeting Shareholder Proposals Recall Supervisory Board Member <i>Voter Rationale: Shareholders should be g</i> Elect Supervisory Board Member <i>Voter Rationale: Shareholders should be g</i> Approve Collective Suitability of Supervisory Board Members <i>Voter Rationale: Shareholders should be g</i> Approve Collective Suitability of Supervisory Board Members <i>Voter Rationale: Shareholders should be g</i> Approve Decision on Covering Costs of Convocation of EGM <i>Voter Rationale: Shareholders should be g</i> Management Proposal	Management ProposalsMgmtOpen MeetingMgmtElect Meeting ChairmanMgmtAcknowledge Proper Convening of MeetingMgmtAcknowledge Proper Convening of MeetingMgmtApprove Agenda of MeetingMgmtShareholder ProposalsMgmtRecall Supervisory Board MemberSHVoter Rationale: Shareholders should be given relevant and sufficeElect Supervisory Board MemberSHVoter Rationale: Shareholders should be given relevant and sufficeElect Supervisory Board MemberSHVoter Rationale: Shareholders should be given relevant and sufficeApprove Collective Suitability of Supervisory Board MembersSHVoter Rationale: Shareholders should be given relevant and sufficeApprove Decision on Covering Costs of Convocation of EGMSHVoter Rationale: Shareholders should be given relevant and sufficeManagement ProposalMgmt	Proposal TextProponentRcManagement ProposalsMgmtOpen MeetingMgmtElect Meeting ChairmanMgmtElect Meeting ChairmanMgmtAcknowledge Proper Convening of MeetingMgmtApprove Agenda of MeetingMgmtApprove Agenda of MeetingMgmtRecall Supervisory Board MemberSHVoter Rationale: Shareholders should be given relevant and sufficient information to make an informed decisionElect Supervisory Board MemberSHVoter Rationale: Shareholders should be given relevant and sufficient information to make an informed decisionApprove Collective Suitability of Supervisory Board MembersSHVoter Rationale: Shareholders should be given relevant and sufficient information to make an informed decisionApprove Collective Suitability of Supervisory Board MembersSHVoter Rationale: Shareholders should be given relevant and sufficient information to make an informed decisionApprove Decision on Covering Costs of Convocation of EGMSHVoter Rationale: Shareholders should be given relevant and sufficient information to make an informed decisionApprove Decision on Covering Costs of Convocation of EGMSHVoter Rationale: Shareholders should be given relevant and sufficient information to make an informed decisionManagement ProposalMgmt

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

Meeting Date: 08/01/2023

Country: USA Meeting Type: Annual Ticker: PBH

Primary ISIN: US74112D1019

Primary SEDOL: B0650P3

1.1 1.2 1.3 1.4 1.5 1.6 1.7 2	Elect Director Ronald M. Lombardi Elect Director John E. Byom Elect Director Celeste A. Clark Elect Director James C. D'Arecca Elect Director Sheila A. Hopkins Elect Director Natale S. Ricciardi Elect Director Dawn M. Zier	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For	For For For For For
1.3 1.4 1.5 1.6 1.7	Elect Director Celeste A. Clark Elect Director James C. D'Arecca Elect Director Sheila A. Hopkins Elect Director Natale S. Ricciardi	Mgmt Mgmt Mgmt Mgmt	For For For	For For For
1.4 1.5 1.6 1.7	Elect Director James C. D'Arecca Elect Director Sheila A. Hopkins Elect Director Natale S. Ricciardi	Mgmt Mgmt Mgmt	For	For
1.5 1.6 1.7	Elect Director Sheila A. Hopkins Elect Director Natale S. Ricciardi	Mgmt Mgmt	For	For
1.6 1.7	Elect Director Natale S. Ricciardi	Mgmt		
1.7		-	For	For
	Elect Director Dawn M. Zier			101
2		Mgmt	For	For
	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have ha bringing in a new auditing firm, ideally eve		for a long period of time sho	uld consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: Variable remuneration sh two years pay. Larger severance package should be clearly disclosed and include ro shareholder value over a sufficiently long	s should be subject bust and stretching	t to a separate shareholder ap	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

#### PT Bank Negara Indonesia (Persero) Tbk

Meeting Date: 09/19/2023	Country: Indonesia Meeting Type: Extraordinary Shareholders	Ticker: BBNI	
		Primary ISIN: ID1000096605	Primary SEDOL: 6727121

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Stock Split and Amend Article 4 of the Company's Articles of Association	SH	None	For
2	Approve Changes in the Composition of Company's Management	SH	None	Against
	Voter Rationale: Companies should provid	e sufficient informa	ation in advance of the meetil	ng to enable shareholders to cast an

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

#### Qorvo, Inc.

Meeting Date: 08/15/2023

Country: USA Meeting Type: Annual Ticker: QRVO

Primary ISIN: US74736K1016

Primary SEDOL: BR9YYP4

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Ralph G. Quinsey	Mgmt	For	Against
	Voter Rationale: The Company should minimum expectation is that women sl			the board. In developed markets, our
1b	Elect Director Robert A. Bruggeworth	Mgmt	For	For
		ve sufficient time and		s are expected to hold no more than one properly, particularly during unexpected
1c	Elect Director Judy Bruner	Mgmt	For	For
1d	Elect Director Jeffery R. Gardner	Mgmt	For	For
1e	Elect Director John R. Harding	Mgmt	For	For
1f	Elect Director David H. Y. Ho	Mgmt	For	For
	Voter Rationale: Companies should es executives should be prohibited as it pe			stock by executives. Hedging activity by holder interest.
1g	Elect Director Roderick D. Nelson	Mgmt	For	For
	Voter Rationale: Companies should es executives should be prohibited as it po			stock by executives. Hedging activity by older interest.
1h	Elect Director Walden C. Rhines	Mgmt	For	For
	Voter Rationale: Companies should es executives should be prohibited as it po			stock by executives. Hedging activity by older interest.
			For	For

# Qorvo, Inc.

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	reward strong performance and drive sha used to incentivise long-term performance should put in place a procedure which wo	reholder value over e and should not be uld enable it, shoul utive directors and	early disclosed and include robust and stretch r a sufficiently long period of time. Long-term e allowed to vest within 3 years since the date Id it identify any facts of manipulation of repor other key managers which were detrimental t d in such manner are repaid to it.	incentive awards should be of grant. The company ted indicators or other bad
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
Ralph L	auren Corporation			
Meeting Date:	: 08/03/2023 Country: USA Meeting Type: Annu	ıal	Ticker: RL	
			Primary ISIN: US7512121010	Primary SEDOL: B4V9663
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Proposal Text Elect Director Linda Findley	Proponent Mgmt		
Number	· · · · · · · · · · · · · · · · · · ·	-	Rec	Instruction
Number	Elect Director Linda Findley	Mgmt	Rec	<b>Instruction</b> For
Number           1.1           1.2	Elect Director Linda Findley Elect Director Michael A. George Elect Director Hubert Joly Elect Director Darren Walker	Mgmt Mgmt Mgmt Mgmt	Rec For For For For	Instruction         For         For         For         For         For         For         For
Number 1.1 1.2 1.3	Elect Director Linda Findley Elect Director Michael A. George Elect Director Hubert Joly Elect Director Darren Walker	Mgmt Mgmt Mgmt Mgmt <i>ructures with impai</i>	Rec For For For	Instruction         For         For         For         For         For         For         For
Number 1.1 1.2 1.3	Elect Director Linda Findley Elect Director Michael A. George Elect Director Hubert Joly Elect Director Darren Walker Voter Rationale: We oppose dual class str	Mgmt Mgmt Mgmt Mgmt <i>ructures with impai</i>	Rec For For For For	Instruction         For         For         For         For         For         For         For
Number 1.1 1.2 1.3 1.4	Elect Director Linda Findley Elect Director Michael A. George Elect Director Hubert Joly Elect Director Darren Walker <i>Voter Rationale: We oppose dual class str</i> <i>to allow for equal voting rights among shr</i> Ratify Ernst & Young LLP as Auditors	Mgmt Mgmt Mgmt Mgmt <i>uctures with impair</i> <i>areholders.</i> Mgmt	Rec For For For For ed or enhanced voting rights. The company s	Instruction         For         For         For         For         should amend its structure         For
Number 1.1 1.2 1.3 1.4	Elect Director Linda Findley Elect Director Michael A. George Elect Director Hubert Joly Elect Director Darren Walker <i>Voter Rationale: We oppose dual class str</i> <i>to allow for equal voting rights among sh</i> Ratify Ernst & Young LLP as Auditors <i>Voter Rationale: Companies who have ha</i>	Mgmt Mgmt Mgmt <i>uctures with impair</i> <i>areholders.</i> Mgmt d the same auditor	Rec For For For For ed or enhanced voting rights. The company s	Instruction         For         For         For         For         should amend its structure         For
Number           1.1           1.2           1.3           1.4           2	Elect Director Linda Findley Elect Director Michael A. George Elect Director Hubert Joly Elect Director Darren Walker <i>Voter Rationale: We oppose dual class str</i> <i>to allow for equal voting rights among sh</i> Ratify Ernst & Young LLP as Auditors <i>Voter Rationale: Companies who have ha</i> <i>for bringing in a new auditing firm.</i> Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voter Rationale: Severance payments sh</i>	Mgmt Mgmt Mgmt Mgmt <i>auctures with impair</i> <i>areholders.</i> Mgmt d the same auditor Mgmt puld not exceed two	Rec         For         For         For         For         red or enhanced voting rights. The company s         For         For         for         for         state         For         For         state         for         state         state	Instruction         For         For         For         should amend its structure         For         r a plan or tender process         For         value be subject to a separate
Number           1.1           1.2           1.3           1.4           2	Elect Director Linda Findley Elect Director Michael A. George Elect Director Hubert Joly Elect Director Darren Walker <i>Voter Rationale: We oppose dual class str</i> <i>to allow for equal voting rights among sh</i> Ratify Ernst & Young LLP as Auditors <i>Voter Rationale: Companies who have ha</i> <i>for bringing in a new auditing firm.</i> Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voter Rationale: Severance payments sh</i> <i>shareholder approval. The remuneration</i>	Mgmt Mgmt Mgmt Mgmt <i>auctures with impair</i> <i>areholders.</i> Mgmt d the same auditor Mgmt puld not exceed two	Rec         For         For         For         For         red or enhanced voting rights. The company s         For         For         For         For         For         For         For         For         For         pyears pay. Larger severance packages should	Instruction         For         For         For         For         should amend its structure         For         r a plan or tender process         For         value         For         uld be subject to a separate

# **RBC Bearings Incorporated**

Just Street	: 09/07/2023 Country: USA Meeting Type: Ani	Country: USA Meeting Type: Annual		
			<b>Primary ISIN:</b> US75524B1044	Primary SEDOL: BOGLYB
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael J. Hartnett	Mgmt	For	For
1b	Elect Director Dolores J. Ennico	Mgmt	For	Against
2				
	Ratify Frnst & Young LLP as Auditors	Mamt	For	For
	Ratify Ernst & Young LLP as Auditors Voter Rationale: Companies that have h bringing in a new auditing firm, ideally e		For or for a long period of time should consider a pl	For an or tender process for
3	Voter Rationale: Companies that have h	ad the same audito very 10 years.		
3	Voter Rationale: Companies that have h bringing in a new auditing firm, ideally e	ad the same audito very 10 years. Mgmt	or for a long period of time should consider a pl One Year	an or tender process for
3	Voter Rationale: Companies that have h bringing in a new auditing firm, ideally en Advisory Vote on Say on Pay Frequency	ad the same audito very 10 years. Mgmt ay on pay frequen	or for a long period of time should consider a pl One Year	an or tender process for

# **Ready Capital Corporation**

Meeting Date:	• •	USA <b>Fype:</b> Annual	Ticker: RC	
			Primary ISIN: US75574U1016	Primary SEDOL: BDFS3G6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Thomas E. Capa	asse Mgmt	For	For

#### **Ready Capital Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Jack J. Ross	Mgmt	For	For
1.3	Elect Director Frank P. Filipps	Mgmt	For	For
1.4	Elect Director Daniel J. Hirsch	Mgmt	For	Withhold
		ave sufficient time an		nies are expected to hold no more than one oles properly, particularly during unexpected
1.5	Elect Director Kevin M. Luebbers	Mgmt	For	For
1.6	Elect Director Meredith Marshall	Mgmt	For	For
1.7	Elect Director Pinkie D. Mayfield	Mgmt	For	Withhold
		ave sufficient time an		nies are expected to hold no more than one oles properly, particularly during unexpected
1.8	Elect Director Dominique Mielle	Mgmt	For	Withhold
	Voter Rationale: Changes in company to shareholder approval. Specifically, to	bylaws or articles of the company's govern	incorporation should not eroc ing documents prohibit share	le shareholders' rights and should be subject cholders from amending the bylaws.
1.9	Elect Director Gilbert E. Nathan	Mgmt	For	Withhold
	Voter Rationale: Changes in company to shareholder approval. Specifically, to			le shareholders' rights and should be subject cholders from amending the bylaws.
1.10	Elect Director Andrea Petro	Mgmt	For	For
1.11	Elect Director J. Mitchell Reese	Mgmt	For	Withhold
	to shareholder approval. Specifically, the Company should put in place a policy of the Company should put in p	he company's govern to increase gender di	ing documents prohibit share iversity on the board. In deve	te shareholders' rights and should be subject cholders from amending the bylaws. The cloped markets, our minimum expectation is c board, we will keep this matter under
1.12	Elect Director Todd M. Sinai	Mgmt	For	Withhold
	Voter Rationale: Changes in company to shareholder approval. Specifically, to			le shareholders' rights and should be subject cholders from amending the bylaws.
2	Ratify Deloitte & Touche LLP as Audito	ors Mgmt	For	For
	Voter Rationale: Companies who have bringing in a new auditing firm.	had the same audito	or for a period of over 10 year	rs should consider a plan or tender process fo
3	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	For
				robust and stretching performance targets to f time. The company should put in place a

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

#### **Ready Capital Corporation**

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

Voter Rationale: Incentive plan features that allow for loans to exercise options are inconsistent with good practice and should be eliminated. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.

#### **Reata Pharmaceuticals, Inc.**

Meeting Date: 09/21/2023	Country: USA Meeting Type: Special	Ticker: RETA	
	reeting type. Special	Primary ISIN: US75615P1030	Primary SEDOL: BYY9FX8

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
				nce is double trigger and reasonably based, ertain NEOs are entitled to significant tax gross-up
3	Adjourn Meeting	Mgmt	For	For

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

Meeting Date: 08/28/2023	Country: India Meeting Type: Annual	Ticker: 500325	
		Primary ISIN: INE002A01018	Primary SEDOL: 6099626

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For
1b	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Dividend	Mgmt	For	For
3	Reelect P. M. S. Prasad as Director	Mgmt	For	Against

Voter Rationale: We reiterate our support for the company's ambitions in low carbon energy, however we would appreciate greater clarity of the path to net zero by the company disclosing medium term targets or emisisons guidance. Additionally, in order to mitigate transition risks facing legacy businesses we also emphasise our desire for the company to disclose and set targets to reduce its scope 3 emissions.

4 Reelect Nikhil R. Meswan as Director	Mgmt	For	For
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#### **Reliance Industries Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Reappointment and Remuneration of Mukesh D. Ambani as Managing Director	Mgmt	For	For
6	Reelect Arundhati Bhattacharya as Director	Mgmt	For	Against
	clarity of the path to net zero by the comp	pany disclosing medium	itions in low carbon energy, however we wou term targets or emisisons guidance. Addition ise our desire for the company to disclose and	ally, in order to
7	Approve Remuneration of Cost Auditors	Mgmt	For	For
8	Amend Articles of Association - Board Related	Mgmt	For	For
9	Amend Object Clause of the Memorandum of Association	Mgmt	For	For
10	Approve Material Related Party Transactions of the Company	Mgmt	For	For
11	Approve Material Related Party Transactions of Subsidiaries of the Company	Mgmt	For	For

## **Roivant Sciences Ltd.**

Meeting Date: 09/12/2023	Country: Bermuda Meeting Type: Annual	Ticker: ROIV	
		Primary ISIN: BMG762791017	Primary SEDOL: BMW4NZ9

Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director D	Daniel Gold	Mgmt	For	Withhold
	to discharge the Company shoul	eir role properly, particulai d put in place a policy to i	ly during unexpection increase gender d	cted company situations iversity on the board. In	ns and ensure they have sufficient time and energy requiring substantial amounts of time. The developed markets, our minimum expectation is to the board, we will keep this matter under
1.2	Elect Director N	1eghan FitzGerald	Mgmt	For	For
2		& Young LLP as Auditors Their Remuneration	Mgmt	For	For
RS Grou	up Pic				
Meeting Date	<b>::</b> 07/13/2023	Country: United King Meeting Type: Ann	5	Ticker: RS1	

Primary ISIN: GB0003096442

Primary SEDOL: 0309644

# **RS Group Plc**

roposal lumber	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 Alex Baldock as Director	Mgmt	For	For
5	Re-elect Louisa Burdett as Director	Mgmt	For	For
6	Re-elect Rona Fairhead as Director	Mgmt	For	For
	Voter Rationale: The board chairman serv	ves as a member o	f the Nomination Committee.	
7	Re-elect Navneet Kapoor as Director	Mgmt	For	For
8	Re-elect Bessie Lee as Director	Mgmt	For	For
9	Re-elect Simon Pryce as Director	Mgmt	For	For
10	Re-elect David Sleath as Director	Mgmt	For	For
11	Re-elect Joan Wainwright 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 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 Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
18	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
19	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

# **Ryanair Holdings Plc**

Meeting Date: 09/14/2023	Country: Ireland Meeting Type: Annual	Ticker: RYA	
		Primary ISIN: IE00BYTBXV33	Primary SEDOL: BYTBXV3

# **Ryanair Holdings Plc**

osal ber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Accept Financial Statements and Statutory Reports	Mgmt	For	For
	Voter Rationale: Shareholder should have	/e the right to approv	e the implementation of the co	mpany's dividend policy.
	Approve Remuneration Report	Mgmt	For	For
	Approve Remuneration Policy	Mgmt	For	For
	Voter Rationale: CEO pay pack implies 3	0% upside, CEO has	created value for shareholders	5
	Elect Eamonn Brennan as Director	Mgmt	For	For
	Elect Elisabeth Kostinger as Director	Mgmt	For	For
	Elect Anne Nolan as Director	Mgmt	For	For
	Re-elect Stan McCarthy as Director	Mgmt	For	Against
	Voter Rationale: Concern is raised as the chair. The director and multiple others a resulting in an independence level of 36	re remunerated with	share options. This can impac	pendence. The director is chair and NomCc t the independence of the directors
	Re-elect Louise Phelan as Director	Mgmt	For	For
	Voter Rationale: Independence concerns arrangement and votes are recommended			
	Re-elect Roisin Brennan as Director	Mgmt	For	Against
	Voter Rationale: Concern is raised as the The director and multiple others are ren	e board does not hav nunerated with share	e the appropriate level of indep options. This can impact the i	
	Voter Rationale: Concern is raised as the The director and multiple others are ren	e board does not hav nunerated with share	e the appropriate level of indep options. This can impact the i	pendence. The director is the RemCo chair. Independence of the directors resulting in
	Voter Rationale: Concern is raised as the The director and multiple others are ren an independence level of 36% on the bo	e board does not hav nunerated with share pard. In addition the Mgmt 5 are raised with the	e the appropriate level of inde options. This can impact the re are issues with the remuner For director due to payment in opti	pendence. The director is the RemCo chair. Independence of the directors resulting in ation policy. A vote AGINST is warranted. For fons. Multiple directors have this
	Voter Rationale: Concern is raised as the The director and multiple others are ren an independence level of 36% on the bu Re-elect Michael Cawley as Director Voter Rationale: Independence concerns	e board does not hav nunerated with share pard. In addition the Mgmt 5 are raised with the	e the appropriate level of inde options. This can impact the re are issues with the remuner For director due to payment in opti	pendence. The director is the RemCo chain ndependence of the directors resulting in ation policy. A vote AGINST is warranted. For fons. Multiple directors have this
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	Voter Rationale: Concern is raised as the The director and multiple others are ren an independence level of 36% on the bo Re-elect Michael Cawley as Director Voter Rationale: Independence concerns arrangement and votes are recommende Re-elect Emer Daly as Director Voter Rationale: Independence concerns	e board does not have port does not have pard. In addition the Mgmt s are raised with the ed against the Chair Mgmt s are raised with the	e the appropriate level of inde options. This can impact the re are issues with the remuner For director due to payment in opti and RemCo chair. A vote FOR to For director due to payment in opti	pendence. The director is the RemCo chain independence of the directors resulting in ation policy. A vote AGINST is warranted. For ions. Multiple directors have this his director is warranted. For ions. Multiple directors have this
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# **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
9	Authorise Market Purchase and/or Overseas Market Purchase of Ordinary Shares	Mgmt	For	For
10	Approve Proposed Purchase of Up to 300 Boeing 737-MAX-10 Aircraft	Mgmt	For	For

# **Ryman Healthcare Limited**

Meeting Date: 07/27/2023	Country: New Zealand Meeting Type: Annual	Ticker: RYM	
		Primary ISIN: NZRYME0001S4	Primary SEDOL: 6161525

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
2	Elect Dean Hamilton as Director	Mgmt	For	For
3	Elect James Miller as Director	Mgmt	For	For
4	Elect Paula Jeffs as Director	Mgmt	For	For
5	Elect Claire Higgins as Director	Mgmt	For	For

#### S.F. Holding Co., Ltd.

Meeting Date: 08/17/2023	Country: China	Ticker: 002352	
	Meeting Type: Special		
		Primary ISIN: CNE100000L63	Primary SEDOL: B3P1NF4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Issuance of H Class Shares and Listing in The Stock Exchange of Hong Kong Limited	Mgmt	For	For
	APPROVE PLAN ON ISSUANCE OF H CLASS SHARES AND LISTING IN THE STOCK EXCHANGE OF HONG KONG LIMITED	Mgmt		
2.1	Approve Share Type and Par Value	Mgmt	For	For
2.2	Approve Issue Manner	Mgmt	For	For
2.3	Approve Issue Size	Mgmt	For	For
2.4	Approve Target Subscribers	Mgmt	For	For

# S.F. Holding Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.5	Approve Pricing Method	Mgmt	For	For
2.6	Approve Issue Time	Mgmt	For	For
2.7	Approve Issue Principle	Mgmt	For	For
3	Approve Conversion to an Overseas Fundraising Company	Mgmt	For	For
4	Approve Resolution Validity Period	Mgmt	For	For
5	Approve Authorization of Board to Handle All Related Matters	Mgmt	For	For
6	Approve Report on the Usage of Previously Raised Funds	Mgmt	For	For
7	Approve Usage Plan of Raised Funds	Mgmt	For	For
8	Approve Distribution Arrangement of Cumulative Earnings	Mgmt	For	For
9	Approve Amendments to Articles of Association and Relevant Rules of Procedure	Mgmt	For	For
10	Approve to Appoint Auditor	Mgmt	For	For

# Sa Sa International Holdings Limited

Meeting Date: 08/24/2023	Country: Cayman Islands Meeting Type: Annual	<b>Ticker:</b> 178	
		Primary ISIN: KYG7814S1021	Primary SEDOL: 6003401

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2.1a	Elect Kwok Sze Wai Melody as Director	Mgmt	For	For
	support the Chairman, ensure orderly su	ccession process for th	Director to establish appropriate checks and a e Chairman, and act as a point of contact for annels of communication through the board C	shareholders,
2.1b	Elect Kwok Sea Nga Kitty as Director	Mgmt	For	For
2.1c	Elect Tan Wee Seng as Director	Mgmt	For	Against
	independence and objectivity. The audit	committee should be f s. The nomination con	ndent non-executive directors to ensure appro ully independent and this director's membersh mittee should be independent and this directo	ip could hamper the
2.1d	Elect Chan Hiu Fung Nicholas as Directo	r Mgmt	For	Against
			mber of directorships and ensure they have su company situations requiring substantial amou	
2.2	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For

# Sa Sa International Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For		
4.1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against		
	Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.					
4.2	Authorize Repurchase of Issued Share Capital	Mgmt	For	For		
4.3	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against		
	Voter Rationale: Any increase in capital o circumstances only and fully justified by t	5	nout pre-emption rights should be undertaken	in exceptional		

#### **Safestore Holdings Plc**

Meeting Date: 07/12/2023	Country: United Kingdom Meeting Type: Special	Ticker: SAFE	
		Primary ISIN: GB00B1N7Z094	Primary SEDOL: B1N7Z09

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Policy	Mgmt	For	For
2	Amend 2020 Long Term Incentive Plan	Mgmt	For	For

#### Sakata Seed Corp.

Meeting Date: 08/30/2023	Country: Japan	Ticker: 1377	
	Meeting Type: Annual		
		Primary ISIN: JP3315000004	Primary SEDOL: 6769811

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Allocation of Income, with a Final Dividend of JPY 35	Mgmt	For	For	
2.1	Elect Director Sakata, Hiroshi	Mgmt	For	Abstain	
	Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. In developing markets, our minimum expectation is that women should comprise at least 13.5% of the board.				
2.2	Elect Director Uchiyama, Risho	Mgmt	For	For	
2.3	Elect Director Kagami, Tsutomu	Mgmt	For	For	

#### Sakata Seed Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.5	Elect Director Furuki, Toshihiko	Mgmt	For	For
2.6	Elect Director Takamiya, Zen	Mgmt	For	For
2.7	Elect Director Sugahara, Kunihiko	Mgmt	For	For
2.8	Elect Director Ozaki, Yukimasa	Mgmt	For	For
2.9	Elect Director Watanabe, Masako	Mgmt	For	For
3	Appoint Alternate Statutory Auditor Nagashima, Tamio	Mgmt	For	For

#### Sansan, Inc.

Meeting Date: 08/29/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 4443	
	5 //	Primary ISIN: JP3332540008	Primary SEDOL: BJYJG18

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Business Lines	Mgmt	For	For
2.1	Elect Director Terada, Chikahiro	Mgmt	For	Against
	Voter Rationale: Top management is respo	onsible for the company	s unfavourable ROE performance.	
2.2	Elect Director Tomioka, Kei	Mgmt	For	For
2.3	Elect Director Shiomi, Kenji	Mgmt	For	For
2.4	Elect Director Oma, Yuta	Mgmt	For	For
2.5	Elect Director Hashimoto, Muneyuki	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Akaura, Toru	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Shiotsuki, Toko	Mgmt	For	For
4	Approve Deep Discount Stock Option Plan	Mgmt	For	For

# Sany Heavy Industry Co., Ltd.

Meeting Date: 09/15/2023	Country: China Meeting Type: Special	<b>Ticker:</b> 600031	
	Heeting Type. Special	B	D-i CEDOL - 6640034
		Primary ISIN: CNE000001F70	Primary SEDOL: 6648824

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

## Sany Heavy Industry Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Amend Articles of Association	Mgmt	For	For
Satellite C	hemical Co., Ltd.			

Meeting Date: 07/04/2023	Country: China	Ticker: 002648	
	Meeting Type: Special		
		Primary ISIN: CNE100001B07	Primary SEDOL: B6585B6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Investment in High-end New Materials Industrial Park Project	Mgmt	For	For
2	Approve Repurchase and Cancellation of Performance Shares	Mgmt	For	For

#### Satellite Chemical Co., Ltd.

Meeting Date: 08/02/2023	Country: China Meeting Type: Special	Ticker: 002648	
		Primary ISIN: CNE100001B07	Primary SEDOL: B6585B6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Lease of Ships to Provide Logistics Transportation Services	Mgmt	For	For

#### Satellite Chemical Co., Ltd.

Meeting Date: 09/28/2023	Country: China	Ticker: 002648	
	Meeting Type: Special		
		Primary ISIN: CNE100001B07	Primary SEDOL: B6585B6

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

#### SATS Ltd.

Meeting Date: 07/21/2023	Country: Singapore Meeting Type: Annual	Ticker: S58	
		Primary ISIN: SG1152882764	Primary SEDOL: 6243586

#### SATS Ltd.

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
	Voter Rationale: Companies should develo board and executive management levels, a	p and disclose a p and throughout th	olicy aimed at encouraging gre e organisation.	ater diversity, including gender, at the
2	Elect Chia Kim Huat as Director	Mgmt	For	For
3	Elect Jessica Tan Soon Neo as Director	Mgmt	For	For
4	Elect Deborah Tan Yang Sock (Deborah Ong) as Director	Mgmt	For	For
5	Elect Detlef Andreas Trefzger as Director	Mgmt	For	For
6	Elect Eng Aik Meng as Director	Mgmt	For	For
7	Approve Directors' Fees	Mgmt	For	For
8	Approve KPMG LLP 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	For
10	Approve Grant of Awards and Issuance of Shares Under the SATS Performance Share Plan and/or the SATS Restricted Share Plan	Mgmt	For	Against
	Voter Rationale: This plan could lead to ex	cessive dilution.		
11	Approve Mandate for Interested Person Transactions	Mgmt	For	For
12	Authorize Share Repurchase Program	Mgmt	For	For

# Sayona Mining Limited

Meeting Date: 07/17/2023	Country: Australia Meeting Type: Extraordinary Shareholders	Ticker: SYA rs		
		Primary ISIN: AU000000SYA5	Primary SEDOL: BBX4LR9	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Issuance of 10 Million Shares to Brett Lynch	Mgmt	For	Against

#### Sayona Mining Limited

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	reward strong performance and drive sha clearly linked to performance and demons normal part of their jobs. Long-term incent to vest within 3 years since the date of gra any facts of manipulation of reported indic	reholder value ov strate shareholde tive awards shou ant. The compan ators or other ba	ver a sufficiently long period of or value creation in addition to a ld be used to incentivise long- y should put in place a proced of faith actions on the part of a	
2	Approve Issuance of Options to Paul Crawford	Mgmt	For	Against
	reward strong performance and drive shau clearly linked to performance and demons normal part of their jobs. Long-term incer to vest within 3 years since the date of gr any facts of manipulation of reported india managers which were detrimental to the l	reholder value ou strate shareholden tive awards show ant. The compar cators or other b long-term interes	ver a sufficiently long period ou r value creation in addition to uld be used to incentivise long ny should put in place a procec ad faith actions on the part of sts of its shareholders, to ensu	obust and stretching performance targets to f time. All exceptional awards should be and above that expected of directors as a -term performance and should not be allowed dure which would enable it, should it identify any of its executive directors and other key re that any funds wrongfully obtained in such or an all-employee plan where the discount
3	Ratify Past Issuance of Placement Shares to Troilus Gold Corporation	Mgmt	For	For
	Datify Dast Issuance of Ontions to latt	Mgmt	For	For
4	Ratify Past Issuance of Options to Jett Capital Advisors, LLC			
4 5		Mgmt	For	For
	Capital Advisors, LLC Ratify Past Issuance of Placement	Mgmt	For	For
5	Capital Advisors, LLC Ratify Past Issuance of Placement Shares to PearTree Securities Inc. Ratify Past Issuance of Unconditional Placement Shares to Institutional,	Mgmt		
5	Capital Advisors, LLC Ratify Past Issuance of Placement Shares to PearTree Securities Inc. Ratify Past Issuance of Unconditional Placement Shares to Institutional, Professional, and Sophisticated Investors Approve Issuance of Conditional Placement Shares to Institutional,	Mgmt	For	For
5 6 7	Capital Advisors, LLC Ratify Past Issuance of Placement Shares to PearTree Securities Inc. Ratify Past Issuance of Unconditional Placement Shares to Institutional, Professional, and Sophisticated Investors Approve Issuance of Conditional Placement Shares to Institutional, Professional, and Sophisticated Investors Approve Issuance of 555,556 Shares to	Mgmt Mgmt	For	For

Voter Rationale: Concerns are raised for any moves to eliminate any physical attendance at meetings. Virtual-only meetings may impact shareholder rights in holding directors publicly accountable and may hinder meaningful exchanges between directors and shareholders.

#### SBI Shinsei Bank Ltd.

Meeting Date: 09/01/2023

Country: Japan Meeting Type: Special Ticker: 8303

Primary ISIN: JP3729000004

Primary SEDOL: 6730936

#### SBI Shinsei Bank Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Reverse Stock Split to Squeeze Out Minority Shareholders	Mgmt	For	For
	Voter Rationale: While there is some paus committee reached majority approval and there is significant uncertainty for the ren	both the company	y and the special committee re	eceived fairness opinions. Furthermore,
2	Amend Articles to Decrease Authorized Capital	Mgmt	For	For

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

Meeting Date: 09/27/2023	Country: Japan Meeting Type: Annual	Ticker: 1414	
		Primary ISIN: JP3360250009	Primary SEDOL: B29T1W0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 75	Mgmt	For	For
2.1	Elect Director Kishimoto, Tatsuya	Mgmt	For	Against
	Voter Rationale: The Company should pu minimum expectation is that women sho		crease gender diversity on the board. In devel 3.5% of the board.	oping markets, our
2.2	Elect Director Sekiguchi, Yasuhiro	Mgmt	For	For
2.3	Elect Director Naraoka, Shigeru	Mgmt	For	For
2.4	Elect Director Shimada, Takayasu	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Miura, Satoru	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Hongo, Akira	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Kuwano, Reiko	Mgmt	For	For

#### **SIA Engineering Company Limited**

Meeting Date: 07	//20/2023	Country: Singapore Meeting Type: Annual	Ticker: S59 Primary ISIN: SG1153882771	Primary SEDOL: 6243597
Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Number	Proposal lext	Proponent	Rec	Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For

#### **SIA Engineering Company Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Voter Rationale: Companies should devel board and executive management levels,			greater diversity, including gender, at the
2	Approve Final Dividend	Mgmt	For	For
3.1	Elect Tang Kin Fei as Director	Mgmt	For	Against
		sufficient time and		nies are expected to hold no more than one roles properly, particularly during unexpected
3.2	Elect Wee Siew Kim as Director	Mgmt	For	Against
		sufficient time and		nies are expected to hold no more than one roles properly, particularly during unexpected
3.3	Elect Mak Swee Wah as Director	Mgmt	For	For
4.1	Elect Chong Chuan Neo as Director	Mgmt	For	For
4.2	Elect Tan Tze Gay as Director	Mgmt	For	For
5	Approve Directors' Fees	Mgmt	For	For
6	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
7.1	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
7.2	Approve Grant of Awards and Issuance of Shares Under the SIAEC Performance Share Plan 2014 and/or the SIAEC Restricted Share Plan 2014	Mgmt	For	Against
	Voter Rationale: Long-term incentive awa within 3 years since the date of grant.	rds should be use	d to incentivise long-term pe	erformance and should not be allowed to vest
7.3	Approve Mandate for Interested Person Transactions	Mgmt	For	For
7.4	Authorize Share Repurchase Program	Mgmt	For	For

#### Silvercorp Metals Inc.

Meeting Date: 09/29/2023	Country: Canada Meeting Type: Annual	Ticker: SVM	
		Primary ISIN: CA82835P1036	Primary SEDOL: 2784261

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

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies 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.

### Silvercorp Metals Inc.

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Elect Director Paul Simpson	Mgmt	For	Withhold
		ould comprise at lea e, raising concerns r s as Remuneration e expect key commi	st 27% of the board. The avera egarding board refreshment and Committee Chair and has long t ttee Chairs to be independent.	ge board tenure at the company d succession planning. We are holding this enure. Long tenured directors could lack The nominee serves as Nominating
2.3	Elect Director David Kong	Mgmt	For	Withhold
	Voter Rationale: The average board tenu board refreshment and succession plann			t average, raising concerns regarding
2.4	Elect Director Yikang Liu	Mgmt	For	Withhold
	Voter Rationale: The average board tenu board refreshment and succession plann			t average, raising concerns regarding
2.5	Elect Director Marina A. Katusa	Mgmt	For	For
2.6	Elect Director Ken Robertson	Mgmt	For	For
3	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

bringing in a new auditing firm.

### **Singapore Airlines Limited**

Meeting Date: 07/27/2023	Country: Singapore	Ticker: C6L	
	Meeting Type: Annual		
		Primary ISIN: SG1V61937297	Primary SEDOL: 6811734

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
	Voter Rationale: Companies should dever board and executive management levels,		y aimed at encouraging greater diversity, inclu rganisation.	ding gender, at the
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Goh Choon Phong as Director	Mgmt	For	For
	Voter Rationale: 'Nominees who also serve as executive officers at publicly listed companies 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.			
3b	Elect Dominic Ho Chiu Fai as Director	Mgmt	For	For
3c	Elect Lee Kim Shin as Director	Mgmt	For	For
4	Approve Directors' Emoluments	Mgmt	For	For
5	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

# **Singapore Airlines Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
7	Approve Grant of Awards and Issuance of Shares Under the SIA Performance Share Plan 2014 and/or the SIA Restricted Share Plan 2014	Mgmt	For	For
8	Approve Renewal of Mandate for Interested Person Transactions	Mgmt	For	For
9	Authorize Share Repurchase Program	Mgmt	For	For

# Singapore NBN Trust

Meeting Date: 07/19/2023	Country: Singapore Meeting Type: Annual	Ticker: CJLU	
		Primary ISIN: SG1DH9000006	Primary SEDOL: BF5GLW6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	MEETING FOR HOLDERS OF SINGAPORE NBN TRUST	Mgmt		
1	Adopt Directors' Statement, Audited Financial Statements of the Trustee-Manager, and Independent Auditors' Reports	Mgmt	For	For
	Voter Rationale: Companies should develo board and executive management levels,		aimed at encouraging greater diversity, includ ganisation.	ding gender, at the
2	Approve Directors' Fees	Mgmt	For	For
3	Approve Deloitte & Touche LLP Auditors and Authorize Directors of the Trustee-Manager to Fix Their Remuneration	Mgmt	For	For
4	Elect Chaly Mah Chee Kheong as Director of the Trustee-Manager	Mgmt	For	For
5	Elect William Woo Siew Wing as Director of the Trustee-Manager	Mgmt	For	For
6	Elect Tong Yew Heng as Director of the Trustee-Manager	Mgmt	For	For
7	Elect Quah Kung Yang as Director of the Trustee-Manager	Mgmt	For	For

### Singapore Post Ltd.

Meeting Date: 07/19/2023	Country: Singapore	Ticker: S08	
	Meeting Type: Annual		
		Primary ISIN: SG1N89910219	Primary SEDOL: 6609478

### Singapore Post Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
	Voter Rationale: Companies should deve board and executive management levels			ng greater diversity, including gender, at the
2	Approve Final Dividend	Mgmt	For	For
3	Elect Bob Tan Beng Hai as Director	Mgmt	For	For
4	Approve Directors' Fees	Mgmt	For	For
5	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
6	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
7	Approve Renewal of Mandate for Interested Person Transactions	Mgmt	For	For
8	Authorize Share Repurchase Program	Mgmt	For	For

# Singapore Telecommunications Limited

Meeting Date: 07/28/2023	Country: Singapore	Ticker: Z74	
	Meeting Type: Annual		
		Primary ISIN: SG1T75931496	Primary SEDOL: B02PY11

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For	
	Voter Rationale: Companies should develo board and executive management levels, a			greater diversity, including gender, at the	
2	Approve Final Dividend	Mgmt	For	For	
3	Elect Lee Theng Kiat as Director	Mgmt	For	For	
4	support the Chairman, ensure orderly suc	cession process f	or the Chairman, and act as	propriate checks and balances on the Board, a point of contact for shareholders, through the board Chairman are considered Against	
	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.				
5	Elect Yong Ying-I as Director	Mgmt	For	For	
6	Approve Directors' Fees	Mgmt	For	For	
7	Approve Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	

#### **Singapore Telecommunications Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
9	Approve Grant of Awards and Issuance of Shares Pursuant to the SingTel Performance Share Plan 2012	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha		disclosed and include robust and stretching p ifficiently long period of time.	performance targets to
10	Authorize Share Repurchase Program	Mgmt	For	For
11	Approve Mandate for Transactions with Sembcorp Power Pte Ltd under the Conditional Power Purchase Agreement	Mgmt	For	For

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

Meeting Date: 07/10/2023	Country: Guernsey Meeting Type: Annual	Ticker: SRE	
		Primary ISIN: GG00B1W3VF54	Primary SEDOL: B1W3VF5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Elect Chris Bowman as Director	Mgmt	For	For
3	Re-elect Caroline Britton as Director	Mgmt	For	For
4	Re-elect Mark Cherry as Director	Mgmt	For	For
5	Re-elect Kelly Cleveland as Director	Mgmt	For	For
6	Re-elect Andrew Coombs as Director	Mgmt	For	For
7	Re-elect Joanne Kenrick as Director	Mgmt	For	For
8	Re-elect Daniel Kitchen as Director	Mgmt	For	For

Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. In developed markets, our minimum expectation is that women should comprise at least 40% of the board. The board chairman serves as a member of the Remuneration Committee.

9	Re-elect James Peggie as Director	Mgmt	For	For
10	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
11	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
12	Approve Dividend	Mgmt	For	For
13	Approve Remuneration Policy	Mgmt	For	For
14	Approve the Implementation Report on the Remuneration Policy	Mgmt	For	For
15	Approve Scrip Dividend	Mgmt	For	For

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
16	Authorise Issue of Equity	Mgmt	For	For
17	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
19	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For

# **Skyline Champion Corporation**

Meeting Date: 07/27/2023	Country: USA Meeting Type: Annual	Ticker: SKY	
	······································	Primary ISIN: US8308301055	Primary SEDOL: 2814005

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Keith Anderson	Mgmt	For	Withhold
	Voter Rationale: The nominee is a forme independent and this director's members			
1.2	Elect Director Michael Berman	Mgmt	For	For
1.3	Elect Director Eddie Capel	Mgmt	For	For
	Voter Rationale: Companies should estal executives should be prohibited as it pot			
1.4	Elect Director Michael Kaufman	Mgmt	For	For
		ould comprise at lea	st 27% of the board. Given the	recent updates to the board, we will keep
1.5		ould comprise at lea ould establish and d	st 27% of the board. Given the lisclose a policy on hedging of c	recent updates to the board, we will keep ompany stock by executives. Hedging
1.5 1.6	minimum expectation is that women sho this matter under review. Companies sho activity by executives should be prohibite	ould comprise at lea buld establish and d ed as it potentially .	st 27% of the board. Given the lisclose a policy on hedging of c severs management alignment v	recent updates to the board, we will keep ompany stock by executives. Hedging with shareholder interest.
	minimum expectation is that women sho this matter under review. Companies sho activity by executives should be prohibite Elect Director Tawn Kelley	buld comprise at lea buld establish and d ed as it potentially Mgmt Mgmt blish and disclose a	st 27% of the board. Given the lisclose a policy on hedging of c severs management alignment v For For For policy on hedging of company s	recent updates to the board, we will keep company stock by executives. Hedging with shareholder interest. For For stock by executives. Hedging activity by
	minimum expectation is that women sho this matter under review. Companies sho activity by executives should be prohibite Elect Director Tawn Kelley Elect Director Erin Mulligan Nelson Voter Rationale: Companies should estab	buld comprise at lea buld establish and d ed as it potentially Mgmt Mgmt blish and disclose a	st 27% of the board. Given the lisclose a policy on hedging of c severs management alignment v For For For policy on hedging of company s	recent updates to the board, we will keep company stock by executives. Hedging with shareholder interest. For For stock by executives. Hedging activity by
1.6	minimum expectation is that women sho this matter under review. Companies sho activity by executives should be prohibite Elect Director Tawn Kelley Elect Director Erin Mulligan Nelson Voter Rationale: Companies should estab executives should be prohibited as it pot	build comprise at lea build establish and d ed as it potentially Mgmt Mgmt blish and disclose a rentially severs mar Mgmt blish and disclose a	st 27% of the board. Given the lisclose a policy on hedging of c severs management alignment v For For policy on hedging of company s agement alignment with shareh For policy on hedging of company s	recent updates to the board, we will keep company stock by executives. Hedging with shareholder interest. For stock by executives. Hedging activity by holder interest. For stock by executives. Hedging activity by
1.6	minimum expectation is that women sho this matter under review. Companies sho activity by executives should be prohibite Elect Director Tawn Kelley Elect Director Erin Mulligan Nelson Voter Rationale: Companies should estat executives should be prohibited as it pot Elect Director Nikul Patel Voter Rationale: Companies should estat	build comprise at lea build establish and d ed as it potentially Mgmt Mgmt blish and disclose a rentially severs mar Mgmt blish and disclose a	st 27% of the board. Given the lisclose a policy on hedging of c severs management alignment v For For policy on hedging of company s agement alignment with shareh For policy on hedging of company s	recent updates to the board, we will keep company stock by executives. Hedging with shareholder interest. For stock by executives. Hedging activity by holder interest. For stock by executives. Hedging activity by
1.6	minimum expectation is that women sho this matter under review. Companies sho activity by executives should be prohibite Elect Director Tawn Kelley Elect Director Erin Mulligan Nelson Voter Rationale: Companies should estat executives should be prohibited as it pot Elect Director Nikul Patel Voter Rationale: Companies should estat executives should be prohibited as it pot	build comprise at lea build establish and d ed as it potentially Mgmt Mgmt blish and disclose a centially severs mar Mgmt blish and disclose a centially severs mar	st 27% of the board. Given the lisclose a policy on hedging of c severs management alignment v For policy on hedging of company s agement alignment with shareh For policy on hedging of company s agement alignment with shareh	recent updates to the board, we will keep company stock by executives. Hedging with shareholder interest. For stock by executives. Hedging activity by colder interest. For stock by executives. Hedging activity by colder interest.

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.

#### **Skyline Champion Corporation**

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			ls should be time pro-rated and tested for pe hould not allow vesting of incentive awards i	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	y on pay frequency	4	
Snowfla	ke Inc.			
Meeting Date	07/05/2023 Country: USA Meeting Type: Annu	al	Ticker: SNOW	
			Primary ISIN: US8334451098	Primary SEDOL: BN134B
			Mamt	Mata
	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Proposal Text Elect Director Teresa Briggs	<b>Proponent</b> Mgmt		
Proposal Number 1a	Elect Director Teresa Briggs Voter Rationale: Changes in company byla to shareholder approval. Specifically, the b	Mgmt <i>ws or articles of in</i> poard failed to rem	Rec	Instruction Withhold ights and should be subject supermajority vote
Number	Elect Director Teresa Briggs Voter Rationale: Changes in company byla to shareholder approval. Specifically, the b requirement to enact certain changes to ti	Mgmt <i>ws or articles of in</i> poard failed to rem	Rec For corporation should not erode shareholders' r ove, or subject to a sunset requirement, the	Instruction Withhold ights and should be subject supermajority vote
Number 1a	Elect Director Teresa Briggs <i>Voter Rationale: Changes in company byla</i> <i>to shareholder approval. Specifically, the b</i> <i>requirement to enact certain changes to th</i> <i>shareholder rights.</i> Elect Director Jeremy Burton <i>Voter Rationale: Changes in company byla</i> <i>to shareholder approval. Specifically, the b</i>	Mgmt was or articles of ir poard failed to rem he governing docu Mgmt mus or articles of ir poard failed to rem	Rec For corporation should not erode shareholders' r ove, or subject to a sunset requirement, the ments and the classified board, each of whic	Instruction         Withhold         ights and should be subject         supermajority vote         h adversely impacts         Withhold         ights and should be subject         supermajority vote
Number 1a	Elect Director Teresa Briggs <i>Voter Rationale: Changes in company byla</i> <i>to shareholder approval. Specifically, the b</i> <i>requirement to enact certain changes to th</i> <i>shareholder rights.</i> Elect Director Jeremy Burton <i>Voter Rationale: Changes in company byla</i> <i>to shareholder approval. Specifically, the b</i> <i>requirement to enact certain changes to th</i>	Mgmt was or articles of ir poard failed to rem he governing docu Mgmt mus or articles of ir poard failed to rem	Rec For corporation should not erode shareholders' r ove, or subject to a sunset requirement, the ments and the classified board, each of whic For For proportion should not erode shareholders' r ove, or subject to a sunset requirement, the	Instruction         Withhold         ights and should be subject         supermajority vote         h adversely impacts         Withhold         ights and should be subject         supermajority vote
la 1b	Elect Director Teresa Briggs Voter Rationale: Changes in company byla to shareholder approval. Specifically, the b requirement to enact certain changes to to shareholder rights. Elect Director Jeremy Burton Voter Rationale: Changes in company byla to shareholder approval. Specifically, the b requirement to enact certain changes to to shareholder rights.	Mgmt ws or articles of in oard failed to rem he governing docu Mgmt ws or articles of in oard failed to rem he governing docu Mgmt	Rec For corporation should not erode shareholders' r ove, or subject to a sunset requirement, the ments and the classified board, each of whic For corporation should not erode shareholders' r ove, or subject to a sunset requirement, the ments and the classified board, each of whic	Instruction         Withhold         rights and should be subject         supermajority vote         h adversely impacts         Withhold         rights and should be subject         supermajority vote         h adversely impacts
1a 1b 1c	Elect Director Teresa Briggs Voter Rationale: Changes in company byla to shareholder approval. Specifically, the b requirement to enact certain changes to th shareholder rights. Elect Director Jeremy Burton Voter Rationale: Changes in company byla to shareholder approval. Specifically, the b requirement to enact certain changes to th shareholder rights. Elect Director Mark D. McLaughlin Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: On early termination, all s event of a change of control. Incentive aw performance targets to reward strong peri percentage of the equity awards should be should put in place a procedure which woo	Mgmt Mgmt was or articles of ir poard failed to rem he governing docu Mgmt was or articles of ir poard failed to rem he governing docu Mgmt Mgmt share-based award share-based award share-based award formance and drives formance and drives te tied to performan- uld enable it, shou utive directors and	Rec For For powe, or subject to a sunset requirement, the ments and the classified board, each of whice For for powe, or subject to a sunset requirement, the ments and the classified board, each of whice For For For For <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per- s should be time pro-rated and tested for per- <i>is should be time pro-rated and tested for per-</i> <i>is should be tis should be tis should be time per-</i> <i>is should</i></i></i></i></i></i></i></i></i></i>	Instruction         Withhold         rights and should be subject         supermajority vote         h adversely impacts         Withhold         rights and should be subject         supermajority vote         h adversely impacts         For         For         For         erformance, including in the         ust and stretching         eriod of time. A larger         pod practice. The company         orted indicators or other bad

#### SOSILA LOGISTICS REIT, Inc.

Meeting Date: 08/30/2023	Country: Japan Meeting Type: Special	<b>Ticker:</b> 2979	
		Primary ISIN: JP3048960003	Primary SEDOL: BG0WNL9

#### **SOSiLA Logistics REIT, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet	Mgmt	For	For
2	Elect Executive Director Kusunoki, Hiroyuki	Mgmt	For	For
3	Elect Alternate Executive Director Sato, Tomoaki	Mgmt	For	For
4.1	Elect Supervisory Director Doba, Manabu	Mgmt	For	For
4.2	Elect Supervisory Director Midorikawa, Yoshie	Mgmt	For	For
5.1	Elect Alternate Supervisory Director Oyama, Taro	Mgmt	For	For
5.2	Elect Alternate Supervisory Director Tokoro, Yuto	Mgmt	For	For

#### Spectrum Brands Holdings, Inc.

Meeting Date: 08/08/2023	Country: USA Meeting Type: Annual	Ticker: SPB	
		Primary ISIN: US84790A1051	Primary SEDOL: BDRYFB1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Sherianne James	Mgmt	For	For
1.2	Elect Director Leslie L. Campbell	Mgmt	For	For
1.3	Elect Director Joan Chow	Mgmt	For	For
1.4	Elect Director Gautam Patel	Mgmt	For	For
1.5	Elect Director Hugh R. Rovit	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have had bringing in a new auditing firm.	l 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
	Voter Rationale: Variable remuneration she	ould not contain a sign	ificant overlap of metrics.	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	v on pay frequency.		
5	Amend 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. Variable remuneration should not contain a significant overlap of metrics.

#### StepStone Group Inc.

	: 09/13/2023 Country: USA		Ticker: STEP	
	Meeting Type: An	luai	Primary ISIN: US85914M1071	Primary SEDOL: BLFDXF6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Scott W. Hart	Mgmt	For	Withhold
	minimum expectation is that women sho which we expect to be independent, as are holding this director accountable. Th hamper the committee's impartiality and	ut in place a policy to puld comprise at leas non-independent dim re remuneration com l effectiveness. Comp	o increase gender diversity on the board. In a t 27% of the board. An executive sits on the ectors could hamper the committees impartia mittee should be independent and this direct panies should establish and disclose a policy of e prohibited as it potentially severs managem	Remuneration Committee, hity and effectiveness. We or's membership could on hedging of company
1.2	Elect Director David F. Hoffmeister	Mgmt	For	For
1.3	Elect Director Anne L. Raymond	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
	should be clearly disclosed, justified and	not exceed audit fe	n exceptional circumstances only. Any non-au es. Large non-audit fees could compromise o ver 10 years should consider a plan or tender	bjectivity of the audit.
3	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	For
	event of a change of control. Incentive performance targets to reward strong p percentage of the equity awards should should put in place a procedure which v	awards to executives erformance and drive be tied to performar rould enable it, shou ecutive directors and	is should be time pro-rated and tested for per should be clearly disclosed and include robus e shareholder value over a sufficiently long pe face conditions. At least 50% is a minimum go Id it identify any facts of manipulation of repo other key managers which were detrimental ed in such manner are repaid to it.	st and stretching eriod of time. A larger nod practice. The company ported indicators or other bad
4	Approve Nonqualified Employee Stock Purchase Plan	Mgmt	For	For
STERIS	Purchase Plan	Mgmt	For Ticker: STE	For
STERIS	Purchase Plan		Ticker: STE	
STERIS	Purchase Plan  Plan  Purchase Plan			For Primary SEDOL: BFY8C75
STERIS Meeting Date	Purchase Plan  Plan  Purchase Plan		Ticker: STE	
STERIS Meeting Date	Purchase Plan pic : 07/27/2023 Country: Ireland Meeting Type: And	nual	Ticker: STE Primary ISIN: IE00BFY8C754 Mgmt	Primary SEDOL: BFY8C75 Vote
STERIS Meeting Date	Purchase Plan pic : 07/27/2023 Country: Ireland Meeting Type: And Proposal Text	nual Proponent	Ticker: STE Primary ISIN: IE00BFY8C754 Mgmt Rec	Primary SEDOL: BFY8C75 Vote Instruction
STERIS Meeting Date	Purchase Plan Pic : 07/27/2023 Country: Ireland Meeting Type: And Proposal Text Elect Director Esther M. Alegria Elect Director Richard C. Breeden	nual Proponent Mgmt Mgmt Audit Committee Ch	Ticker: STE Primary ISIN: IE00BFY8C754  Mgmt Rec For For For air and has long tenure. Long tenured directed	Primary SEDOL: BFY8C75         Vote         Instruction         For         Against

#### **STERIS plc**

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1d	Elect Director Cynthia L. Feldmann	Mgmt	For	Against
	Voter Rationale: The nominee serves as N independence from the company and we e expectations. In particular, we note the co long-term risk that can impact shareholded climate change.	expect key comm mpany has failed	ittee Chairs to be independent.Co to set reduction targets. Climate	ompany fails to meet our Net Zero Model change presents an ongoing and seriou.
1e	Elect Director Christopher S. Holland	Mgmt	For	For
1f	Elect Director Jacqueline B. Kosecoff	Mgmt	For	Against
	Voter Rationale: The nominee serves as Ra independence from the company and we a			. Long tenured directors could lack
1g	Elect Director Paul E. Martin	Mgmt	For	For
1h	Elect Director Nirav R. Shah	Mgmt	For	For
1i	Elect Director Mohsen M. Sohi	Mgmt	For	For
1j	Elect Director Richard M. Steeves	Mgmt	For	Against
	Voter Rationale: The nominee is a former independent and this director's membersh			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		r for a long period of time should	consider a plan or tender process for
3	Appoint Ernst & Young Chartered Accountants as Irish Statutory Auditor	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		r for a long period of time should	consider a plan or tender process for
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Long-term incentive awar within 3 years since the date of grant.	ds should be use	d to incentivise long-term perform	nance and should not be allowed to vest
6	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequenc	су.	
7	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For

#### **StoneX Group Inc.**

Meeting Date: 08/10/2023	Country: USA Meeting Type: Special	Ticker: SNEX	
		Primary ISIN: US8618961085	Primary SEDOL: BMQ8XV3

# **StoneX Group Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Increase Authorized Common Stock	Mgmt	For	For
	Voter Rationale: Management and the bo	ard have historically p	proven to be effective stewards of ca	pital.
2	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		

#### **Suncorp Group Limited**

Meeting Date	: 09/26/2023 Country: Australia Meeting Type: Ann	ual	Ticker: SUN	
			Primary ISIN: AU000000SUN6	Primary SEDOL: 6585084
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sh articulate how executives performed aga prior year performance, as well as outlin plan is linked to a single performance ta	areholder value ov inst historic perfo ing forward-lookir rget. Companies s	clearly disclosed and include robust and stretc ver a sufficiently long period of time. The remu rmance targets. The board should articulate ho ng targets that underpin long-term incentive pla hould base vesting levels on multiple performa performance criterion, and should stagger ves	neration report does not w bonus payments reflect ans. The long-term incentive nce criteria that reflect both
2	Approve Grant of Performance Rights to Steven Johnston	Mgmt	For	For
	Elect Elmer Funke Kupper as Director	Mgmt	For	For
3a	Elect Elifici i unite Rupper as Director			

#### Swedish Orphan Biovitrum AB

Meeting Date: 08/15/2023	Country: Sweden	Ticker: SOBI	
	Meeting Type: Extraordinary Shareholders		
		Primary ISIN: SE0000872095	Primary SEDOL: B1CC9H0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Open Meeting	Mgmt		
2	Elect Chairman of Meeting	Mgmt	For	For
3	Prepare and Approve List of Shareholders	Mgmt	For	For
4	Approve Agenda of Meeting	Mgmt	For	For

#### Swedish Orphan Biovitrum AB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Designate Inspector(s) of Minutes of Meeting	Mgmt		
6	Acknowledge Proper Convening of Meeting	Mgmt	For	For
7	Approve Creation of SEK 6 Billion Pool of Capital with Preemptive Rights	Mgmt	For	For
8	Approve Equity Plan Financing	Mgmt	For	For
9	Close Meeting	Mgmt		

#### **Swire Pacific Limited**

Meeting Date: 08/30/2023	Country: Hong Kong Meeting Type: Extraordinary Shareholders	<b>Ticker:</b> 19	
		Primary ISIN: HK0019000162	Primary SEDOL: 6867748

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

#### Syneos Health, Inc.

Meeting Date: 08/02/2023	Country: USA Meeting Type: Special	Ticker: SYNH	
		Primary ISIN: US87166B1026	Primary SEDOL: BFMZ4V6

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

#### **Syrah Resources Limited**

Meeting Date: 07/28/2023	Country: Australia Meeting Type: Special	Ticker: SYR	
	meeting Type: Special		
		Primary ISIN: AU000000SYR9	Primary SEDOL: B23HV20

### **Syrah Resources Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ratify Past Issuance of Series 4 Convertible Note to AustralianSuper Pty Ltd	Mgmt	For	For
2	Approve Issuance of the Series 5 and/or Series 6 Convertible Notes to AustralianSuper Pty Ltd	Mgmt	For	For
3	Approve Acquisition of Relevant Interest in Shares by AustralianSuper Pty Ltd on Conversion of the Series 1 and Series 3 Convertible Notes	Mgmt	For	For
4	Approve Acquisition of Relevant Interest in Shares by AustralianSuper Pty Ltd on Conversion of the Series 4 Convertible Note	Mgmt	For	For
5	Approve Acquisition of Relevant Interest in Shares by AustralianSuper Pty Ltd on Conversion of the Series 5 and Series 6 Convertible Notes	Mgmt	For	For

### Take-Two Interactive Software, Inc.

Meeting Date: 09/21/2023	Country: USA Meeting Type: Annual	Ticker: TTWO	
		Primary ISIN: US8740541094	Primary SEDOL: 2122117

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Strauss Zelnick	Mgmt	For	For
1b	Elect Director Michael Dornemann	Mgmt	For	For
1c	Elect Director J Moses	Mgmt	For	For
1d	Elect Director Michael Sheresky	Mgmt	For	For
1e	Elect Director LaVerne Srinivasan	Mgmt	For	For
1f	Elect Director Susan Tolson	Mgmt	For	For
1g	Elect Director Paul Viera	Mgmt	For	For
1h	Elect Director Roland Hernandez	Mgmt	For	For
1i	Elect Director William "Bing" Gordon	Mgmt	For	For
1j	Elect Director Ellen Siminoff	Mgmt	For	For

#### Take-Two Interactive Software, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	management services agreement. While s potential compensation and use of one of	some concerns remain ff grants, the company	n structure that pays executives through an a around these compensation practices, includ has made several positive changes in the ye pay practices at the company and will suppor	ling the high level of Par under review in
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	ay on pay frequency.		
4	Amend Omnibus Stock Plan	Mgmt	For	For
	Voter Rationale: While we note that diluti tool for recruitment and retention purpos		s plan is higher than we'd prefer, the plan is l Isiness.	broad-based and is a key
5	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For

### Tate & Lyle Plc

Meeting Date: 07/27/2023	Country: United Kingdom Meeting Type: Annual	Ticker: TATE	
		Primary ISIN: GB00BP92CJ43	Primary SEDOL: BP92CJ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Policy	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Final Dividend	Mgmt	For	For
5	Re-elect Gerry Murphy as Director	Mgmt	For	For
	Voter Rationale: The board chairman se	erves as a member o	f the Nomination Committee	
6	Re-elect Nick Hampton as Director	Mgmt	For	For
7	Re-elect Dawn Allen as Director	Mgmt	For	For
8	Re-elect John Cheung as Director	Mgmt	For	For

Voter Rationale: The policy raises concern that the director is considered overboarded as they have 2 director roles and an executive role (non-director). The concern is that they are unable to fulfill their duties to the board in times of pressure. Given the shareholding in the company if there are concerns an engagement should be had. A vote FOR is warranted.

9	Re-elect Patricia Corsi as Director	Mgmt	For	For
10	Re-elect Isabelle Esser as Director	Mgmt	For	For
11	Re-elect Lars Frederiksen as Director	Mgmt	For	For
12	Re-elect Kimberly Nelson as Director	Mgmt	For	For

### Tate & Lyle Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
13	Re-elect Sybella Stanley as Director	Mgmt	For	For
		ey are unable to fufill	nsidered overboarded as they have 2 director their duties to the board in times of pressure. had. A vote FOR is warranted.	
14	Re-elect Warren Tucker as Director	Mgmt	For	For
15	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For
18	Authorise Issue of Equity	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
22	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

### **TechnoPro Holdings, Inc.**

Meeting Date: 09/28/2023	Country: Japan	<b>Ticker:</b> 6028	
	Meeting Type: Annual		
		Primary ISIN: JP3545240008	Primary SEDOL: BSM8SQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 50	Mgmt	For	For
2.1	Elect Director Yagi, Takeshi	Mgmt	For	For
2.2	Elect Director Shimaoka, Gaku	Mgmt	For	For
2.3	Elect Director Asai, Koichiro	Mgmt	For	For
2.4	Elect Director Hagiwara, Toshihiro	Mgmt	For	For
2.5	Elect Director Takao, Mitsutoshi	Mgmt	For	For
2.6	Elect Director Yamada, Kazuhiko	Mgmt	For	For
2.7	Elect Director Sakamoto, Harumi	Mgmt	For	For
2.8	Elect Director Takase, Shoko	Mgmt	For	For
3	Elect Director and Audit Committee Member Deguchi, Masatoshi	Mgmt	For	For

#### **TEGNA Inc.**

Meeting Date: 08/17/2023

Country: USA Meeting Type: Annual Ticker: TGNA

Primary ISIN: US87901J1051

Primary SEDOL: BZ0P3Z5

Elect Director Gina L. Bianchini Elect Director Howard D. Elias Elect Director Stuart J. Epstein Elect Director Karen H. Grimes Elect Director David T. Lougee Elect Director Scott K. McCune Voter Rationale: The nominee serves as Re independence from the company and we compare the serves of the s	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For	For For For For
Elect Director Stuart J. Epstein Elect Director Karen H. Grimes Elect Director David T. Lougee Elect Director Scott K. McCune <i>Voter Rationale: The nominee serves as Re</i>	Mgmt Mgmt Mgmt	For For	For For
Elect Director Karen H. Grimes Elect Director David T. Lougee Elect Director Scott K. McCune Voter Rationale: The nominee serves as Re	Mgmt Mgmt	For	For
Elect Director David T. Lougee Elect Director Scott K. McCune <i>Voter Rationale: The nominee serves as Re</i>	Mgmt	For	
Elect Director Scott K. McCune Voter Rationale: The nominee serves as Re	5		For
Voter Rationale: The nominee serves as Re	Mgmt	<b>F</b> <sub>4</sub>	
		For	Against
		e Chair and has long tenure. Long tenured di Chairs to be independent.	rectors could lack
Elect Director Henry W. McGee	Mgmt	For	For
Elect Director Neal Shapiro	Mgmt	For	For
Elect Director Melinda C. Witmer	Mgmt	For	For
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
shareholder approval. Incentive awards to targets to reward strong performance and should be used to incentivise long-term pe	executives should be drive shareholder valuer formance and should	clearly disclosed and include robust and stretc ie over a sufficiently long period of time. Long I not be allowed to vest within 3 years since th	hing performance -term incentive awards he date of grant. On
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
Voter Rationale: We support an annual say	on pay frequency.		
Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For
	Elect Director Melinda C. Witmer Ratify PricewaterhouseCoopers LLP as Auditors Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voter Rationale: Severance payments shou</i> <i>shareholder approval. Incentive awards to</i> <i>targets to reward strong performance and</i> <i>should be used to incentivise long-term pe</i> <i>early termination, all share-based awards control.</i> Advisory Vote on Say on Pay Frequency <i>Voter Rationale: We support an annual say</i> Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Elect Director Melinda C. Witmer       Mgmt         Ratify PricewaterhouseCoopers LLP as       Mgmt         Auditors       Mgmt         Advisory Vote to Ratify Named Executive       Mgmt         Officers' Compensation       Mgmt         Voter Rationale: Severance payments should not exceed two years         shareholder approval. Incentive awards to executives should be targets to reward strong performance and drive shareholder value         should be used to incentivise long-term performance and should         early termination, all share-based awards should be time pro-rate         control.         Advisory Vote on Say on Pay Frequency       Mgmt         Voter Rationale: We support an annual say on pay frequency.         Submit Severance Agreement       SH         (Change-in-Control) to Shareholder Vote       SH         Voter Rationale: Companies should request approval of compensions shareholders. The prospect of separating the voting rights of a more should request approval of compensions shoreholders.	Elect Director Melinda C. Witmer       Mgmt       For         Ratify PricewaterhouseCoopers LLP as       Mgmt       For         Auditors       Advisory Vote to Ratify Named Executive       Mgmt       For         Advisory Vote to Ratify Named Executive       Mgmt       For         Voter Rationale: Severance payments should not exceed two years pay. Larger severance packages should be shareholder approval. Incentive awards to executives should be clearly disclosed and include robust and stretct targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Long should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the early termination, all share-based awards should be time pro-rated and tested for performance, including in the control.         Advisory Vote on Say on Pay Frequency       Mgmt       One Year         Voter Rationale: We support an annual say on pay frequency.       SH       Against         Voter Rationale: Companies should request approval of compensation policies covering severance packages an shareholders. The prospect of separating the voting rights of a merger or acquisition from the compensation policies covering severance packages and should prove to the performance and prove to the performance packages and should performance and prove to perform ance packages and should performance and prove to perform ance packages and should performance and prove to perform ance packages and should performance and p

#### **The British Land Co. Plc**

 Meeting Date: 07/11/2023
 Country: United Kingdom
 Ticker: BLND

 Meeting Type: Annual
 Primary ISIN: GB0001367019
 Primary SEDOL: 0136701

#### **The British Land Co. Plc**

roposal umber	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 Mark Aedy as Director	Mgmt	For	For
5	Re-elect Simon Carter as Director	Mgmt	For	For
6	Re-elect Lynn Gladden as Director	Mgmt	For	For
7	Re-elect Irvinder Goodhew as Director	Mgmt	For	For
8	Re-elect Alastair Hughes as Director	Mgmt	For	For
9	Re-elect Bhavesh Mistry as Director	Mgmt	For	For
10	Re-elect Preben Prebensen as Director	Mgmt	For	For
11	Re-elect Tim Score as Director	Mgmt	For	For
12	Re-elect Laura Wade-Gery as Director	Mgmt	For	For
13	Re-elect Loraine Woodhouse as Director	Mgmt	For	For
14	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
16	Authorise UK Political Donations and Expenditure	Mgmt	For	For
17	Authorise Issue of Equity	Mgmt	For	For
18	Approve Savings-Related Share Option Scheme	Mgmt	For	For
19	Approve Long-Term Incentive Plan	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
22	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
23	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

# The Foschini Group Ltd.

Meeting Date: 09/07/2023	Country: South Africa	Ticker: TFG	
	Meeting Type: Annual		
		Primary ISIN: ZAE000148466	Primary SEDOL: 6349688

# The Foschini Group Ltd.

1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for the Year Ended 31 March 2023	Mgmt	For	For
2	Reappoint Deloitte & Touche as Auditors with J H W de Kock as the Designated Partner	Mgmt	For	For
3	Re-elect Ronnie Stein as Director	Mgmt	For	Against
		objectivity. The no	omination committee should	ependent non-executive directors to ensure d be majority independent and this directors
4	Re-elect Nomahlubi Simamane as Director	Mgmt	For	Against
	Voter Rationale: For widely held companie appropriate balance of independence and		ld include at least 50% inde	ependent non-executive directors to ensure
5	Re-elect David Friedland as Director	Mgmt	For	For
5	Elect Jan Potgieter as Director	Mgmt	For	For
7	Re-elect Eddy Oblowitz as Member of the Audit Committee	Mgmt	For	For
8	Re-elect Tumi Makgabo-Fiskerstrand as Member of the Audit Committee	Mgmt	For	For
9	Re-elect Graham Davin as Member of the Audit Committee	Mgmt	For	For
10	Re-elect Nomahlubi Simamane as Member of the Audit Committee	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	uld be fully indepe	endent and this director's m	embership could hamper the committee's
11	Re-elect David Friedland as Member of the Audit Committee	Mgmt	For	For
12	Elect Jan Potgieter as Member of the Audit Committee	Mgmt	For	For
13	Approve Remuneration Policy	Mgmt	For	Against
		reholder value ove	er a sufficiently long period	robust and stretching performance targets to of time. Long-term incentive awards should be rears since the date of grant.
14	Approve Remuneration Implementation Report	Mgmt	For	Against
		reholder value ove	er a sufficiently long period	o robust and stretching performance targets to of time. Long-term incentive awards should be vears since the date of grant.
	Special Resolutions	Mgmt		

Approve Remuneration of Non-Executive Mgmt For For For Directors

### The Foschini Group Ltd.

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act	Mgmt	For	For
3	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
	Continuation of Ordinary Resolutions	Mgmt		
15	Authorise Ratification of Approved Resolutions	Mgmt	For	For

#### **The Hour Glass Limited**

Meeting Date: 07/25/2023	Country: Singapore Meeting Type: Annual	Ticker: AGS	
		Primary ISIN: SG1AE9000009	Primary SEDOL: BSNM5D6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For		
	Voter Rationale: Companies should develop and disclose a policy aimed at encouraging greater diversity, including gender, at the board and executive management levels, and throughout the organisation.					
2	Approve Final Dividend	Mgmt	For	For		
3a	Elect Christine Bullitt Pillsbury as Director	Mgmt	For	For		
3bi	Elect Michael Tay Wee Jin as Director	Mgmt	For	For		
3bii	Elect Kuah Boon Wee 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. Nominees who also serve as executive officers at publicly listed companies 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.					
3biii	Elect Jeffry Lee Yu Chern as Director	Mgmt	For	For		
4	Approve Directors' Fees	Mgmt	For	For		
5	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For		
6	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against		
	Voter Rationale: Any increase in capital of circumstances only and fully justified by t		nout pre-emption rights should be undertaken	in exceptional		
7	Authorize Share Repurchase Program	Mgmt	For	For		

### The J. M. Smucker Company

Meeting Date: 08/16/2023

Country: USA Meeting Type: Annual Ticker: SJM

Primary ISIN: US8326964058

Primary SEDOL: 2951452

oposal mber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
la	Elect Director Mercedes Abramo	Mgmt	For	For
1b	Elect Director Tarang P. Amin	Mgmt	For	For
lc	Elect Director Susan E. Chapman-Hughes	Mgmt	For	For
.d	Elect Director Jay L. Henderson	Mgmt	For	For
е	Elect Director Jonathan E. Johnson, III	Mgmt	For	For
f	Elect Director Kirk L. Perry	Mgmt	For	For
g	Elect Director Alex Shumate	Mgmt	For	For
h	Elect Director Mark T. Smucker	Mgmt	For	For
	Elect Director Jodi L. Taylor	Mgmt	For	For
	Elect Director Dawn C. Willoughby	Mgmt	For	For
	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		for a long period of time shoul	d consider a plan or tender process for
	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to exec reward strong performance and drive share			bust and stretching performance targets to ne.
	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa			

### The Necessity Retail REIT, Inc.

Meeting Date: 09/08/2023	Country: USA	Ticker: RTL	
	Meeting Type: Special		
		Primary ISIN: US02607T1097	Primary SEDOL: BD6NYB2

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

# The Necessity Retail REIT, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Adjourn Meeting	Mgmt	For	For
Theme 1	International Holdings L	imited		
Meeting Date:	c 07/28/2023 Country: Bermuda Meeting Type: Spec	ial	<b>Ticker:</b> 990	
			Primary ISIN: BMG8800F1876	Primary SEDOL: 6889496
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Call Option Agreement and Related Transactions	Mgmt	For	For
neeting bate.	09/06/2023 Country: USA Meeting Type: Annu	al	Ticker: TRNS Primary ISIN: US8935291075	Primary SEDOL: 2901714
feeting bate.	· · ·	al		Primary SEDOL: 2901714
Proposal	· · ·	Proponent		Primary SEDOL: 2901714 Vote Instruction
Proposal	Meeting Type: Annu		Primary ISIN: US8935291075	Vote
Proposal Number	Meeting Type: Annu Proposal Text	Proponent	Primary ISIN: US8935291075 Mgmt Rec	Vote Instruction
Proposal Number 1.1	Meeting Type: Annu Proposal Text Elect Director Christopher P. Gillette	<b>Proponent</b> Mgmt	Primary ISIN: US8935291075 Mgmt Rec For	Vote Instruction For
Proposal Number 1.1 1.2	Meeting Type: Annu Proposal Text Elect Director Christopher P. Gillette Elect Director Gary J. Haseley Elect Director Mbago M. Kaniki	Proponent Mgmt Mgmt Mgmt	Primary ISIN: US8935291075 Mgmt Rec For For For For increase gender diversity on the board. In c	Vote Instruction For For Withhold
Proposal Number 1.1 1.2	Meeting Type: Annu         Proposal Text         Elect Director Christopher P. Gillette         Elect Director Gary J. Haseley         Elect Director Mbago M. Kaniki         Voter Rationale: The Company should put	Proponent Mgmt Mgmt Mgmt in place a policy to Id comprise at lease	Primary ISIN: US8935291075 Mgmt Rec For For For For increase gender diversity on the board. In c	Vote Instruction For For Withhold
Proposal Number 1.1 1.2 1.3	Meeting Type: Annu         Proposal Text         Elect Director Christopher P. Gillette         Elect Director Gary J. Haseley         Elect Director Mbago M. Kaniki         Voter Rationale: The Company should put minimum expectation is that women should         Advisory Vote to Ratify Named Executive Officers' Compensation         Voter Rationale: Incentive awards to executive	Proponent Mgmt Mgmt Mgmt in place a policy to Id comprise at lease Mgmt utives should be clease reholder value over	Mgmt Rec         For         For         For         For         For         For         For         For         Primary ISIN: US8935291075	Vote Instruction         For         For         Withhold         developed markets, our         For         For
1.2 1.3	Meeting Type: Annu         Proposal Text         Elect Director Christopher P. Gillette         Elect Director Gary J. Haseley         Elect Director Mbago M. Kaniki         Voter Rationale: The Company should put minimum expectation is that women should         Advisory Vote to Ratify Named Executive Officers' Compensation         Voter Rationale: Incentive awards to executive reward strong performance and drive shall	Proponent Mgmt Mgmt Mgmt in place a policy to Id comprise at lease Mgmt utives should be clease reholder value over	Mgmt Rec         For         For         For         For         For         For         For         For         Primary ISIN: US8935291075	Vote Instruction         For         For         Withhold         developed markets, our         For         For

### **Triton International Limited**

Meeting Date: 08/24/2023	Country: Bermuda Meeting Type: Special	Ticker: TRTN	
		Primary ISIN: BMG9078F1077	Primary SEDOL: BDBBB21

#### **Triton International Limited**

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

# Triumph Group, Inc.

Meeting Date: 07/20/2023	Country: USA Meeting Type: Annual	Ticker: TGI	
		Primary ISIN: US8968181011	Primary SEDOL: 2893071

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Patrick E. Allen	Mgmt	For	For
1b	Elect Director Paul Bourgon	Mgmt	For	For
1c	Elect Director Daniel J. Crowley	Mgmt	For	For
1d	Elect Director Cynthia M. Egnotovich	Mgmt	For	For
1e	Elect Director Daniel P. Garton	Mgmt	For	For
1f	Elect Director Barbara W. Humpton	Mgmt	For	Against
		sufficient time and ener	t publicly listed companies are expected to ho gy to discharge their roles properly, particular	
1g	Elect Director Neal J. Keating	Mgmt	For	For
1h	Elect Director Courtney R. Mather	Mgmt	For	For
1i	Elect Director Colleen C. Repplier	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		long period of time should consider a plan or	tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	shareholder approval. Incentive awards to targets to reward strong performance and	executives should be c di drive shareholder value	rs pay. Larger severance packages should be s learly disclosed and include robust and stretco e over a sufficiently long period of time. On ea ormance, including in the event of a change o	hing performance arly termination, all
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
5	Increase Authorized Common Stock	Mgmt	For	For
6	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	Mgmt	For	For

#### **Triumph Group, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
7	Amend 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. 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	Amend Non-Employee Director Omnib Stock Plan	us 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. Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.				
9	Require Independent Board Chairman	SH	Against	For	
	Voter Rationale: Appointing a fully independent performance. A board headed by mana performance.				

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

Meeting Date: 08/10/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 3391	
		Primary ISIN: JP3536150000	Primary SEDOL: B0MKZN5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Tsuruha, Tatsuru	Mgmt	For	For
1.2	Elect Director Tsuruha, Jun	Mgmt	For	For
1.3	Elect Director Ogawa, Hisaya	Mgmt	For	For
1.4	Elect Director Murakami, Shoichi	Mgmt	For	For
1.5	Elect Director Yahata, Masahiro	Mgmt	For	For
1.6	Elect Director Tanaka, Wakana	Mgmt	For	For
1.7	Elect Director Okuno, Hiroshi	Mgmt	For	For
2.1	Elect Director and Audit Committee Member Ofune, Masahiro	Mgmt	For	Against

Voter Rationale: Execution of the company's stated Medium-Term Management Plan may be aided by the addition of an independent outside director. Greater board and audit committee independence will improve corporate governance and provide more effective oversight, both of which appear needed. As such, we will vote against the appointment of Masahiro Ofune, an executive that chairs the audit committee, and support Motohiko Nakamura, whose qualifications are relevant to the company's strategy execution.

2.2	Elect Director and Audit Committee Member Sato, Harumi	Mgmt	For	For
2.3	Elect Director and Audit Committee Member Okazaki, Takuya	Mgmt	For	For
3.1	Appoint Shareholder Director and Audit Committee Member Nominee Gohara, Nobuo	SH	Against	Against

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.2	Appoint Shareholder Director and Audit Committee Member Nominee Nakamura, Motohiko	SH	Against	For
	outside director. Greater board and audit	committee indeper As such, we will vo	ndence will improve corporat te against the appointment	of Masahiro Ofune, an executive that chairs
3.3	Appoint Shareholder Director and Audit Committee Member Nominee Nakahata, Yuko	SH	Against	Against
4.1	Appoint Shareholder Director Nominee Tamagami, Muneto	SH	Against	Against
4.2	Appoint Shareholder Director Nominee Ikeda, Akiko	SH	Against	Against
5	Remove Incumbent Director and Audit Committee Member Fujii, Fumiyo	SH	Against	Against
6	Approve Compensation for Outside Directors Who Are Not Audit Committee Members	SH	Against	Against
7	Approve Compensation for Outside Directors Who Are Audit Committee Members	SH	Against	Against
8	Amend Restricted Stock Plan	SH	Against	Against
9	Amend Restricted Stock Plan	SH	Against	Against
10	Amend Articles to Abolish Company Chairperson and Company Vice Chairperson Posts	SH	Against	Against
11	Amend Articles to Separate Chairperson of the Board and CEO, and Appoint Outside Director as Board Chairperson	SH	Against	For

Voter Rationale: An outside director as chair of the board may be able to provide more effective oversight.

#### ULVAC, Inc.

Meeting Date: 09/28/2023	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 6728	
		Primary ISIN: JP3126190002	Primary SEDOL: 6599483

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 109	Mgmt	For	For
2.1	Elect Director Iwashita, Setsuo	Mgmt	For	For
2.2	Elect Director Choong Ryul Paik	Mgmt	For	For
2.3	Elect Director Nishi, Hiroyuki	Mgmt	For	For

#### ULVAC, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.4	Elect Director Uchida, Norio	Mgmt	For	For
2.5	Elect Director Ishida, Kozo	Mgmt	For	For
2.6	Elect Director Nakajima, Yoshimi	Mgmt	For	For
3.1	Appoint Statutory Auditor Morijiri, Yuji	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of over		e three-fourths independent and work closely trol.	with the independent
3.2	Appoint Statutory Auditor Honda, Soya	Mgmt	For	For
4	Appoint Alternate Statutory Auditor Nonaka, Takao	Mgmt	For	For

#### **United Urban Investment Corp.**

Meeting Date: 08/29/2023	Country: Japan Meeting Type: Special	<b>Ticker:</b> 8960	
		Primary ISIN: JP3045540006	Primary SEDOL: 6723839

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet	Mgmt	For	For
2	Elect Executive Director Asatani, Kemmin	Mgmt	For	For
3	Elect Alternate Executive Director Batai, Junichi	Mgmt	For	For
4.1	Elect Supervisory Director Okamura, Kenichiro	Mgmt	For	For
4.2	Elect Supervisory Director Sekine, Kumiko	Mgmt	For	For
5	Elect Alternate Supervisory Director Shimizu, Fumi	Mgmt	For	For

### **Urban Logistics REIT PLC**

Meeting Date: 07/18/2023	Country: United Kingdom Meeting Type: Annual	Ticker: SHED	
		Primary ISIN: GB00BYV8MN78	Primary SEDOL: BYV8MN7

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

### Urban Logistics REIT PLC

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Re-elect Nigel Rich as Director	Mgmt	For	For
4	Re-elect Bruce Anderson as Director	Mgmt	For	For
5	Re-elect Richard Moffitt as Director	Mgmt	For	For
6	Re-elect Heather Hancock as Director	Mgmt	For	For
7	Elect Lynda Heywood as Director	Mgmt	For	For
8	Reappoint RSM UK Audit LLP as Auditors	Mgmt	For	For
9	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
10	Approve Company's Dividend Policy	Mgmt	For	For
11	Authorise Issue of Equity	Mgmt	For	For
12	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
13	Authorise Issue of Equity without Pre-emptive Rights (Additional Authority)	Mgmt	For	For
14	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
15	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

#### **Urstadt Biddle Properties Inc.**

Meeting Date: 08/16/2023	Country: USA	Ticker: UBA	
	Meeting Type: Special		
		Primary ISIN: US9172862057	Primary SEDOL: 2256522

ove Merger Agreement ory Vote on Golden Parachutes	Mgmt Mgmt	For For	For
ory Vote on Golden Parachutes	Mgmt	For	A
		1 61	Against
alue of executives' most recent and Is for non-CEO NEOs will automati	ual equity awards cally accelerate up	and is therefore considered exc on closing.	cessive. Moreover, outstanding equity
irn Meeting	Mgmt	For	For
	alue of executives' most recent ann	alue of executives' most recent annual equity awards ds for non-CEO NEOs will automatically accelerate up	Rationale: A vote AGAINST this proposal is warranted. Although cash severance is a alue of executives' most recent annual equity awards and is therefore considered exa ts for non-CEO NEOs will automatically accelerate upon closing. urn Meeting Mgmt For

Primary ISIN: US92536C1036

Primary SEDOL: BDFBQ66

#### Veru Inc.

3

4

Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
1	Increase Auth	orized Common Stock	Mgmt	For	For	
2	Adjourn Meeting		Mgmt	For	For	
VF Corporation						
Meeting Date: 07/25/2023 Country: USA Meeting Type: Ann		nual	Ticker: VFC			
		5 11		Primary ISIN: US91820	041080 Primary SEDOL: 2928683	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Richard T. Carucci	Mgmt	For	For
1b	Elect Director Alex Cho	Mgmt	For	For
1c	Elect Director Juliana L. Chugg	Mgmt	For	For
1d	Elect Director Benno Dorer	Mgmt	For	For
1e	Elect Director Mark S. Hoplamazian	Mgmt	For	For
1f	Elect Director Laura W. Lang	Mgmt	For	For
1g	Elect Director W. Rodney McMullen	Mgmt	For	For
1h	Elect Director Clarence Otis, Jr.	Mgmt	For	For
1i	Elect Director Carol L. Roberts	Mgmt	For	For
1j	Elect Director Matthew J. Shattock	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Voter Rationale: Retention or recruitment 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. 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.

Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
Voter Rationale: We support an annual sa	ay on pay freque	ency.	
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

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.

#### ViaSat, Inc.

Meeting Date: 09/07/2023

Country: USA Meeting Type: Annual Ticker: VSAT

Primary ISIN: US92552V1008

Primary SEDOL: 2946243

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Mark Dankberg	Mgmt	For	For
	Voter Rationale: The Company should put minimum expectation is that women shou		rease gender diversity on the board. In develo % of the board.	oped markets, our
1b	Elect Director Rajeev Suri	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		long period of time should consider a plan or	r tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			rs pay. Larger severance packages should be s low vesting of incentive awards for substantia	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
5	Amend Omnibus Stock Plan	Mgmt	For	Against
	event of a change of control. Incentive pl should be eliminated. This plan could lead	an features that allow fo I to excessive dilution. S and ability to hold man	ould be time pro-rated and tested for perform. or loans to exercise options are inconsistent w Share options should not be granted to non-ex agement accountable. The remuneration com mance.	<i>vith good practice and</i> <i>xecutive directors as</i>
6	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For

#### **Vitasoy International Holdings Limited**

Meeting Date: 08/28/2023	Country: Hong Kong	<b>Ticker:</b> 345	
	Meeting Type: Annual		
		Primary ISIN: HK0345001611	Primary SEDOL: 6927590

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3A1	Elect Roy Chi-ping Chung 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.

# Vitasoy International Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
3A2	Elect Yvonne Mo-ling Lo as Director	Mgmt	For	Against			
	Voter Rationale: The board should inclu objectivity. For companies without an in remuneration committee should be inde effectiveness. The nomination committe impartiality and effectiveness.	dependent chairma pendent and this a	n, the board should have at le lirector's membership could ha	amper the committee's impartiality and			
3A3	Elect Peter Tak-shing Lo as Director	Mgmt	For	Against			
	Voter Rationale: The board should inclue objectivity. For companies without an in remuneration committee should be inde effectiveness. The nomination committee impartiality and effectiveness.	dependent chairma pendent and this d	n, the board should have at le lirector's membership could ha	amper the committee's impartiality and			
3A4	Elect May Lo as Director	Mgmt	For	Against			
	Voter Rationale: The board should inclu objectivity. For companies without an in remuneration committee should be inde effectiveness. The nomination committee impartiality and effectiveness.	dependent chairma pendent and this a	n, the board should have at le lirector's membership could ha	amper the committee's impartiality and			
3A5	Elect Eugene Lye as Director	Mgmt	For	For			
	Voter Rationale: The board should inclue objectivity. For companies without an in-			appropriate balance of independence and east 50% independent directors.			
3B	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For			
4	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For			
5A	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against			
	Voter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be undertaken in exceptional circumstances only and fully justified by the company.						
5B	Authorize Repurchase of Issued Share Capital	Mgmt	For	For			
5C	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against			
	Voter Rationale: Any increase in capital circumstances only and fully justified by		% without pre-emption rights	should be undertaken in exceptional			
5D	Amend Share Award Scheme	Mgmt	For	Against			
	Voter Rationale: This plan could lead to performance and should not be allowed clearly disclosed and include robust and over a sufficiently long period of time.	to vest within 3 ye	ears since the date of grant. Ir				
5E	Amend Share Option Scheme	Mgmt	For	Against			
		to vest within 3 ye stretching perform hare options should	pars since the date of grant. In nance targets to reward strong d not be granted to non-exect				
6	Amend Articles of Association and Adop Amended and Restated Articles of Association	t Mgmt	For	For			

#### VMware, Inc.

Meeting Date: 07/13/2023

Country: USA Meeting Type: Annual Ticker: VMW

Primary ISIN: US9285634021

Primary SEDOL: B23SN61

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Elect Director Anthony Bates	Mgmt	For	For
Elect Director Michael Dell	Mgmt	For	For
external directorship to ensure they have	sufficient time and	l energy to discharge their role	es properly, particularly during unexpected
Elect Director Egon Durban	Mgmt	For	For
to discharge their role properly, particular	ly during unexpect	ed company situations requiri	
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
within 3 years since the date of grant. Inc	entive awards to e	executives should be clearly di	isclosed and include robust and stretching
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
•	Elect Director Anthony Bates Elect Director Michael Dell Voter Rationale: Nominees who also serve external directorship to ensure they have company situations requiring substantial a are mitigated. Elect Director Egon Durban Voter Rationale: Directors are expected to to discharge their role properly, particular that with the pending merger with Broade Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: Long-term incentive awa within 3 years since the date of grant. Inc performance targets to reward strong per Advisory Vote on Say on Pay Frequency	Elect Director Anthony Bates       Mgmt         Elect Director Michael Dell       Mgmt         Voter Rationale: Nominees who also serve as executive office external directorship to ensure they have sufficient time and company situations requiring substantial amounts of time. We are mitigated.         Elect Director Egon Durban       Mgmt         Voter Rationale: Directors are expected to hold only a small to discharge their role properly, particularly during unexpect that with the pending merger with Broadcom, our time concer- Advisory Vote to Ratify Named Executive Mgmt         Voter Rationale: Long-term incentive awards should be used within 3 years since the date of grant. Incentive awards to e performance targets to reward strong performance and drive         Advisory Vote on Say on Pay Frequency       Mgmt	Proposal TextProponentRecElect Director Anthony BatesMgmtForElect Director Michael DellMgmtForVoter Rationale: Nominees who also serve as executive officers at publicly listed companie external directorship to ensure they have sufficient time and energy to discharge their rol company situations requiring substantial amounts of time. We note that with the pending are mitigated.Elect Director Egon DurbanMgmtForVoter Rationale: Directors are expected to hold only a small number of directorships and it to discharge their role properly, particularly during unexpected company situations requirin that with the pending merger with Broadcom, our time concerns are mitigated.Advisory Vote to Ratify Named ExecutiveMgmtForVoter Rationale: Long-term incentive awards should be used to incentivise long-term perf within 3 years since the date of grant. Incentive awards to executives should be clearly di performance targets to reward strong performance and drive shareholder value over a suAdvisory Vote on Say on Pay FrequencyMgmtOne Year

#### **Vodafone Group Plc**

Meeting Date: 07/25/2023	Country: United Kingdom Meeting Type: Annual	Ticker: VOD	
		Primary ISIN: GB00BH4HKS39	Primary SEDOL: BH4HKS3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	
2	Re-elect Jean-Francois van Boxmeer as Director	Mgmt	For	For	
	Voter Rationale: The board chairman serves as a member of the Nomination Committee.				
3	Re-elect Margherita Della Valle as Director	Mgmt	For	For	
4	Re-elect Stephen Carter as Director	Mgmt	For	For	
5	Re-elect Michel Demare as Director	Mgmt	For	For	

### **Vodafone Group Plc**

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Re-elect Delphine Ernotte Cunci as Director	Mgmt	For	For
Re-elect Deborah Kerr as Director	Mgmt	For	For
Re-elect Maria Amparo Moraleda Martinez as Director	Mgmt	For	For
Re-elect David Nish as Director	Mgmt	For	For
Elect Christine Ramon as Director	Mgmt	For	For
Re-elect Simon Segars as Director	Mgmt	For	For
Approve Final Dividend	Mgmt	For	For
Approve Remuneration Policy	Mgmt	For	For
	Re-elect Delphine Ernotte Cunci as Director Re-elect Deborah Kerr as Director Re-elect Maria Amparo Moraleda Martinez as Director Re-elect David Nish as Director Elect Christine Ramon as Director Re-elect Simon Segars as Director Approve Final Dividend	Re-elect Delphine Ernotte Cunci as DirectorMgmtRe-elect Deborah Kerr as DirectorMgmtRe-elect Maria Amparo Moraleda Martinez as DirectorMgmtRe-elect David Nish as DirectorMgmtElect Christine Ramon as DirectorMgmtRe-elect Simon Segars as DirectorMgmtApprove Final DividendMgmt	Proposal TextProponentRecRe-elect Delphine Ernotte Cunci as DirectorMgmtForRe-elect Deborah Kerr as DirectorMgmtForRe-elect Maria Amparo Moraleda Martinez as DirectorMgmtForRe-elect David Nish as DirectorMgmtForElect Christine Ramon as DirectorMgmtForRe-elect Simon Segars as DirectorMgmtForApprove Final DividendMgmtFor

*Voter Rationale: The policy raises concern that the under exceptional circumstances, vesting under the LTIP can occur before 3 years. While this is the case under exceptional circumstances the company notes that the awards will retain a performance period of at least 3 years. A vote FOR is warranted.* 

Approve Remuneration Report	Mgmt	For	For	
Votor Pationalo: The policy raises or	corn that the CEO	has yet to build up the require	charabolding within the 5 year pariod	

Voter Rationale: The policy raises concern that the CEO has yet to build up the required shareholding within the 5 year period. The CEO was appointed to the role in Jan 2023 and received an increase in their base pay and an increase in their required shareholdings. Given the change in base pay and shareholding requirements a vote FOR is warranted.

15	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For
16	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For
17	Authorise Issue of Equity	Mgmt	For	For
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
21	Authorise UK Political Donations and Expenditure	Mgmt	For	For
22	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
23	Approve Global Incentive Plan	Mgmt	For	For

#### **Webjet Limited**

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Meeting Date: 08/31/2023	Country: Australia Meeting Type: Annual	Ticker: WEB	
		Primary ISIN: AU000000WEB7	Primary SEDOL: 6015815

#### **Webjet Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sh linked to material changes in the busine, articulate how executives performed aga prior year performance, as well as outlin executives should be clearly disclosed a shareholder value over a sufficiently long business or in the role and responsibilitie	nareholder value over ss or in the role and ainst historic perform ning forward-looking nd include robust an g period of time. Sig es of executive direct targets. The board	r a sufficiently long period of ti responsibilities of executive di nance targets. The board shou targets that underpin long-ten d stretching performance targe unificant salary increases should tors. The remuneration report should articulate how bonus pa	ets to reward strong performance and drive d be linked to material changes in the
2	Elect Don Clarke as Director	Mgmt	For	For
3	Elect Brad Holman as Director	Mgmt	For	For
4	Elect Katrina Barry as Director	Mgmt	For	For
5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For
	Voter Rationale: Concerns about the exc	cessive increase in ti	he maximum aggregate amoun	t of directors' fees
6	Approve Webjet Long Term Incentive Plan	Mgmt	For	Against
		areholder value ove	er a sufficiently long period of til	bust and stretching performance targets to me. On early termination, all share-based ange of control.
	Approve Grant of Rights to John Guscic	Mgmt	For	Against

#### **Wizz Air Holdings Plc**

Meeting Date	•	lersey <b>'ype:</b> Annual	Ticker: WIZZ		
		,	Primary ISIN: JE00BN574F90	Primary SEDOL: BN574F9	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Accept Financial Statements an Statutory Reports	nd Mgmt	For	For	
Voter Rationale: Shareholder should have the right to approve to		ve the implementation of the company's div	idend policy		

Voter Rationale: Shareholder should have the right to approve the implementation of the company's dividend policy.

### **Wizz Air Holdings Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	the share price has depreciated material	lly. They are looking e original vote on th	to extend the £100 million pla e VCP received significant diss	sing to amend the terms of the VCP after on by 2 years, there are other amendments ent and the company has not provided a
3	Approve Remuneration Policy	Mgmt	For	Against
	the share price has depreciated material	lly. They are looking e original vote on th	to extend the £100 million pla e VCP received significant diss	sing to amend the terms of the VCP after in by 2 years, there are other amendments ent and the company has not provided a
4	Approve Amendments to the Value Creation Plan	Mgmt	For	Against
	the share price has depreciated material	lly. They are looking e original vote on th	to extend the £100 million pla e VCP received significant diss	sing to amend the terms of the VCP after n by 2 years, there are other amendments ent and the company has not provided a
5	Approve Amendments to the Omnibus Plan	Mgmt	For	For
6	Re-elect William Franke as Director	Mgmt	For	For
	Voter Rationale: The chair should not re board chairman serves as a member of diversity on the board. In developed ma Given the recent updates to the board, w	the Nomination Con rkets, our minimum	nmittee. The Company should expectation is that women sho	heir first appointment to the board. The out in place a policy to increase gender ould comprise at least 40% of the board.
7	Re-elect Jozsef Varadi as Director	Mgmt	For	For
8	Re-elect Stephen Johnson as Director	Mgmt	For	For
9	Re-elect Barry Eccleston as Director	Mgmt	For	Against
	Voter Rationale: A vote AGAINST is warn with the remuneration structure and pro			committee and there are notable issues
10	Re-elect Barry Eccleston as Director (Independent Shareholder Vote)	Mgmt	For	Against
	Voter Rationale: A vote AGAINST is warn with the remuneration structure and pro			committee and there are notable issues
11	Re-elect Andrew Broderick as Director	Mgmt	For	For
12	Re-elect Charlotte Pedersen as Director	Mgmt	For	For
13	Re-elect Charlotte Pedersen as Director (Independent Shareholder Vote)	Mgmt	For	For
14	Re-elect Charlotte Andsager as Director	Mgmt	For	For
15	Re-elect Charlotte Andsager as Director (Independent Shareholder Vote)	Mgmt	For	For
16	Re-elect Enrique Dupuy de Lome Chavarri as Director	Mgmt	For	For
17	Re-elect Enrique Dupuy de Lome Chavarri as Director (Independent Shareholder Vote)	Mgmt	For	For
18	Re-elect Anthony Radev as Director	Mgmt	For	For

# Wizz Air Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
19	Re-elect Anthony Radev as Director (Independent Shareholder Vote)	Mgmt	For	For
20	Re-elect Anna Gatti as Director	Mgmt	For	For
21	Re-elect Anna Gatti as Director (Independent Shareholder Vote)	Mgmt	For	For
22	Elect Phit Lian Chong as Director	Mgmt	For	For
23	Elect Phit Lian Chong as Director (Independent Shareholder Vote)	Mgmt	For	For
24	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	l the same auditor for a	period of over 10 years should consider a pla	n or tender process for
25	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
26	Authorise Issue of Equity	Mgmt	For	For
27	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
28	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Specified Capital Investment	Mgmt	For	For

### **Wizz Air Holdings Plc**

Meeting Date: 08/02/2023	Country: Jersey Meeting Type: Special	Ticker: WIZZ	
		Primary ISIN: JE00BN574F90	Primary SEDOL: BN574F9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Proposed Purchase Pursuant to the Existing NEO Purchase Agreement, the 2021 NEO Purchase Agreement Amendment and the 2022 NEO Purchase Agreement Amendment	-	For	For

### **Xero Limited**

Meeting Date: 08/17/2023	Country: New Zealand Meeting Type: Annual	Ticker: XRO	
		Primary ISIN: NZXROE0001S2	Primary SEDOL: B8P4LP4

#### **Xero Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For	
2	Elect Mark Cross as Director	Mgmt	For	Against	
	Voter Rationale: We expect say-on-pay resolution to a shareholder vote at the AGM, and we are concerned about the problematic pay practices that the poor disclosure and the lack of meaningful performance hurdles still persist.				
3	Elect Anjali Joshi as Director	Mgmt	For	For	
4	Approve Xero Limited USA Incentive Scheme	Mgmt	For	Against	
	Voter Rationale: Long-term incentive awards should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant.				
5	Approve the Increase in Non-Executive Directors' Fee Cap	Mgmt	None	For	

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

Meeting Date: 07/27/2023	Meeting Date: 07/27/2023 Country: Japan Meeting Type: Annual		<b>Ticker:</b> 6630		
		Primary ISIN: JP3930050004	Primary SEDOL: B4KSB19		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 8.75	Mgmt	For	For
2.1	Elect Director Yamazaki, Kimiyo	Mgmt	For	For
2.2	Elect Director Miyazaki, Masaya	Mgmt	For	For
2.3	Elect Director Toda, Shota	Mgmt	For	For
2.4	Elect Director Takada, Jun	Mgmt	For	For
2.5	Elect Director Ishida, Kazuo	Mgmt	For	For
2.6	Elect Director Kurihara, Takeshi	Mgmt	For	For
2.7	Elect Director Igawa, Saki	Mgmt	For	For
3	Appoint Statutory Auditor Kawamoto, Tomoko	Mgmt	For	For
4	Appoint Alternate Statutory Auditor Nakanishi, Mari	Mgmt	For	For



### **Contact Us**

#### **Columbia Threadneedle Investments**

Cannon Place 87 Cannon Street London EC4N 6AG Tel: +44 (0) 20 7628 8000

www.columbiathreadneedle.com

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