

SPMS STICHTING PENSIOENFONDS MEDISCH SPECIALISTEN ALL VOTES

01/10/2023 to 31/12/2023

Date range covered : 10/01/2023 to 12/31/2023

Abacus Group

Meeting Date: 11/17/2023**Country:** Australia**Ticker:** ABG**Meeting Type:** Annual**Primary ISIN:** AU0000291882**Primary SEDOL:** BQV4PB8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations. 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. 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 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.</i>			
2	Elect Sally Herman as Director	Mgmt	For	For
3	Elect Myra Salkinder as Director	Mgmt	For	Against
	<i>Voter Rationale: concerns over material failures on the lack of disclosure regarding the off-market trade worth of \$38million</i>			
4	Approve Grant of Performance Rights to Steven Sewell	Mgmt	For	Against
	<i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations.</i>			

Abacus Storage King

Meeting Date: 11/17/2023**Country:** Australia**Ticker:** ASK**Meeting Type:** Annual**Primary ISIN:** AU0000286213**Primary SEDOL:** BQYLGZ7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Elect Mark Bloom as Director	Mgmt	For	Against
	<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			

Accent Group Limited

Meeting Date: 11/17/2023

Country: Australia

Ticker: AX1

Meeting Type: Annual

Primary ISIN: AU000000AX19

Primary SEDOL: BD20RS5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<i>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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				
3	Elect Michael Hapgood as Director	Mgmt	For	Against
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. 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.</i>				
4	Appoint PricewaterhouseCoopers as Auditor of the Company	Mgmt	For	For
5	Approve Grant of Performance Rights to Daniel Agostinelli	Mgmt	For	Against
<i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				

Adtalem Global Education Inc.

Meeting Date: 11/08/2023

Country: USA

Ticker: ATGE

Meeting Type: Annual

Primary ISIN: US00737L1035

Primary SEDOL: BZ12TX5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Stephen W. Beard	Mgmt	For	For
1b	Elect Director William W. Burke	Mgmt	For	For
1c	Elect Director Mayur Gupta	Mgmt	For	For
1d	Elect Director Donna J. Hrinak	Mgmt	For	For
1e	Elect Director Georgette Kiser	Mgmt	For	For
1f	Elect Director Liam Krehbiel	Mgmt	For	For

Adtalem Global Education Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Michael W. Malafronte	Mgmt	For	For
1h	Elect Director Sharon L. O'Keefe	Mgmt	For	For
1i	Elect Director Kenneth J. Phelan	Mgmt	For	For
1j	Elect Director Lisa W. Wardell	Mgmt	For	For
<i>Voter Rationale: The nominee is a former executive and considered to be non-independent.</i>				
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For

Advance Residence Investment Corp.

Meeting Date: 10/26/2023

Country: Japan

Ticker: 3269

Meeting Type: Special

Primary ISIN: JP3047160001

Primary SEDOL: B62WZW2

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 Higuchi, Wataru	Mgmt	For	For
3	Elect Alternate Executive Director Kudo, Isao	Mgmt	For	For
4.1	Elect Supervisory Director Oba, Yoshitsugu	Mgmt	For	For
4.2	Elect Supervisory Director Kobayashi, Satoru	Mgmt	For	For
4.3	Elect Supervisory Director Kanayama, Aiko	Mgmt	For	For
5	Elect Alternate Supervisory Director Yamauchi, Hiromitsu	Mgmt	For	For

Meeting Date: 10/23/2023

Country: USA

Ticker: AEHR

Meeting Type: Annual

Primary ISIN: US00760J1088

Primary SEDOL: 2096977

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Rhea J. Posedel	Mgmt	For	Withhold
	<i>Voter Rationale: The nominee is a former executive and considered to be non-independent. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>			
1.2	Elect Director Gayn Erickson	Mgmt	For	For
1.3	Elect Director Fariba Danesh	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.4	Elect Director Laura Oliphant	Mgmt	For	Withhold
	<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.5	Elect Director Geoffrey G. Scott	Mgmt	For	For
1.6	Elect Director Howard T. Slayen	Mgmt	For	Withhold
	<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
2	Approve Omnibus Stock Plan	Mgmt	For	Against
	<i>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. 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.</i>			
3	Ratify BPM LLP as Auditors	Mgmt	For	For
	<i>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.</i>			
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. 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.</i>			

AEON REIT Investment Corp.

Meeting Date: 10/25/2023

Country: Japan

Ticker: 3292

Meeting Type: Special

Primary ISIN: JP3047650001

Primary SEDOL: BFSSCF9

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 Seki, Nobuaki	Mgmt	For	For
3.1	Elect Alternate Executive Director Togawa, Akifumi	Mgmt	For	For
3.2	Elect Alternate Executive Director Toyoshima, Itaru	Mgmt	For	For
4.1	Elect Supervisory Director Seki, Yoko	Mgmt	For	For
4.2	Elect Supervisory Director Terahara, Makiko	Mgmt	For	For

Affirm Holdings, Inc.

Meeting Date: 12/04/2023

Country: USA

Ticker: AFRM

Meeting Type: Annual

Primary ISIN: US00827B1061

Primary SEDOL: BMF9NM8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Max Levchin	Mgmt	For	For
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>			
1.2	Elect Director Jeremy Liew	Mgmt	For	Against
	<i>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.</i>			
1.3	Elect Director James D. White	Mgmt	For	Against
	<i>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. 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.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Affirm Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.</i>				

Allkem Limited

Meeting Date: 12/19/2023	Country: Australia	Ticker: AKE	
	Meeting Type: Court		
		Primary ISIN: AU0000193666	Primary SEDOL: BLSNC78

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

Allkem Ltd.

Meeting Date: 11/08/2023	Country: Australia	Ticker: AKE	
	Meeting Type: Annual		
		Primary ISIN: AU0000193666	Primary SEDOL: BLSNC78

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve the Adoption of the Remuneration Report	Mgmt	For	Against
<i>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. 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.</i>				
2	Elect Florencia Heredia as Director	Mgmt	For	Against
<i>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.</i>				
3	Approve Grant of LTI Performance Rights to Martin Perez de Solay	Mgmt	For	For

Altium Limited

Meeting Date: 11/16/2023

Country: Australia

Ticker: ALU

Meeting Type: Annual

Primary ISIN: AU000000ALU8

Primary SEDOL: 6167697

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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. 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.</i>				
3	Elect Michael Hawker as Director	Mgmt	For	For
4	Elect Sylvia Wiggins as Director	Mgmt	For	For
5	Elect Lauren Williams as Director	Mgmt	For	For

AMC Entertainment Holdings, Inc.

Meeting Date: 11/08/2023

Country: USA

Ticker: AMC

Meeting Type: Annual

Primary ISIN: US00165C3025

Primary SEDOL: BN4G703

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Declassify the Board of Directors	Mgmt	For	For
<i>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.</i>				
Election of Directors if Proposal No. 1 is Approved		Mgmt		
2a.1	Elect Director Adam M. Aron	Mgmt	For	For
2a.2	Elect Director Denise M. Clark	Mgmt	For	For
2a.3	Elect Director Howard W. "Hawk" Koch, Jr.	Mgmt	For	For
2a.4	Elect Director Philip Lader	Mgmt	For	For
2a.5	Elect Director Gary F. Locke	Mgmt	For	For
2a.6	Elect Director Kathleen M. Pawlus	Mgmt	For	For
2a.7	Elect Director Keri S. Putnam	Mgmt	For	For
2a.8	Elect Director Anthony J. Saich	Mgmt	For	For
2a.9	Elect Director Adam J. Sussman	Mgmt	For	For

AMC Entertainment Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Election of Directors if Proposal No. 1 is Not Approved	Mgmt		
2b.1	Elect Director Denise M. Clark	Mgmt	For	For
2b.2	Elect Director Keri S. Putnam	Mgmt	For	For
3	Provide Right to Act by Written Consent	Mgmt	For	For
4	Provide Right to Call Special Meeting	Mgmt	For	For
5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	Mgmt	For	For
6	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Variable remuneration should not contain a significant overlap of metrics. The annual bonus should be assessed using no less than two metrics. 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. 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. 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.</i></p>				
8	Adjourn Meeting	Mgmt	For	Against
<p><i>Voter Rationale: A vote AGAINST this proposal is warranted given that Item 7 does not warrant shareholder support.</i></p>				

Amcor plc

Meeting Date: 11/08/2023

Country: Jersey

Ticker: AMCR

Meeting Type: Annual

Primary ISIN: JE00BJ1F3079

Primary SEDOL: BJ1F307

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Graeme Liebelt	Mgmt	For	For
1b	Elect Director Ronald Delia	Mgmt	For	For
1c	Elect Director Achal Agarwal	Mgmt	For	For
1d	Elect Director Andrea Bertone	Mgmt	For	For
1e	Elect Director Susan Carter	Mgmt	For	For
1f	Elect Director Lucrece Foufopoulos-De Ridder	Mgmt	For	For
1g	Elect Director Karen Guerra	Mgmt	For	For
1h	Elect Director Nicholas (Tom) Long	Mgmt	For	For
1i	Elect Director Arun Nayar	Mgmt	For	For
1j	Elect Director David Szczupak	Mgmt	For	For

Ancor plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify PricewaterhouseCoopers AG 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.

4	Authorise Repurchase of Ordinary Shares and CHES Depository Interests	Mgmt	For	Against
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Voter Rationale: Any share repurchase request in excess of 10% should be undertaken in exceptional circumstances only and be fully justified by the company.

American Equity Investment Life Holding Company

Meeting Date: 11/10/2023	Country: USA	Ticker: AEL	
	Meeting Type: Special		
		Primary ISIN: US0256762065	Primary SEDOL: 2191300

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. Cash severance is double trigger and reasonably based. However, the company recently materially enhanced the severance entitlements for one NEO and equity awards will automatically accelerate upon closing.

3	Adjourn Meeting	Mgmt	For	For
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Amvis Holdings, Inc.

Meeting Date: 12/22/2023	Country: Japan	Ticker: 7071	
	Meeting Type: Annual		
		Primary ISIN: JP3128660002	Primary SEDOL: BKL6N1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 3	Mgmt	For	For
2.1	Elect Director Shibahara, Keiichi	Mgmt	For	For
2.2	Elect Director Yamaguchi, Shingo	Mgmt	For	For
2.3	Elect Director Ushigome, Nobutaka	Mgmt	For	For
2.4	Elect Director Yamada, Tsuyoshi	Mgmt	For	For

Amvis Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.5	Elect Director Honda, Norie	Mgmt	For	For
3	Approve Compensation Ceiling for Directors	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.

AngioDynamics, Inc.

Meeting Date: 11/14/2023

Country: USA

Ticker: ANGO

Meeting Type: Annual

Primary ISIN: US03475V1017

Primary SEDOL: B00CR04

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Eileen O. Auen	Mgmt	For	For
1.2	Elect Director James C. Clemmer	Mgmt	For	For
1.3	Elect Director Howard W. Donnelly	Mgmt	For	For
1.4	Elect Director Jan Stern Reed	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
5	Amend Omnibus Stock Plan	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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.

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

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

Ansell Limited

Meeting Date: 10/24/2023

Country: Australia

Ticker: ANN

Meeting Type: Annual

Primary ISIN: AU000000ANN9

Primary SEDOL: 6286611

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Nigel Garrard as Director	Mgmt	For	For
2b	Elect Christina Stercken as Director	Mgmt	For	For
2c	Elect William Reilly as Director	Mgmt	For	For
2d	Elect Debra Goodin as Director	Mgmt	For	For
3	Approve Grant of Performance Share Rights to Neil Salmon	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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

4	Approve Increase in Maximum Aggregate Remuneration Available to Non-Executive Directors	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	Against

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

ANZ Group Holdings Limited

Meeting Date: 12/21/2023

Country: Australia

Ticker: ANZ

Meeting Type: Annual

Primary ISIN: AU000000ANZ3

Primary SEDOL: 6065586

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Holly Suzanna Kramer as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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 Grant of Restricted Rights and Performance Rights to Shayne C Elliott	Mgmt	For	Against
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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.

APA Group

Meeting Date: 10/26/2023

Country: Australia

Ticker: APA

Meeting Type: Annual

Primary ISIN: AU000000APA1

Primary SEDOL: 6247306

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>			
2	Elect Nino Ficca as Director	Mgmt	For	For
3	Elect Peter Wasow as Director	Mgmt	For	For
4	Elect Shirley In't Veld as Director	Mgmt	For	For
5	Approve Grant of Performance Rights to Adam Watson	Mgmt	For	For

APM Human Services International Ltd.

Meeting Date: 11/10/2023

Country: Australia

Ticker: APM

Meeting Type: Annual

Primary ISIN: AU0000187528

Primary SEDOL: BMHJ8Q5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>			
2	Elect Megan Wynne as Director	Mgmt	For	For
	<i>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.</i>			
3	Elect Simone Blank as Director	Mgmt	For	For
4	Elect Robert Melia as Director	Mgmt	For	For
5	Elect Timothy Sullivan as Director	Mgmt	For	For
6	Approve Grant of Performance Rights to Megan Wynne	Mgmt	For	Against
	<i>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.</i>			
7	Approve Grant of Performance Rights to Michael Anghie	Mgmt	For	Against
	<i>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.</i>			

Apollo Global Management, Inc.

Meeting Date: 10/06/2023

Country: USA

Ticker: APO

Meeting Type: Annual

Primary ISIN: US03769M1062

Primary SEDOL: BN44JF6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Marc Beilinson	Mgmt	For	For
1.2	Elect Director James Belardi	Mgmt	For	For
1.3	Elect Director Jessica Bibliowicz	Mgmt	For	For
1.4	Elect Director Walter (Jay) Clayton	Mgmt	For	For
1.5	Elect Director Michael Ducey	Mgmt	For	For
1.6	Elect Director Kerry Murphy Healey	Mgmt	For	For
1.7	Elect Director Mitra Hormozi	Mgmt	For	For
1.8	Elect Director Pamela Joyner	Mgmt	For	For
1.9	Elect Director Scott Kleinman	Mgmt	For	For
<i>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.</i>				
1.10	Elect Director A.B. Krongard	Mgmt	For	For
<i>Voter Rationale: To ensure the effectiveness of the board, the board should include between 5 and 15 directors.</i>				
1.11	Elect Director Pauline Richards	Mgmt	For	For
1.12	Elect Director Marc Rowan	Mgmt	For	For
1.13	Elect Director David Simon	Mgmt	For	Against
<i>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.</i>				
1.14	Elect Director Lynn Swann	Mgmt	For	For
1.15	Elect Director Patrick Toomey	Mgmt	For	For
1.16	Elect Director James Zelter	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>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. Variable remuneration should not contain a significant overlap of metrics. 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.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>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.</i>				

Arafura Rare Earths Limited

Meeting Date: 10/19/2023

Country: Australia

Ticker: ARU

Meeting Type: Annual

Primary ISIN: AU000000ARU5

Primary SEDOL: 6711726

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<p><i>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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.</i></p>			
2	Elect Mark Southey as Director	Mgmt	For	Against
	<p><i>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.</i></p>			
3	Elect Chris Tonkin as Director	Mgmt	For	Against
	<p><i>Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness.</i></p>			
4	Elect Cathy Moises as Director	Mgmt	For	Against
	<p><i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>			
5	Approve Issuance of Securities Under Incentive Plan	Mgmt	For	Against
	<p><i>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.</i></p>			

Arcadis NV

Meeting Date: 12/13/2023

Country: Netherlands

Ticker: ARCAD

Meeting Type: Extraordinary Shareholders

Primary ISIN: NL0006237562

Primary SEDOL: 5769209

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Meeting Agenda	Mgmt		
1a	Open Meeting	Mgmt		
1b	Receive Announcements	Mgmt		
2a	Elect L.M. Morant to Supervisory Board	Mgmt	For	For
2b	Elect P. de Wit to Supervisory Board	Mgmt	For	For

Arcadis NV

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Allow Questions	Mgmt		
4	Close Meeting	Mgmt		

Arena REIT

Meeting Date: 11/23/2023	Country: Australia	Ticker: ARF
	Meeting Type: Annual	
	Primary ISIN: AU000000ARF6	Primary SEDOL: B99K263

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>			
2	Elect Helen Thornton as Director	Mgmt	For	For
3	Elect David Ross as Director	Mgmt	For	For
4	Approve Grant of Deferred STI Rights to Rob de Vos	Mgmt	For	For
5	Approve Grant of LTI Performance Rights to Rob de Vos	Mgmt	For	For
6	Approve Grant of Deferred STI Rights to Gareth Winter	Mgmt	For	For
7	Approve Grant of LTI Performance Rights to Gareth Winter	Mgmt	For	For

Aspen Pharmacare Holdings Ltd.

Meeting Date: 12/07/2023	Country: South Africa	Ticker: APN
	Meeting Type: Annual	
	Primary ISIN: ZAE000066692	Primary SEDOL: B09C0Z1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for Year Ended 30 June 2023	Mgmt	For	For
2	Receive and Note the Social & Ethics Committee Report	Mgmt	For	For
3.1	Re-elect Kuseni Dlamini as Director	Mgmt	For	For
3.2	Re-elect Ben Kruger as Director	Mgmt	For	For

Aspen Pharmacare Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.3	Re-elect Themba Mkhwanazi as Director	Mgmt	For	For
4	Reappoint Ernst & Young Inc as Auditors with Derek Engelbrecht as the Individual Registered Auditor	Mgmt	For	For
5.1	Re-elect Linda de Beer as Member of the Audit & Risk Committee	Mgmt	For	Against
<p><i>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. 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. In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board. 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.</i></p>				
5.2	Re-elect Ben Kruger as Member of the Audit & Risk Committee	Mgmt	For	For
5.3	Elect Yvonne Muthien as Member of the Audit & Risk Committee	Mgmt	For	For
6	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For
7	Authorise Board to Issue Shares for Cash	Mgmt	For	For
8	Authorise Ratification of Approved Resolutions	Mgmt	For	For
	Non-binding Advisory Resolutions	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	Against
<p><i>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.</i></p>				
2	Approve Remuneration Implementation Report	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Companies 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.</i></p>				
	Special Resolutions	Mgmt		
1.1a	Approve Fees of the Board Chairman	Mgmt	For	For
1.1b	Approve Fees of the Board Members	Mgmt	For	For
1.2a	Approve Fees of the Audit & Risk Committee Chairman	Mgmt	For	For
1.2b	Approve Fees of the Audit & Risk Committee Members	Mgmt	For	For
1.3a	Approve Fees of the Remuneration & Nomination Committee Chairman	Mgmt	For	For
1.3b	Approve Fees of the Remuneration & Nomination Committee Members	Mgmt	For	For
1.4a	Approve Fees of the Social & Ethics Committee Chairman	Mgmt	For	For
1.4b	Approve Fees of the Social & Ethics Committee Members	Mgmt	For	For

Aspen Pharmacare Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Financial Assistance to Related or Inter-related Company	Mgmt	For	For
3	Authorise Repurchase of Issued Share Capital	Mgmt	For	Against

Voter Rationale: Any share repurchase request in excess of 10% should be undertaken in exceptional circumstances only and be fully justified by the company.

Aspen Technology, Inc.

Meeting Date: 12/14/2023

Country: USA

Ticker: AZPN

Meeting Type: Annual

Primary ISIN: US29109X1063

Primary SEDOL: BP2V812

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Patrick M. Antkowiak	Mgmt	For	For
1b	Elect Director Thomas F. Bogan	Mgmt	For	For
1c	Elect Director Karen M. Golz	Mgmt	For	For
1d	Elect Director Ram R. Krishnan	Mgmt	For	For
1e	Elect Director Antonio J. Pietri	Mgmt	For	For
1f	Elect Director Arlen R. Shenkman	Mgmt	For	For
1g	Elect Director Jill D. Smith	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 27% of the board. In this case, we note that the Company is party to a stockholders agreement with Emerson and is subject to board designation right, which limits the ability of the Company to nominate directors.

1h	Elect Director Robert M. Whelan, Jr.	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

ASX Limited

Meeting Date: 10/19/2023

Country: Australia

Ticker: ASX

Meeting Type: Annual

Primary ISIN: AU000000ASX7

Primary SEDOL: 6129222

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

ASX Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	<i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations. 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.</i>			
4	Approve Grant of Performance Rights to Helen Lofthouse	Mgmt	For	Against
	<i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations.</i>			
5a	Elect Damian Roche as Director	Mgmt	For	For
5b	Elect Vicki Carter as Director	Mgmt	For	For
5c	Elect Luke Randell as Director	Mgmt	For	For
6	Elect Philip Galvin as Director	SH	Against	Against
	<i>Voter Rationale: the board does not support his nomination.</i>			
7	Approve the Spill Resolution	Mgmt	Against	Against
	<i>Voter Rationale: 45 percent of directors were appointed in the last two years</i>			

Atlassian Corporation

Meeting Date: 12/06/2023

Country: USA

Ticker: TEAM

Meeting Type: Annual

Primary ISIN: US0494681010

Primary SEDOL: BQ1PC76

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Shona L. Brown	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1b	Elect Director Michael Cannon-Brookes	Mgmt	For	Against
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>			
1c	Elect Director Scott Farquhar	Mgmt	For	Against
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>			
1d	Elect Director Heather M. Fernandez	Mgmt	For	For
1e	Elect Director Sasan Goodarzi	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			

Atlassian Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1f	Elect Director Jay Parikh	Mgmt	For	For
<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
1g	Elect Director Enrique Salem	Mgmt	For	For
1h	Elect Director Steven Sordello	Mgmt	For	For
1i	Elect Director Richard P. Wong	Mgmt	For	For
1j	Elect Director Michelle Zatlyn	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>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 annual bonus should be assessed using no less than two metrics. 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.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				

AUB Group Limited

Meeting Date: 11/02/2023

Country: Australia

Ticker: AUB

Meeting Type: Annual

Primary ISIN: AU000000AUB9

Primary SEDOL: BOMBNC3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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.</i>				
2	Elect Richard Deutsch as Director	Mgmt	For	For
3	Elect Andrew Kendrick as Director	Mgmt	For	For
4	Approve Issuance of Performance Share Rights to Michael Emmett	Mgmt	For	Against
<i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations.</i>				
5	Ratify Past Issuance of Institutional Placement Shares to Institutional Investors	Mgmt	For	For

AUB Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Renewal of Proportional Takeover Approval Provisions	Mgmt	For	For

Auckland International Airport Limited

Meeting Date: 10/17/2023	Country: New Zealand	Ticker: AIA	
	Meeting Type: Annual	Primary ISIN: NZAIAE0002S6	Primary SEDOL: BKX3XG2

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

Aurizon Holdings Limited

Meeting Date: 10/12/2023	Country: Australia	Ticker: AZJ	
	Meeting Type: Annual	Primary ISIN: AU000000AZJ1	Primary SEDOL: B87CVM3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Sarah Ryan as Director	Mgmt	For	For
2b	Elect Lyell Strambi as Director	Mgmt	For	For
2c	Elect Timothy Longstaff as Director	Mgmt	For	For
2d	Elect Samantha Tough as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Andrew Harding	Mgmt	For	For
4	Approve Potential Termination Benefits	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	For

Aussie Broadband Limited

Meeting Date: 10/26/2023	Country: Australia	Ticker: ABB	
	Meeting Type: Annual	Primary ISIN: AU0000106643	Primary SEDOL: BM8HZC3

Aussie Broadband Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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.</i>			
2	Elect Adrian Fitzpatrick as Director	Mgmt	For	For
3	Elect Richard Dammary as Director	Mgmt	For	Against
	<i>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.</i>			
4	Approve Amendment to Terms and Ratification of Options Issued to Executive Directors Under LTI Plan	Mgmt	For	For
5	Ratify Past Issuance of Ordinary Shares and Options to Employees	Mgmt	For	Against
	<i>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. 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.</i>			
6	Approve Renewal of Proportional Takeover Approval Provisions	Mgmt	For	For

Australian Clinical Labs Limited

Meeting Date: 10/23/2023

Country: Australia

Ticker: ACL

Meeting Type: Annual

Primary ISIN: AU0000148496

Primary SEDOL: BMWLLJ0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
2	Elect Christine Bartlett as Director	Mgmt	For	For
3	Elect Mark Haberlin as Director	Mgmt	For	For
4	Elect Leanne Rowe as Director	Mgmt	For	For

Australian Clinical Labs Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Grant of Performance Rights to Melinda McGrath	Mgmt	For	For
<p><i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
6	Approve Renewal of the Proportional Takeover Provisions in the Constitution	Mgmt	For	For

Automatic Data Processing, Inc.

Meeting Date: 11/08/2023	Country: USA	Ticker: ADP
	Meeting Type: Annual	
	Primary ISIN: US0530151036	Primary SEDOL: 2065308

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Peter Bisson	Mgmt	For	For
1b	Elect Director Maria Black	Mgmt	For	For
1c	Elect Director David V. Goeckeler	Mgmt	For	For
1d	Elect Director Linnie M. Haynesworth	Mgmt	For	For
1e	Elect Director John P. Jones	Mgmt	For	For
1f	Elect Director Francine S. Katsoudas	Mgmt	For	For
1g	Elect Director Nazzic S. Keene	Mgmt	For	For
1h	Elect Director Thomas J. Lynch	Mgmt	For	For
1i	Elect Director Scott F. Powers	Mgmt	For	For
1j	Elect Director William J. Ready	Mgmt	For	Against
<p><i>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.</i></p>				
1k	Elect Director Carlos A. Rodriguez	Mgmt	For	For
1l	Elect Director Sandra S. Wijnberg	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>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.</i></p>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<p><i>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.</i></p>				

AutoZone, Inc.

Meeting Date: 12/20/2023

Country: USA

Ticker: AZO

Meeting Type: Annual

Primary ISIN: US0533321024

Primary SEDOL: 2065955

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael A. George	Mgmt	For	For
1.2	Elect Director Linda A. Goodspeed	Mgmt	For	For
1.3	Elect Director Earl G. Graves, Jr.	Mgmt	For	Against
<i>Voter Rationale: The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
1.4	Elect Director Enderson Guimaraes	Mgmt	For	For
1.5	Elect Director Brian P. Hannasch	Mgmt	For	For
1.6	Elect Director D. Bryan Jordan	Mgmt	For	For
1.7	Elect Director Gale V. King	Mgmt	For	For
1.8	Elect Director George R. Mrkonic, Jr.	Mgmt	For	Against
<i>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.</i>				
1.9	Elect Director William C. Rhodes, III	Mgmt	For	For
1.10	Elect Director Jill A. Soltau	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				

Avantax, Inc.

Meeting Date: 11/21/2023

Country: USA

Ticker: AVTA

Meeting Type: Special

Primary ISIN: US0952291005

Primary SEDOL: B8L2DV2

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

Avantax, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Adjourn Meeting	Mgmt	For	For

AVI Ltd.

Meeting Date: 11/08/2023	Country: South Africa	Ticker: AVI
	Meeting Type: Annual	Primary ISIN: ZAE000049433
		Primary SEDOL: 6040958

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for the Year Ended 30 June 2023	Mgmt	For	For
2	Reappoint Ernst & Young Inc as Auditors	Mgmt	For	For
3	Re-elect Alexandra Muller as Director	Mgmt	For	For
4	Re-elect Michael Koursaris as Director	Mgmt	For	For
5	Elect Michael Watters as Director	Mgmt	For	For
6	Elect Steven Robinson as Director	Mgmt	For	For
7	Elect Maserame Mouyeme as Director	Mgmt	For	For
8	Elect Steven Robinson as Chairman of the Audit and Risk Committee	Mgmt	For	For
9	Re-elect Alexandra Muller as Member of the Audit and Risk Committee	Mgmt	For	For
10	Elect Maserame Mouyeme as Member of the Audit and Risk Committee	Mgmt	For	For
11	Approve Fees Payable to the Current Non-executive Directors, Excluding the Chairman of the Board	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing a significant increase in NED fee levels and has not provided compelling rationale for the increase. - The fee structure is based on a set of criteria linked to experience and performance, which may be difficult to quantify and more complex than shareholders would prefer.</i>				
12	Approve Fees Payable to the Chairman of the Board	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing a significant increase in NED fee levels and has not provided compelling rationale for the increase. - The fee structure is based on a set of criteria linked to experience and performance, which may be difficult to quantify and more complex than shareholders would prefer.</i>				
13	Approve Fees Payable to the Members of the Remuneration, Nomination and Appointments Committee	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing a significant increase in NED fee levels and has not provided compelling rationale for the increase. - The fee structure is based on a set of criteria linked to experience and performance, which may be difficult to quantify and more complex than shareholders would prefer.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
14	Approve Fees Payable to the Members of the Audit and Risk Committee	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing a significant increase in NED fee levels and has not provided compelling rationale for the increase. - The fee structure is based on a set of criteria linked to experience and performance, which may be difficult to quantify and more complex than shareholders would prefer.</i>				
15	Approve Fees Payable to the Non-executive Members of the Social and Ethics Committee	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing a significant increase in NED fee levels and has not provided compelling rationale for the increase. - The fee structure is based on a set of criteria linked to experience and performance, which may be difficult to quantify and more complex than shareholders would prefer.</i>				
16	Approve Fees Payable to the Chairman of the Remuneration, Nomination and Appointments Committee	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing a significant increase in NED fee levels and has not provided compelling rationale for the increase. - The fee structure is based on a set of criteria linked to experience and performance, which may be difficult to quantify and more complex than shareholders would prefer.</i>				
17	Approve Fees Payable to the Chairman of the Audit and Risk Committee	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing a significant increase in NED fee levels and has not provided compelling rationale for the increase. - The fee structure is based on a set of criteria linked to experience and performance, which may be difficult to quantify and more complex than shareholders would prefer.</i>				
18	Approve Fees Payable to the Chairman of the Social and Ethics Committee	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST these items is warranted: - The Company is proposing a significant increase in NED fee levels and has not provided compelling rationale for the increase. - The fee structure is based on a set of criteria linked to experience and performance, which may be difficult to quantify and more complex than shareholders would prefer.</i>				
19	Approve Fees Payable to Non-executive Directors, Excluding the Chairman of the Board	Mgmt	For	For
20	Approve Fees Payable to the Chairman of the Board	Mgmt	For	For
21	Approve Fees Payable to Members of the Remuneration, Nomination and Appointments Committee	Mgmt	For	For
22	Approve Fees Payable to the Members of the Audit and Risk Committee	Mgmt	For	For
23	Approve Fees Payable to Non-executive Members of the Social and Ethics Committee	Mgmt	For	For
24	Approve Fees Payable to Chairman of the Remuneration, Nomination and Appointments Committee	Mgmt	For	For
25	Approve Fees Payable to Chairman of the Audit and Risk Committee	Mgmt	For	For
26	Approve Fees Payable to Chairman of the Social and Ethics Committee	Mgmt	For	For
27	Approve Fees Payable to the Foreign Non-executive Director, Michael Watters	Mgmt	For	For
28	Approve Fees Payable to Chairman of the Board for a Foreign Non-executive Director	Mgmt	For	For

AVI Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
29	Approve Fees Payable to Members of the Audit and Risk Committee for a Foreign Non-executive Director	Mgmt	For	For
30	Approve Fees Payable to Members of the Remuneration, Nominations and Appointments Committee for a Foreign Non-executive Director	Mgmt	For	For
31	Approve Fees Payable to Members of the Social and Ethics Committee for a Foreign Non-executive Director	Mgmt	For	For
32	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
33	Approve Remuneration Policy	Mgmt	For	For
<i>Voter Rationale: Companies that received high levels of dissent on remuneration-related proposals should engage with their key shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns.</i>				
34	Approve Implementation Report	Mgmt	For	Against
<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.</i>				

Avid Technology, Inc.

Meeting Date: 11/02/2023

Country: USA

Ticker: AVID

Meeting Type: Special

Primary ISIN: US05367P1003

Primary SEDOL: 2065870

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

Axis Bank Limited

Meeting Date: 10/26/2023

Country: India

Ticker: 532215

Meeting Type: Special

Primary ISIN: INE238A01034

Primary SEDOL: BPFJHC7

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

Axis Bank Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mini Ipe as Director	Mgmt	For	For

Axis Bank Limited

Meeting Date: 12/01/2023	Country: India	Ticker: 532215
	Meeting Type: Special	Primary ISIN: INE238A01034
		Primary SEDOL: BPFJHC7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Postal Ballot	Mgmt		
1	Elect Munish Sharda as Director and Approve Appointment and Remuneration of Munish Sharda as Whole-Time Director (designated as Executive Director)	Mgmt	For	For
2	Amend Articles of Association - Board Related	Mgmt	For	For

Banc of California, Inc.

Meeting Date: 11/22/2023	Country: USA	Ticker: BANC
	Meeting Type: Special	Primary ISIN: US05990K1060
		Primary SEDOL: BCD47X4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Issue Shares in Connection with Merger	Mgmt	For	For
2	Amend Omnibus Stock Plan	Mgmt	For	For
<i>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.</i>				
3	Amend Charter	Mgmt	For	For
4	Adjourn Meeting	Mgmt	For	For

Bank of Queensland Limited

Meeting Date: 12/05/2023	Country: Australia	Ticker: BOQ
	Meeting Type: Annual	Primary ISIN: AU000000BOQ8
		Primary SEDOL: 6076243

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Bruce Carter as Director	Mgmt	For	Against
<p><i>Voter Rationale: We have concerns regarding failures of governance, board and risk oversight with specific reference to the APRA & AUSTRAC Enforceable Undertakings. This nominee is Chair of the Risk Committee and appears to have served as Chair of the Committee as far back as FY17 and also has substantial tenure on the board of 9 years.</i></p>				
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
4	Approve Grant of Executive Performance Rights to Patrick Alloway	Mgmt	For	Against
<p><i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations.</i></p>				
5	Approve Grant of Premium Priced Options to Patrick Alloway	Mgmt	For	For

Bapcor Limited

Meeting Date: 10/17/2023

Country: Australia

Ticker: BAP

Meeting Type: Annual

Primary ISIN: AU000000BAP9

Primary SEDOL: BLD2CY7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Brad Soller as Director	Mgmt	For	For
2	Elect Kathryn Spargo as Director	Mgmt	For	For
3	Elect Rebecca Dee-Bradbury as Director	Mgmt	For	For
4	Elect James Todd as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				
6	Approve Grant of FY23 Share Rights to Noel Meehan	Mgmt	For	For
7	Approve Grant of Performance Rights to Noel Meehan	Mgmt	For	Against
<p><i>Voter Rationale: Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations.</i></p>				

Bapcor Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve Grant of FY24 Performance Rights to Noel Meehan	Mgmt	For	For

Bendigo and Adelaide Bank Limited

Meeting Date: 10/24/2023	Country: Australia	Ticker: BEN
	Meeting Type: Annual	Primary ISIN: AU000000BEN6
		Primary SEDOL: 6091280

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Patricia Margaret Payn as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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.</i>			
4	Approve Grant of Performance Rights to Marnie Baker	Mgmt	For	Against
	<i>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.</i>			
5a	Approve First Capital Reduction Scheme in Respect of Converting Preference Shares 4 (CPS4)	Mgmt	For	For
5b	Approve Second Capital Reduction Scheme in Respect of Converting Preference Shares 4 (CPS4)	Mgmt	For	For

BGC Group, Inc.

Meeting Date: 11/14/2023	Country: USA	Ticker: BGC
	Meeting Type: Annual	Primary ISIN: US0889291045
		Primary SEDOL: BRJTVCS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Howard W. Lutnick	Mgmt	For	Withhold
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders. 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. The company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s). 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.</i>			

BGC Group, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director David P. Richards	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.3	Elect Director Arthur U. Mbanefo	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.4	Elect Director Linda A. Bell	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.5	Elect Director William Addas	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>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.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: Long-term incentives should not be delivered via cash or other non-equity vehicles. 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.</i>			

Bill Holdings, Inc.

Meeting Date: 12/07/2023

Country: USA

Ticker: BILL

Meeting Type: Annual

Primary ISIN: US0900431000

Primary SEDOL: BKDS4H5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Rene Lacerte	Mgmt	For	For
1.2	Elect Director Peter Kight	Mgmt	For	Withhold
	<i>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.</i>			
1.3	Elect Director Tina Reich	Mgmt	For	For
1.4	Elect Director Scott Wagner	Mgmt	For	Withhold
	<i>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.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

Bill 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: 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. Variable remuneration should not contain a significant overlap of metrics. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.

Bio-Techne Corporation

Meeting Date: 10/26/2023	Country: USA	Ticker: TECH
	Meeting Type: Annual	
	Primary ISIN: US09073M1045	Primary SEDOL: BSHZ3Q0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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1	Fix Number of Directors at Nine	Mgmt	For	For
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2a	Elect Director Robert V. Baumgartner	Mgmt	For	Against
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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.

2b	Elect Director Julie L. Bushman	Mgmt	For	For
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2c	Elect Director John L. Higgins	Mgmt	For	For
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2d	Elect Director Joseph D. Keegan	Mgmt	For	For
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2e	Elect Director Charles R. Kummeth	Mgmt	For	For
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2f	Elect Director Roeland Nusse	Mgmt	For	For
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2g	Elect Director Alpna Seth	Mgmt	For	For
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2h	Elect Director Randolph Steer	Mgmt	For	For
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2i	Elect Director Rupert Vessey	Mgmt	For	For
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3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
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Voter Rationale: Variable remuneration should not contain a significant overlap of metrics. Long-term incentives should not be delivered via cash or other non-equity vehicles. 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.

4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
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Voter Rationale: We support an annual say on pay frequency.

5	Ratify KPMG, LLP as Auditors	Mgmt	For	For
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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.

Boss Energy Limited

Meeting Date: 11/20/2023

Country: Australia

Ticker: BOE

Meeting Type: Annual

Primary ISIN: AU000000BOE4

Primary SEDOL: B1XLCQ6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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. 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.</i>				
2	Elect Bryn Jones as Director	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
3	Approve Employee Incentive Plan	Mgmt	None	Against
<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>				
4	Approve Issuance of Director Rights to Duncan Craib	Mgmt	For	Against
<i>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. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>				
5	Adopt New Constitution	Mgmt	For	Against
<i>Voter Rationale: Changes in company's articles or by-laws should not erode shareholder rights.</i>				

Bowlero Corp.

Meeting Date: 12/12/2023

Country: USA

Ticker: BOWL

Meeting Type: Annual

Primary ISIN: US10258P1021

Primary SEDOL: BPG5F19

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael J. Angelakis	Mgmt	For	Withhold
<i>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. Specifically, the board failed to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the charter, and the pop-up supermajority vote requirement to amend the bylaws, each of which adversely impacts shareholder rights.</i>				
1.2	Elect Director Robert J. Bass	Mgmt	For	For
1.3	Elect Director Sandeep Mathrani	Mgmt	For	For

Bowlero Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Brett I. Parker	Mgmt	For	For
1.5	Elect Director Alberto Perlman	Mgmt	For	For
1.6	Elect Director Thomas F. Shannon	Mgmt	For	Withhold
<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders</i>				
1.7	Elect Director Rachael A. Wagner	Mgmt	For	For
1.8	Elect Director Michelle Wilson	Mgmt	For	For
1.9	Elect Director John A. Young	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Brambles Limited

Meeting Date: 10/12/2023

Country: Australia

Ticker: BXB

Meeting Type: Annual

Primary ISIN: AU000000BXB1

Primary SEDOL: B1FJ0C0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
3	Elect Priya Rajagopalan as Director	Mgmt	For	For
4	Elect Ken McCall as Director	Mgmt	For	For
5	Elect John Mullen as Director	Mgmt	For	For
6	Elect Nora Scheinkestel as Director	Mgmt	For	For
7	Approve Participation of Graham Chipchase in the Performance Share Plan	Mgmt	For	For
8	Approve Participation of Nessa O'Sullivan in the Performance Share Plan	Mgmt	For	For
9	Approve Participation of Nessa O'Sullivan in the MyShare Plan	Mgmt	For	For

Breville Group Limited

Meeting Date: 11/08/2023

Country: Australia

Ticker: BRG

Meeting Type: Annual

Primary ISIN: AU000000BRG2

Primary SEDOL: 6158709

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	<p><i>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. 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 consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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. 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.</i></p>			
3a	Elect Tim Antonie as Director	Mgmt	For	For
	<p><i>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.</i></p>			
3b	Elect Dean Howell as Director	Mgmt	For	Against
	<p><i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>			
3c	Elect Tuula Ryttila as Director	Mgmt	For	For
4	Approve Grant of Rights to Jim Clayton	Mgmt	For	Against
	<p><i>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. 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.</i></p>			

Brickworks Limited

Meeting Date: 11/21/2023
Country: Australia
Ticker: BKW
Meeting Type: Annual
Primary ISIN: AU000000BKW4
Primary SEDOL: 6315593

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	<p><i>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. 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 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>			

Brickworks Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Grant of Performance Rights to Lindsay Partridge	Mgmt	For	Against
<i>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.</i>				
4a	Elect Deborah R. Page as Director	Mgmt	For	For
4b	Elect Robyn N. Stubbs as Director	Mgmt	For	For
4c	Elect Joel. A. Fitzgibbon as Director	Mgmt	For	For

Broadridge Financial Solutions, Inc.

Meeting Date: 11/09/2023

Country: USA

Ticker: BR

Meeting Type: Annual

Primary ISIN: US11133T1034

Primary SEDOL: B1VP7R6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Leslie A. Brun	Mgmt	For	For
1b	Elect Director Pamela L. Carter	Mgmt	For	For
1c	Elect Director Richard J. Daly	Mgmt	For	For
1d	Elect Director Robert N. Duels	Mgmt	For	For
1e	Elect Director Melvin L. Flowers	Mgmt	For	For
1f	Elect Director Timothy C. Gokey	Mgmt	For	For
1g	Elect Director Brett A. Keller	Mgmt	For	For
1h	Elect Director Maura A. Markus	Mgmt	For	For
1i	Elect Director Eileen K. Murray	Mgmt	For	For
1j	Elect Director Annette L. Nazareth	Mgmt	For	For
1k	Elect Director Amit K. Zavery	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>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.</i>				

Meeting Date: 10/04/2023

Country: USA

Ticker: AI

Meeting Type: Annual

Primary ISIN: US12468P1049

Primary SEDOL: BMGNBJ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael G. McCaffery	Mgmt	For	Withhold
	<i>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. 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.</i>			
1.2	Elect Director Condoleezza Rice	Mgmt	For	For
1.3	Elect Director Jim H. Snabe	Mgmt	For	For
1.4	Elect Director Stephen M. Ward, Jr.	Mgmt	For	Withhold
	<i>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.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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. 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.</i>			
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	<i>Voter Rationale: Reducing the strike price of options already granted after the stock price has fallen undermines any employee incentive strategy and is not aligned with the interests of shareholders. Plan renewal should be subject to shareholder approval. Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. This plan could lead to excessive dilution. 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.</i>			
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

CAI International Inc

Meeting Date: 10/19/2023

Country: USA

Ticker: CACI

Meeting Type: Annual

Primary ISIN: US1271903049

Primary SEDOL: 2159267

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael A. Daniels	Mgmt	For	For
<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
1b	Elect Director Lisa S. Disbrow	Mgmt	For	For
<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
1c	Elect Director Susan M. Gordon	Mgmt	For	For
1d	Elect Director William L. Jews	Mgmt	For	For
<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
1e	Elect Director Gregory G. Johnson	Mgmt	For	Against
<i>Voter Rationale: The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
1f	Elect Director Ryan D. McCarthy	Mgmt	For	For
1g	Elect Director John S. Mengucci	Mgmt	For	For
1h	Elect Director Philip O. Nolan	Mgmt	For	For
1i	Elect Director Debora A. Plunkett	Mgmt	For	For
<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
1j	Elect Director Stanton D. Sloane	Mgmt	For	For
1k	Elect Director William S. Wallace	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: Severance payments should not exceed two year's pay. Larger severance packages should be subject to a separate shareholder approval. Variable remuneration should not contain a significant overlap of metrics. 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.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

Calix Limited

Meeting Date: 11/16/2023

Country: Australia

Ticker: CXL

Meeting Type: Annual

Primary ISIN: AU0000017840

Primary SEDOL: BD3DLF8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<p><i>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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i></p>			
2	Elect Helen Fisher as Director	Mgmt	For	For
3	Elect Alison Deans as Director	Mgmt	For	For
4	Appoint KPMG as Auditor of the Company	Mgmt	For	For

Campbell Soup Company

Meeting Date: 11/29/2023

Country: USA

Ticker: CPB

Meeting Type: Annual

Primary ISIN: US1344291091

Primary SEDOL: 2162845

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Fabiola R. Arredondo	Mgmt	For	For
1.2	Elect Director Howard M. Averill	Mgmt	For	For
1.3	Elect Director Mark A. Clouse	Mgmt	For	For
1.4	Elect Director Bennett Dorrance, Jr.	Mgmt	For	For
1.5	Elect Director Maria Teresa (Tessa) Hilado	Mgmt	For	For
1.6	Elect Director Grant H. Hill	Mgmt	For	For
1.7	Elect Director Sarah Hofstetter	Mgmt	For	For
1.8	Elect Director Marc B. Lautenbach	Mgmt	For	For
1.9	Elect Director Mary Alice Dorrance Malone	Mgmt	For	For
1.10	Elect Director Keith R. McLoughlin	Mgmt	For	For
1.11	Elect Director Kurt T. Schmidt	Mgmt	For	For

Campbell Soup Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.12	Elect Director Archbold D. van Beuren	Mgmt	For	Against
	<i>Voter Rationale: The nominee is a former executive and considered to be non-independent. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>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.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>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.</i>			
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	<i>Voter Rationale: We support an annual say on pay frequency.</i>			
5	Report on 2025 Cage-Free Egg Goal	SH	Against	Against
	<i>Voter Rationale: At this time, we believe the company's current disclosure provides requisite information to determine whether management and the board are considering attendant material risks.</i>			
6	Report on Climate Risk in Retirement Plan Options	SH	Against	Against
	<i>Voter Rationale: At this time, we believe the company's current disclosure provides requisite information to determine whether management and the board are considering attendant material risks.</i>			

CapitaLand Ascott Trust

Meeting Date: 10/24/2023

Country: Singapore

Ticker: HMN

Meeting Type: Extraordinary Shareholders

Primary ISIN: SGXC16332337

Primary SEDOL: BG0RZ29

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Proposed Acquisition	Mgmt	For	For
2	Approve Renewal of the Three French Master Lease Agreements as Interested Person Transactions	Mgmt	For	For

Capri Holdings Limited

Meeting Date: 10/25/2023

Country: Virgin Isl (UK)

Ticker: CPRI

Meeting Type: Special

Primary ISIN: VGG1890L1076

Primary SEDOL: BJ1N1M9

Capri Holdings 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

Capricorn Metals Ltd

Meeting Date: 11/29/2023	Country: Australia	Ticker: CMM	
	Meeting Type: Annual		
		Primary ISIN: AU000000CMM9	Primary SEDOL: BDD98W2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: While we note that base salary increases were on the higher end for the year under review, we note that the base salary of executives is still below median for the company's market capitalization. As there is no pay for performance disconnect at this time, we will support this proposal and keep the matter under review.</i>			
2	Elect Mark Okeby as Director	Mgmt	For	For
	<i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process. 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. Given the recent updates to the board, we will keep this matter under review.</i>			
3	Elect Jillian Irvin as Director	Mgmt	For	For
4	Approve Re-adoption of Performance Rights Plan	Mgmt	For	For
	<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. We note the company has confirmed any future issuances would require shareholder approval.</i>			
5	Approve Increase to Non-Executive Directors' Remuneration	Mgmt	None	For
6	Approve Issuance of Performance Rights to Mark Clark	Mgmt	For	For
	<i>Voter Rationale: We note that 50% of the LTIP is assessed over two years. Our preference is for three years or more; however, there is no pay for performance disconnect at this time.</i>			

Carsales.Com Limited

Meeting Date: 10/27/2023	Country: Australia	Ticker: CAR	
	Meeting Type: Annual		
		Primary ISIN: AU000000CAR3	Primary SEDOL: BW0BGZ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				
3a	Elect Patrick O'Sullivan as Director	Mgmt	For	Against
<p><i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time. 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.</i></p>				
3b	Elect Walter Pisciotta as Director	Mgmt	For	For
3c	Elect Susan Massasso as Director	Mgmt	For	For
4a	Approve Grant of Rights to Cameron McIntyre	Mgmt	For	For
4b	Approve Grant of Performance Rights to Cameron McIntyre	Mgmt	For	Against
<p><i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations.</i></p>				
5	Approve the Change of Company Name to CAR Group Limited	Mgmt	For	For

Centre Testing International Group Co., Ltd.

Meeting Date: 10/16/2023
Country: China
Ticker: 300012
Meeting Type: Special
Primary ISIN: CNE100000GV8
Primary SEDOL: B4VM756

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Qi Guancheng as Non-independent Director	Mgmt	For	For
<p><i>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 pct of the board</i></p>				

Centre Testing International Group Co., Ltd.

Meeting Date: 12/29/2023
Country: China
Ticker: 300012
Meeting Type: Special
Primary ISIN: CNE100000GV8
Primary SEDOL: B4VM756

Centre Testing International Group Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Working System for Independent Directors	Mgmt	For	For
2	Amend Articles of Association	Mgmt	For	For
3	Approve to Appoint Auditor	Mgmt	For	For

Centuria Capital Group

Meeting Date: 11/17/2023

Country: Australia

Ticker: CNI

Meeting Type: Annual

Primary ISIN: AU000000CNI5

Primary SEDOL: 6518745

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	None	Against
<i>Voter Rationale: We have concern about pay for performance linkage. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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.</i>				
3	Elect Kristie Brown as Director	Mgmt	For	For
4a	Approve Grant of Tranche 11 Performance Rights to John McBain	Mgmt	For	For
<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				
4b	Approve Grant of Tranche 11 Performance Rights to Jason Huljich	Mgmt	For	For
<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				

Chalice Mining Limited

Meeting Date: 11/23/2023

Country: Australia

Ticker: CHN

Meeting Type: Annual

Primary ISIN: AU000000CHN7

Primary SEDOL: B0ZGW28

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

Chalice Mining Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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. 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.</i></p>				
2	Elect Garret Dixon as Director	Mgmt	For	For
3	Approve Issuance of MD Performance Rights to Alex Dorsch	Mgmt	For	For
4	Ratify Past Issuance of Placement Shares to a Range of Leading Domestic, International and Sophisticated Institutions	Mgmt	For	For
5	Ratify Past Issuance of Northam Shares to Northam Resources Limited	Mgmt	For	For
6	Ratify Past Issuance of Consideration Shares to the Owner of the Land Acquired Pursuant to the Land Acquisition Agreement	Mgmt	For	For

Challenger Limited

Meeting Date: 10/26/2023

Country: Australia

Ticker: CGF

Meeting Type: Annual

Primary ISIN: AU000000CGF5

Primary SEDOL: 6726300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Duncan West as Director	Mgmt	For	For
2b	Elect Melanie Willis as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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.</i></p>				
4	Approve Grant of Hurdled Performance Share Rights to Nicolas Hamilton	Mgmt	For	Against
<p><i>Voter Rationale: Companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes. 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.</i></p>				
5	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For

Challenger Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Ratify Past Issuance of Notes to Unrelated Parties	Mgmt	For	For

Charter Hall Group

Meeting Date: 11/16/2023 **Country:** Australia **Ticker:** CHC
Meeting Type: Annual
Primary ISIN: AU000000CHC0 **Primary SEDOL:** B15F6S6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Stephen Conry as Director	Mgmt	For	For
2b	Elect David Ross as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Issuance of Service Rights to David Harrison	Mgmt	For	For
5	Approve Issuance of Performance Rights to David Harrison	Mgmt	For	For

Charter Hall Long WALE REIT

Meeting Date: 10/19/2023 **Country:** Australia **Ticker:** CLW
Meeting Type: Annual
Primary ISIN: AU000000CLW0 **Primary SEDOL:** BDB46J2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Glenn Fraser as Director	Mgmt	For	For

Charter Hall Retail REIT

Meeting Date: 11/01/2023 **Country:** Australia **Ticker:** CQR
Meeting Type: Annual
Primary ISIN: AU000000CQR9 **Primary SEDOL:** 6225595

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Michael Gorman as Director	Mgmt	For	For

Chase Corporation

Meeting Date: 10/06/2023

Country: USA

Ticker: CCF

Meeting Type: Special

Primary ISIN: US16150R1041

Primary SEDOL: 2212289

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

China Pacific Insurance (Group) Co., Ltd.

Meeting Date: 11/27/2023

Country: China

Ticker: 2601

Meeting Type: Extraordinary Shareholders

Primary ISIN: CNE1000009Q7

Primary SEDOL: B2Q5H56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt		
1	Approve High-Quality Development Plan for the Year 2023-2025	Mgmt	For	Against
	<i>Voter Rationale: The proposed Development Plan is not considered to have adequately provided for accountability and transparency to shareholders as well as clear delineation of the roles, responsibilities and authorities between the Party Organization and the board or its key committees. As such, the Party Organization may be granted legitimate authority to assert undue influence over the board and/or its key committees, compromising their independence and objectivity in decision making and exposing shareholders to governance risks.</i>			
2	Elect Chin Hung I David as Director	Mgmt	For	For
	<i>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.</i>			

Cintas Corporation

Meeting Date: 10/24/2023

Country: USA

Ticker: CTAS

Meeting Type: Annual

Primary ISIN: US1729081059

Primary SEDOL: 2197137

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Gerald S. Adolph	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<i>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.</i>				
1b	Elect Director John F. Barrett	Mgmt	For	For
1c	Elect Director Melanie W. Barstad	Mgmt	For	For
1d	Elect Director Karen L. Carnahan	Mgmt	For	Against
<i>Voter Rationale: The nominee is a former executive and considered to be non-independent. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>				
1e	Elect Director Robert E. Coletti	Mgmt	For	For
1f	Elect Director Scott D. Farmer	Mgmt	For	For
1g	Elect Director Martin Mucci	Mgmt	For	For
1h	Elect Director Joseph Scaminace	Mgmt	For	Against
<i>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. Company fails to meet our Net Zero Model expectations. In particular, we note the company has failed to set interim reduction targets. Climate change presents an ongoing and serious long-term risk that can impact shareholder value. Companies should improve their public disclosure and strategy setting in relation to climate change.</i>				
1i	Elect Director Todd M. Schneider	Mgmt	For	For
1j	Elect Director Ronald W. Tysoe	Mgmt	For	For
<i>Voter Rationale: The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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. Variable remuneration should not contain a significant overlap of metrics.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>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.</i>				
5	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	SH	Against	For
<i>Voter Rationale: The company should disclose its demographic workforce data as per the EEO-1 requirement. This will help to increase transparency and aid shareholders in assessing the effectiveness of the company's stated efforts to address related human capital material risks and opportunities.</i>				
6	Adopt Near and Long-Term Science-Based GHG Emissions Reduction Targets Aligned with Paris Agreement Goal	SH	Against	Against
<i>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.</i>				

Meeting Date: 12/06/2023

Country: USA

Ticker: CSCO

Meeting Type: Annual

Primary ISIN: US17275R1023

Primary SEDOL: 2198163

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Wesley G. Bush	Mgmt	For	For
1b	Elect Director Michael D. Capellas	Mgmt	For	Against
<i>Voter Rationale: The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
1c	Elect Director Mark Garrett	Mgmt	For	For
1d	Elect Director John D. Harris, II	Mgmt	For	For
1e	Elect Director Kristina M. Johnson	Mgmt	For	For
1f	Elect Director Sarah Rae Murphy	Mgmt	For	For
1g	Elect Director Charles H. Robbins	Mgmt	For	For
1h	Elect Director Daniel H. Schulman	Mgmt	For	For
1i	Elect Director Marianna Tessel	Mgmt	For	For
2	Amend Omnibus Stock Plan	Mgmt	For	For
<i>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 incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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. 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.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>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.</i>				
6	Report on Tax Transparency Set Forth in the Global Reporting Initiative's Tax Standard	SH	Against	Against

Cleanaway Waste Management Limited

Meeting Date: 10/20/2023

Country: Australia

Ticker: CWY

Meeting Type: Annual

Primary ISIN: AU000000CWY3

Primary SEDOL: BYQ8KW7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
3a	Elect Philippe Etienne as Director	Mgmt	For	For
3b	Elect Samantha Hogg as Director	Mgmt	For	For
3c	Elect Terry Sinclair as Director	Mgmt	For	For
3d	Elect Clive Stiff as Director	Mgmt	For	For
4a	Approve Grant of Performance Rights to Mark Schubert	Mgmt	For	For
4b	Approve Deferred Equity Rights to Mark Schubert	Mgmt	For	For
5	Approve the Spill Resolution	Mgmt	Against	Against

Clinuvel Pharmaceuticals Limited

Meeting Date: 10/31/2023

Country: Australia

Ticker: CUV

Meeting Type: Annual

Primary ISIN: AU000000CUV3

Primary SEDOL: 6328405

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance</i>				
2	Elect Willem Blijdorp as Director	Mgmt	For	Against
<i>Voter Rationale: In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.</i>				
3	Elect Jeffrey Rosenfeld as Director	Mgmt	For	For

Clinuvel Pharmaceuticals Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Performance Rights Plan	Mgmt	For	Against
<i>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. 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.</i>				

Cochlear Limited

Meeting Date: 10/17/2023 **Country:** Australia **Ticker:** COH
Meeting Type: Annual **Primary ISIN:** AU000000COH5 **Primary SEDOL:** 6211798

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Approve Financial Statements and Reports of the Directors and Auditors	Mgmt	For	For
2.1	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
3.1	Elect Bruce Robinson as Director	Mgmt	For	For
3.2	Elect Michael Daniell as Director	Mgmt	For	For
4.1	Approve Grant of Options and Performance Rights to Dig Howitt	Mgmt	For	For
5.1	Approve Renewal of Proportional Takeover Provisions in the Constitution	Mgmt	For	For

Codan Limited

Meeting Date: 10/25/2023 **Country:** Australia **Ticker:** CDA
Meeting Type: Annual **Primary ISIN:** AU000000CDA3 **Primary SEDOL:** 6712611

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

Codan Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.</i></p>				
2	Elect Graeme Barclay as Director	Mgmt	For	For
3	Elect Sarah Adam-Gedge as Director	Mgmt	For	For
4	Elect Heith Mackay-Cruise as Director	Mgmt	For	For
5	Approve Grant of Performance Rights (STI) to Alfonzo Ianniello	Mgmt	For	For
6	Approve Grant of Performance Rights (LTI) to Alfonzo Ianniello	Mgmt	For	For

Coherent Corp.

Meeting Date: 11/09/2023 **Country:** USA **Ticker:** COHR
Meeting Type: Annual
Primary ISIN: US19247G1076 **Primary SEDOL:** BNG8Z81

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Joseph J. Corasanti	Mgmt	For	Against
<p><i>Voter Rationale: The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i></p>				
1b	Elect Director Patricia Hatter	Mgmt	For	For
1c	Elect Director Stephen A. Skaggs	Mgmt	For	For
1d	Elect Director Sandeep Vij	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>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. 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.</i></p>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				

Coherent Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. 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.</i></p>				
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
6	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>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.</i></p>				

Coles Group Limited

Meeting Date: 11/03/2023 **Country:** Australia **Ticker:** COL
Meeting Type: Annual **Primary ISIN:** AU0000030678 **Primary SEDOL:** BYWR0T5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Wendy Stops as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors.</i></p>				
4	Approve Short-term Incentive Grant of STI Shares to Leah Weckert	Mgmt	For	For
5	Approve Long-term Incentive Grant of Performance Rights to Leah Weckert	Mgmt	For	Against
<p><i>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.</i></p>				

Commonwealth Bank of Australia

Meeting Date: 10/11/2023 **Country:** Australia **Ticker:** CBA
Meeting Type: Annual **Primary ISIN:** AU000000CBA7 **Primary SEDOL:** 6215035

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Rob Whitfield as Director	Mgmt	For	For
2b	Elect Simon Moutter as Director	Mgmt	For	For

Commonwealth Bank of Australia

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
4	Approve Grant of Restricted Share Units and Performance Rights to Matt Comyn	Mgmt	For	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				

Computershare Limited

Meeting Date: 11/15/2023 **Country:** Australia **Ticker:** CPU
Meeting Type: Annual **Primary ISIN:** AU000000CPU5 **Primary SEDOL:** 6180412

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Joseph Velli as Director	Mgmt	For	For
3	Elect Abigail Cleland as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
<p><i>Voter Rationale: While we would like to see increased disclosure around the annual bonus and the introduction of a minimum shareholding guideline for executives, pay appears to be aligned with performance and we have no significant structural concerns.</i></p>				
5	Approve LTI Grant to Stuart Irving	Mgmt	For	For

Contact Energy Limited

Meeting Date: 11/15/2023 **Country:** New Zealand **Ticker:** CEN
Meeting Type: Annual **Primary ISIN:** NZCENE0001S6 **Primary SEDOL:** 6152529

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Robert (Rob) McDonald as Director	Mgmt	For	For
2	Elect Rukumoana Schaafhausen as Director	Mgmt	For	For

Contact Energy Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect David Smol as Director	Mgmt	For	For
4	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For

Copart, Inc.

Meeting Date: 12/08/2023	Country: USA	Ticker: CPRT
	Meeting Type: Annual	
	Primary ISIN: US2172041061	Primary SEDOL: 2208073

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Willis J. Johnson	Mgmt	For	Against
	<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible.</i>			
1.2	Elect Director A. Jayson Adair	Mgmt	For	For
1.3	Elect Director Matt Blunt	Mgmt	For	For
1.4	Elect Director Steven D. Cohan	Mgmt	For	Against
	<i>Voter Rationale: The nominee is a former executive and considered to be non-independent. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>			
1.5	Elect Director Daniel J. Englander	Mgmt	For	Against
	<i>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. 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.</i>			
1.6	Elect Director James E. Meeks	Mgmt	For	Against
	<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The nominee is a former executive and considered to be non-independent.</i>			
1.7	Elect Director Thomas N. Tryforos	Mgmt	For	For
1.8	Elect Director Diane M. Morefield	Mgmt	For	Against
	<i>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. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible.</i>			
1.9	Elect Director Stephen Fisher	Mgmt	For	For
1.10	Elect Director Cherylyn Harley LeBon	Mgmt	For	For
1.11	Elect Director Carl D. Sparks	Mgmt	For	For

Copart, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: Companies that received high levels of dissent on remuneration-related proposals should engage with their key shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns. 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.</i></p>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>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.</i></p>				

Corby Spirit and Wine Limited

Meeting Date: 11/08/2023	Country: Canada	Ticker: CSW.A
	Meeting Type: Annual	
	Primary ISIN: CA2183491083	Primary SEDOL: BGF9M9N8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Juan Alonso	Mgmt	For	For
1.2	Elect Director Lani Montoya	Mgmt	For	Against
<p><i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
1.3	Elect Director Nicolas Krantz	Mgmt	For	For
1.4	Elect Director Claude Boulay	Mgmt	For	For
1.5	Elect Director Lucio Di Clemente	Mgmt	For	For
1.6	Elect Director George F. McCarthy	Mgmt	For	For
1.7	Elect Director Patricia L. Nielsen	Mgmt	For	Against
<p><i>Voter Rationale: An executive sits on the Audit Committee, which we expect to be fully independent, as non-independent directors could hamper the committee's impartiality and effectiveness. We are holding this director accountable. An executive sits on the Remuneration Committee, which we expect to be independent, as non-independent directors could hamper the committee's impartiality and effectiveness. We are holding this director accountable. The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i></p>				
1.8	Elect Director Helga Reidel	Mgmt	For	For
1.9	Elect Director Kate Thompson	Mgmt	For	Against
<p><i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders.</i></p>				
2	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

Core Lithium Ltd

Meeting Date: 11/24/2023

Country: Australia

Ticker: CXO

Meeting Type: Annual

Primary ISIN: AU000000CXO2

Primary SEDOL: B4XFS83

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>			
2	Elect Gregory English as Director	Mgmt	For	Against
	<i>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 audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process. 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. Given the recent updates to the board, we will keep this matter under review. 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. To ensure the effectiveness of the board, the board should include between 5 and 15 directors.</i>			
3	Elect Andrea Hall as Director	Mgmt	For	For
4	Ratify Past Issuance of Placement Shares to Various Investors	Mgmt	For	For

Corporate Travel Management Limited

Meeting Date: 10/25/2023

Country: Australia

Ticker: CTD

Meeting Type: Annual

Primary ISIN: AU000000CTD3

Primary SEDOL: B3R1D52

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

Corporate Travel Management Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
2a	Elect Jonathan (Jon) Brett as Director	Mgmt	For	For
2b	Elect Laura Ruffles as Director	Mgmt	For	For
3	Approve Omnibus Incentive Plan	Mgmt	None	Against

Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

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

5	Approve Contingent Spill Resolution	Mgmt	None	Against
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Coty Inc.

Meeting Date: 11/02/2023

Country: USA

Ticker: COTY

Meeting Type: Annual

Primary ISIN: US2220702037

Primary SEDOL: BBBSMJ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Beatrice Ballini	Mgmt	For	For
1b	Elect Director Joachim Creus	Mgmt	For	For
1c	Elect Director Olivier Goudet	Mgmt	For	For
1d	Elect Director Peter Harf	Mgmt	For	For
1e	Elect Director Johannes P. Huth	Mgmt	For	For

Coty Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1f	Elect Director Maria Ausuncion Aramburuzabala Larregui	Mgmt	For	For
<i>Voter Rationale: Directors are expected to attend all board meetings. Attendance is crucial for making valuable contributions to the board and fulfilling fiduciary duties.</i>				
1g	Elect Director Anna Adeola Makanju	Mgmt	For	For
1h	Elect Director Sue Y. Nabi	Mgmt	For	For
1i	Elect Director Isabelle Parize	Mgmt	For	For
1j	Elect Director Lubomira Rochet	Mgmt	For	For
1k	Elect Director Robert Singer	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: Companies that received high levels of dissent on remuneration-related proposals should engage with their key shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns. 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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>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.</i>				
4	Report on Efforts to Reduce Plastic Use	SH	Against	Against
<i>Voter Rationale: At this time, we believe the company's current disclosure provides requisite information to determine whether management and the board are considering attendant material risks.</i>				

Cowell e Holdings Inc.

Meeting Date: 12/20/2023

Country: Cayman Islands

Ticker: 1415

Meeting Type: Extraordinary Shareholders

Primary ISIN: KYG248141163

Primary SEDOL: BWCH5K7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Supplemental ST Supply Framework Agreement, Proposed Annual Cap and Related Transactions	Mgmt	For	For
2	Approve Second Supplemental Materials Procurement Framework Agreement, Proposed Annual Cap and Related Transactions	Mgmt	For	For

Credo Technology Group Holding Ltd

Meeting Date: 10/17/2023

Country: Cayman Islands

Ticker: CRDO

Meeting Type: Annual

Primary ISIN: KYG254571055

Primary SEDOL: BLD13F2

Credo Technology Group Holding Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Pantas Sutardja	Mgmt	For	For
1.2	Elect Director David Zinsner	Mgmt	For	For
1.3	Elect Director Sylvia Acevedo	Mgmt	For	Withhold
<i>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.</i>				
2	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For

Cromwell Property Group

Meeting Date: 11/01/2023

Country: Australia

Ticker: CMW

Meeting Type: Annual

Primary ISIN: AU000000CMW8

Primary SEDOL: 6225476

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for Cromwell Corporation Limited (the Company)	Mgmt		
2	Elect Eng Peng Ooi as Director	Mgmt	For	For
3	Elect Tanya Cox as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
	Resolution for Cromwell Corporation Limited (the Company) and Cromwell Diversified Property Trust (the Trust)	Mgmt		
5	Approve Grant of Performance Rights to Jonathan Callaghan	Mgmt	For	For

CSL Limited

Meeting Date: 10/11/2023

Country: Australia

Ticker: CSL

Meeting Type: Annual

Primary ISIN: AU000000CSL8

Primary SEDOL: 6185495

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Appoint Deloitte Touche Tohmatsu as Auditor of the Company	Mgmt	For	For
3	Elect Carolyn Hewson as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

5	Approve Grant of performance Share Units to Paul McKenzie	Mgmt	For	Against
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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.

CyberAgent, Inc.

Meeting Date: 12/08/2023

Country: Japan

Ticker: 4751

Meeting Type: Annual

Primary ISIN: JP3311400000

Primary SEDOL: 6220501

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 15	Mgmt	For	For
2.1	Elect Director Fujita, Susumu	Mgmt	For	Against
<i>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.</i>				
2.2	Elect Director Hidaka, Yusuke	Mgmt	For	For
2.3	Elect Director Nakayama, Go	Mgmt	For	For
2.4	Elect Director Nakamura, Koichi	Mgmt	For	For
2.5	Elect Director Takaoka, Kozo	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Shiotsuki, Toko	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be at least three-fourths independent and companies should strive to make them fully independent.</i>				
3.2	Elect Director and Audit Committee Member Horiuchi, Masao	Mgmt	For	For

CyberAgent, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.3	Elect Director and Audit Committee Member Nakamura, Tomomi	Mgmt	For	For
4	Elect Alternate Director and Audit Committee Member Kanzaki, Takahiro	Mgmt	For	For
5	Approve Deep Discount Stock Option Plan	Mgmt	For	Against

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

Daiwa House REIT Investment Corp.

Meeting Date: 11/28/2023

Country: Japan

Ticker: 8984

Meeting Type: Special

Primary ISIN: JP3046390005

Primary SEDOL: B0Z6WY0

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 Saito, Tsuyoshi	Mgmt	For	For
3	Elect Alternate Executive Director Tsuchida, Koichi	Mgmt	For	For
4.1	Elect Supervisory Director Ishikawa, Hiroshi	Mgmt	For	For
4.2	Elect Supervisory Director Kogayu, Junko	Mgmt	For	For
5	Elect Alternate Supervisory Director Kakishima, Fusae	Mgmt	For	For

Daiwa Securities Living Investment Corp.

Meeting Date: 12/26/2023

Country: Japan

Ticker: 8986

Meeting Type: Special

Primary ISIN: JP3046410001

Primary SEDOL: B15T1S3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet - Amend Provisions on Deemed Approval System	Mgmt	For	For
2	Elect Executive Director Akuzawa, Tetsuo	Mgmt	For	For
3	Elect Alternate Executive Director Nishigaki, Yoshiki	Mgmt	For	For

Daiwa Securities Living Investment Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.1	Elect Supervisory Director Takai, Akimitsu	Mgmt	For	For
4.2	Elect Supervisory Director Nakata, Chizuko	Mgmt	For	For

De Grey Mining Ltd

Meeting Date: 11/09/2023

Country: Australia

Ticker: DEG

Meeting Type: Special

Primary ISIN: AU000000DEG6

Primary SEDOL: 6534837

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ratify Past Issuance of Tranche 1 Shares to Professional and Sophisticated Investors	Mgmt	For	For
2	Approve Issuance of Tranche 2 Shares to Professional and Sophisticated Investors	Mgmt	For	For
3	Approve Issuance of Shares to Simon Lill	Mgmt	For	For
4	Approve Issuance of Shares to Paul Harvey	Mgmt	For	For
5	Approve Issuance of Shares to Emma Scotney	Mgmt	For	For
6	Approve Issuance of Shares to Peter Hood	Mgmt	For	For

De Grey Mining Ltd

Meeting Date: 11/23/2023

Country: Australia

Ticker: DEG

Meeting Type: Annual

Primary ISIN: AU000000DEG6

Primary SEDOL: 6534837

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Emma Scotney as Director	Mgmt	For	For
3	Elect Peter Hood as Director	Mgmt	For	Against
<p><i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process. In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board. 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. Given the recent updates to the board, we will keep this matter under review.</i></p>				
4	Elect Simon Lill as Director	Mgmt	For	Against
<p><i>Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness. Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
5	Approve Issuance of Share Rights to Emma Scotney	Mgmt	For	For
6	Approve Issuance of Performance Rights to Glenn Jardine	Mgmt	For	Against
<p><i>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. 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.</i></p>				
7	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For
8	Approve Employee Securities Incentive Plan	Mgmt	For	Against
<p><i>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. 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.</i></p>				
9	Approve Potential Termination Benefits to Glenn Jardine	Mgmt	For	Against
<p><i>Voter Rationale: Severance payments should not exceed one year's salary and benefits. Larger severance packages should be subject to a separate shareholder approval.</i></p>				
10	Approve Potential Termination Benefits to Peter Canterbury	Mgmt	For	Against
<p><i>Voter Rationale: Severance payments should not exceed one year's salary and benefits. Larger severance packages should be subject to a separate shareholder approval.</i></p>				
11	Approve Potential Termination Benefits to Peter Holmes	Mgmt	For	Against
<p><i>Voter Rationale: Severance payments should not exceed one year's salary and benefits. Larger severance packages should be subject to a separate shareholder approval.</i></p>				
12	Approve Potential Termination Benefits to Philip Tornatora	Mgmt	For	Against
<p><i>Voter Rationale: Severance payments should not exceed one year's salary and benefits. Larger severance packages should be subject to a separate shareholder approval.</i></p>				
13	Approve Potential Termination Benefits to Craig Nelmes	Mgmt	For	Against
<p><i>Voter Rationale: Severance payments should not exceed one year's salary and benefits. Larger severance packages should be subject to a separate shareholder approval.</i></p>				

Deterra Royalties Ltd.

Meeting Date: 10/31/2023

Country: Australia

Ticker: DRR

Meeting Type: Annual

Primary ISIN: AU0000107484

Primary SEDOL: BJP5T05

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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.</i>				
2	Elect Jason Neal as Director	Mgmt	For	For
3	Approve Grant of STI Rights and LTI Rights to Julian Andrews	Mgmt	For	For

Dexus

Meeting Date: 10/25/2023

Country: Australia

Ticker: DXS

Meeting Type: Annual

Primary ISIN: AU000000DXS1

Primary SEDOL: B033YN6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>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.</i>				
2	Approve Grant of Performance Rights to Darren Steinberg	Mgmt	For	For
3.1	Elect Paula Dwyer as Director	Mgmt	For	For
3.2	Elect Rhoda Phillippo as Director	Mgmt	For	For

Dexus Industria REIT

Meeting Date: 11/23/2023

Country: Australia

Ticker: DXI

Meeting Type: Annual

Primary ISIN: AU0000192833

Primary SEDOL: BP2RQ94

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions of Industria Company No. 1 Ltd (Company)	Mgmt		
1	Approve Remuneration Report	Mgmt	For	For
2	Elect Jennifer Horrigan as Director	Mgmt	For	For

Dexus Industria REIT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Deborah Coakley as Director	Mgmt	For	For
	Resolution of Industria Trust No. 1	Mgmt		
4.1	Approve Reinsertion of Industria Trust No. 1 Proportional Takeover Provisions	Mgmt	For	For
	Resolution of Industria Trust No. 2	Mgmt		
4.2	Approve Reinsertion of Industria Trust No. 2 Proportional Takeover Provisions	Mgmt	For	For
	Resolution of Industria Trust No. 3	Mgmt		
4.3	Approve Reinsertion of Industria Trust No. 3 Proportional Takeover Provisions	Mgmt	For	For
	Resolution of Industria Trust No. 4	Mgmt		
4.4	Approve Reinsertion of Industria Trust No. 4 Proportional Takeover Provisions	Mgmt	For	For
	Resolution of Industria Company No. 1 Ltd (Company)	Mgmt		
4.5	Approve Reinsertion of Company Proportional Takeover Provisions	Mgmt	For	For

Domino's Pizza Enterprises Limited

Meeting Date: 11/01/2023

Country: Australia

Ticker: DMP

Meeting Type: Annual

Primary ISIN: AU000000DMP0

Primary SEDOL: B07SFG7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Abstain
	<i>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.</i>			
2	Elect Grant Bryce Bourke as Director	Mgmt	For	Against
	<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
3	Approve Grant of a Right to Don Meij in Respect of the FY24 STI	Mgmt	For	For
4	Approve Grant of Performance Rights to Don Meij in Respect of the FY24 LTI	Mgmt	For	Abstain
	<i>Voter Rationale: The quantum of the CEO's maximum LTI opportunity remains excessive relative to peer medians</i>			

Dye & Durham Limited

Meeting Date: 12/19/2023

Country: Canada

Ticker: DND

Meeting Type: Annual

Primary ISIN: CA2674881040

Primary SEDOL: BLCB9D3

Dye & Durham Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Brian L. Derksen	Mgmt	For	For
1.2	Elect Director Matthew Proud	Mgmt	For	For
1.3	Elect Director Colleen Moorehead	Mgmt	For	For
1.4	Elect Director Ronnie Wahi	Mgmt	For	For
1.5	Elect Director Leslie O'Donoghue	Mgmt	For	For
<i>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 30% of the board. Given the recent updates to the board, we will keep this matter under review. In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i>				
1.6	Elect Director Edward D. (Ted) Prittie	Mgmt	For	For
1.7	Elect Director Peter C. Brimm	Mgmt	For	For
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
<i>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.</i>				

Earthstone Energy, Inc.

Meeting Date: 10/30/2023

Country: USA

Ticker: ESTE

Meeting Type: Special

Primary ISIN: US27032D3044

Primary SEDOL: BF191W9

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
<i>Voter Rationale: A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable, unvested equity awards will accelerate on a single-trigger basis and performance shares will be deemed earned at maximum level.</i>				
3	Adjourn Meeting	Mgmt	For	For

easyJet Plc

Meeting Date: 12/19/2023

Country: United Kingdom

Ticker: EZJ

Meeting Type: Special

Primary ISIN: GB00B7KR2P84

Primary SEDOL: B7KR2P8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Purchase of 157 A320neo Family Aircraft and Purchase Rights for a Further 100 A320neo Family Aircraft	Mgmt	For	For

EBOS Group Limited

Meeting Date: 10/24/2023 **Country:** New Zealand **Ticker:** EBO
Meeting Type: Annual
Primary ISIN: NZEBOE0001S6 **Primary SEDOL:** 6160038

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Julie Tay as Director	Mgmt	For	For
2	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	Against

Voter Rationale: Concerns are highlighted that the level of chair and NED fees are higher than New Zealand market capitalisation peers. The proposed increases in NED fees would further contribute to put NED fees at this company above market capitalisation peers. Certain governance concerns are also noted.

3	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
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Elastic N.V.

Meeting Date: 10/05/2023 **Country:** Netherlands **Ticker:** ESTC
Meeting Type: Annual
Primary ISIN: NL0013056914 **Primary SEDOL:** BFXCLC6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Paul Auvil	Mgmt	For	For
1b	Elect Director Alison Gleeson	Mgmt	For	For
1c	Elect Director Caryn Marooney	Mgmt	For	For

Voter Rationale: Changes in company bylaws or articles of incorporation should not erode shareholders' rights and should be subject to shareholder approval. Specifically, the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure which adversely impacts shareholder rights.

2	Adopt Financial Statements and Statutory Reports	Mgmt	For	For
3	Appoint PricewaterhouseCoopers Accountants N.V. as External Auditor	Mgmt	For	For

Elastic N.V.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
5	Approve Discharge of Executive Directors	Mgmt	For	For
6	Approve Discharge of Non-Executive Directors	Mgmt	For	For
7	Grant Board Authority to Issue Shares Up To 20 Percent of Issued Capital	Mgmt	For	For
8	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	Mgmt	For	For
9	Authorize Repurchase of Shares	Mgmt	For	For
10	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. 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.

Elders Limited

Meeting Date: 12/14/2023

Country: Australia

Ticker: ELD

Meeting Type: Annual

Primary ISIN: AU000000ELD6

Primary SEDOL: 6357852

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
3	Elect John Lloyd as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Mark Charles Allison	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. 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. 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.

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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations. 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.

Elders Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Grant of Service Rights to Mark Charles Allison	Mgmt	For	Against
<p><i>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. 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.</i></p>				
6	Approve Issuance of Securities Under Long-Term Incentive Plan	Mgmt	For	Against
<p><i>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.</i></p>				
7	Approve Renewal of Proportional Takeover Approval Rule	Mgmt	For	For

Endeavour Group Ltd. (Australia)

Meeting Date: 10/31/2023 **Country:** Australia **Ticker:** EDV
Meeting Type: Annual

Primary ISIN: AU0000154833 **Primary SEDOL:** BNVS144

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Bruce Mathieson Jr as Director	Mgmt	For	For
2b	Elect Rod van Onselen as Director	Mgmt	For	For
3	Elect William Wavish as Director	SH	Against	Against
<p><i>Voter Rationale: The board does not support his nomination</i></p>				
4	Approve Remuneration Report	Mgmt	For	Against
<p><i>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.</i></p>				
5	Approve Grant of Performance Share Rights to Steve Donohue	Mgmt	For	Against
<p><i>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.</i></p>				
6	Approve Renewal of Proportional Takeover Provisions in the Constitution	Mgmt	For	For

Energisa SA

Meeting Date: 12/27/2023 **Country:** Brazil **Ticker:** ENGI11
Meeting Type: Extraordinary Shareholders

Primary ISIN: BRENGICDAM16 **Primary SEDOL:** B56XQT8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Article 2 Re: Corporate Purpose	Mgmt	For	For
2	Amend Article 17	Mgmt	For	For
3	Ratify Acquisition of Companhia de Gas do Espirito Santo - ES Gas	Mgmt	For	For
4	Consolidate Bylaws	Mgmt	For	For

ES-CON JAPAN Ltd.

Meeting Date: 11/29/2023

Country: Japan

Ticker: 8892

Meeting Type: Special

Primary ISIN: JP3688330004

Primary SEDOL: 6380643

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Change Fiscal Year End	Mgmt	For	For
2.1	Elect Director Ito, Takatoshi	Mgmt	For	Against
<i>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.</i>				
2.2	Elect Director Nakanishi, Minoru	Mgmt	For	For
2.3	Elect Director Fujita, Kenji	Mgmt	For	For
2.4	Elect Director Kawashima, Atsushi	Mgmt	For	For
2.5	Elect Director Otsuki, Keiko	Mgmt	For	For
2.6	Elect Director Hattori, Hiroaki	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Nishitake, Masayoshi	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Mizobata, Hiroto	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Fukuda, Tadashi	Mgmt	For	For
4	Appoint BDO Sanyu & Co. as New External Audit Firm	Mgmt	For	For
5	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	Mgmt	For	For
6	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For

Evertz Technologies Limited

Meeting Date: 10/04/2023

Country: Canada

Ticker: ET

Meeting Type: Annual

Primary ISIN: CA30041N1078

Primary SEDOL: B17XX09

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Romolo Magarelli	Mgmt	For	For
1.2	Elect Director Douglas A. DeBruin	Mgmt	For	Withhold
<i>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 30% of the board. The company should establish formal board-level oversight of environmental and social issues. We are holding this director accountable. The company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s).</i>				
1.3	Elect Director Christopher M. Colclough	Mgmt	For	Withhold
<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. 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.</i>				
1.4	Elect Director Thomas V. Pistor	Mgmt	For	For
1.5	Elect Director Ian L. McWalter	Mgmt	For	Withhold
<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
1.6	Elect Director Rakesh Patel	Mgmt	For	For
1.7	Elect Director Brian Piccioni	Mgmt	For	For
2	Approve BDO Canada LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

Evolution Mining Limited

Meeting Date: 11/23/2023

Country: Australia

Ticker: EVN

Meeting Type: Annual

Primary ISIN: AU000000EVN4

Primary SEDOL: B3X0F91

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

Evolution Mining Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: 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. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i></p>				
2	Elect Jacob (Jake) Klein as Director	Mgmt	For	For
3	Elect Thomas (Tommy) McKeith as Director	Mgmt	For	Against
<p><i>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.</i></p>				
4	Elect James (Jim) Askew as Director	Mgmt	For	For
5	Elect Peter Smith as Director	Mgmt	For	For
6	Approve Issuance of Performance Rights to Jacob (Jake) Klein	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. 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.</i></p>				
7	Approve Issuance of Performance Rights to Lawrence (Lawrie) Conway	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. 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.</i></p>				
8	Approve Employee Share Option and Performance Rights Plan	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. 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.</i></p>				

EVT Limited

Meeting Date: 10/20/2023

Country: Australia

Ticker: EVT

Meeting Type: Annual

Primary ISIN: AU000000EVT1

Primary SEDOL: BDG0N49

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

EVT Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i></p>				
3	Elect Brett David Chenoweth as Director	Mgmt	For	For
4	Elect Valerie Anne Davies as Director	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration committee should be independent and this directors membership could hamper the committees impartiality and effectiveness. The nomination committee should be majority independent and this directors membership could hamper the committees impartiality and effectiveness.</i></p>				
5	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For
6	Approve Issuance of Performance Rights to Jane Megan Hastings	Mgmt	For	For
<p><i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				

Fabrinet

Meeting Date: 12/12/2023	Country: Cayman Islands	Ticker: FN
	Meeting Type: Annual	
	Primary ISIN: KYG3323L1005	Primary SEDOL: B4JSZL8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Seamus Grady	Mgmt	For	For
1.2	Elect Director Thomas F. Kelly	Mgmt	For	Withhold
<p><i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible.</i></p>				
2	Ratify PricewaterhouseCoopers ABAS Ltd. as Auditors	Mgmt	For	For
<p><i>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.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Variable remuneration should not contain a significant overlap of metrics. 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.</i></p>				

Fabrinet

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

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

FactSet Research Systems Inc.

Meeting Date: 12/14/2023	Country: USA	Ticker: FDS	
	Meeting Type: Annual		
		Primary ISIN: US3030751057	Primary SEDOL: 2329770

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Robin A. Abrams	Mgmt	For	For
1b	Elect Director Malcolm Frank	Mgmt	For	For
1c	Elect Director Laurie Siegel	Mgmt	For	For
1d	Elect Director Elisha Wiesel	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. 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
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Voter Rationale: We support an annual say on pay frequency.

FAST RETAILING CO., LTD.

Meeting Date: 11/30/2023	Country: Japan	Ticker: 9983	
	Meeting Type: Annual		
		Primary ISIN: JP3802300008	Primary SEDOL: 6332439

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Yanai, Tadashi	Mgmt	For	Against
1.2	Elect Director Hattori, Nobumichi	Mgmt	For	For
1.3	Elect Director Shintaku, Masaaki	Mgmt	For	For
1.4	Elect Director Ono, Naotake	Mgmt	For	For

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.

FAST RETAILING CO., LTD.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Kathy Mitsuko Koll	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
1.6	Elect Director Kurumado, Joji	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
1.7	Elect Director Kyoya, Yutaka	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
1.8	Elect Director Okazaki, Takeshi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
1.9	Elect Director Yanai, Kazumi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
1.10	Elect Director Yanai, Koji	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.1	Appoint Statutory Auditor Mizusawa, Masumi	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be three-fourths independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				
2.2	Appoint Statutory Auditor Tanaka, Tomohiro	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be three-fourths independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				

Ferguson Plc

Meeting Date: 11/28/2023

Country: Jersey

Ticker: FERG

Meeting Type: Annual

Primary ISIN: JE00BJVNSS43

Primary SEDOL: BKB0C57

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kelly Baker	Mgmt	For	For
1b	Elect Director Bill Brundage	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Geoff Drabble	Mgmt	For	For
1d	Elect Director Catherine Halligan	Mgmt	For	For
1e	Elect Director Brian May	Mgmt	For	For
1f	Elect Director James S. Metcalf	Mgmt	For	For
1g	Elect Director Kevin Murphy	Mgmt	For	For
1h	Elect Director Alan Murray	Mgmt	For	For
1i	Elect Director Thomas Schmitt	Mgmt	For	For
1j	Elect Director Nadia Shouraboura	Mgmt	For	For
1k	Elect Director Suzanne Wood	Mgmt	For	For
2	Reappoint Deloitte LLP as Statutory Auditor	Mgmt	For	For
3	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
4	Accept Financial Statements and Statutory Reports	Mgmt	For	For
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>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.</i></p>				
6	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				
7	Approve Omnibus Stock Plan	Mgmt	For	For
<p><i>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.</i></p>				
8	Authorise Issue of Equity	Mgmt	For	For
9	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
10	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition, Financing, or Specified Capital Investment	Mgmt	For	For
11	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
12	Adopt New Articles of Association	Mgmt	For	For

Financial Partners Group Co., Ltd.

Meeting Date: 12/22/2023

Country: Japan

Ticker: 7148

Meeting Type: Annual

Primary ISIN: JP3166990006

Primary SEDOL: B54LCZ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 73	Mgmt	For	For
2	Amend Articles to Amend Business Lines	Mgmt	For	For
3.1	Elect Director Tanimura, Hisanaga	Mgmt	For	For
3.2	Elect Director Ishiguro, Tadashi	Mgmt	For	For
3.3	Elect Director Ohara, Keiko	Mgmt	For	For
3.4	Elect Director Sakomoto, Eiji	Mgmt	For	For
3.5	Elect Director Tajima, Yutaka	Mgmt	For	For
3.6	Elect Director Elizabeth Masamune	Mgmt	For	For
3.7	Elect Director Muto, Hanako	Mgmt	For	For
4	Appoint Statutory Auditor Yamauchi, Kazuhide	Mgmt	For	Against

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

FirstRand Ltd.

Meeting Date: 11/30/2023

Country: South Africa

Ticker: FSR

Meeting Type: Annual

Primary ISIN: ZAE000066304

Primary SEDOL: 6606996

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1.1	Re-elect Zelda Roscherr as Director	Mgmt	For	For
1.2	Re-elect Tom Winterboer as Director	Mgmt	For	For
1.3	Elect Tamara Isaacs as Director	Mgmt	For	For
2.1	Appoint Ernst & Young Inc as Auditors	Mgmt	For	For
2.2	Reappoint PricewaterhouseCoopers Inc as Auditors	Mgmt	For	For
	<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>			
3	Authorise Board to Issue Shares for Cash	Mgmt	For	For
4	Authorise Ratification of Approved Resolutions	Mgmt	For	For

FirstRand Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Advisory Endorsement	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	For
<i>Voter Rationale: While the policy allows for ex-gratia awards, the company has not granted them since COVID.</i>				
2	Approve Remuneration Implementation Report	Mgmt	For	For
	Special Resolutions	Mgmt		
1	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
2.1	Approve Financial Assistance to Directors and Prescribed Officers as Employee Share Scheme Beneficiaries	Mgmt	For	For
2.2	Approve Financial Assistance to Related and Inter-related Entities	Mgmt	For	For
3	Approve Remuneration of Non-Executive Directors	Mgmt	For	For

Fletcher Building Limited

Meeting Date: 10/27/2023

Country: New Zealand

Ticker: FBU

Meeting Type: Annual

Primary ISIN: NZFBUE0001S0

Primary SEDOL: 6341606

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Bruce Hassall as Director	Mgmt	For	For
2	Elect Barbara Chapman as Director	Mgmt	For	For
3	Elect Martin Brydon as Director	Mgmt	For	For
4	Elect Sandra Dodds as Director	Mgmt	For	For
5	Authorize Board to Fix Remuneration of the Auditor	Mgmt	For	For
6	***Withdrawn Resolution*** Approve Increase in Maximum Aggregate Remuneration of Directors	Mgmt		

Flight Centre Travel Group Limited

Meeting Date: 11/15/2023

Country: Australia

Ticker: FLT

Meeting Type: Annual

Primary ISIN: AU000000FLT9

Primary SEDOL: 6352147

Flight Centre Travel Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect John Eales as Director	Mgmt	For	Against
	<i>Voter Rationale: In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.</i>			
2	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>			
3	Ratify Past Issuance of Placement Shares to Existing and New Institutional Investors	Mgmt	For	For

FOOD & LIFE COMPANIES LTD.

Meeting Date: 12/21/2023

Country: Japan

Ticker: 3563

Meeting Type: Annual

Primary ISIN: JP3397150008

Primary SEDOL: BF1HPT8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 22.5	Mgmt	For	For
2.1	Elect Director Mizutome, Koichi	Mgmt	For	For
2.2	Elect Director Ogawa, Hiroshi	Mgmt	For	For
2.3	Elect Director Kondo, Akira	Mgmt	For	For
2.4	Elect Director Miyake, Minesaburo	Mgmt	For	For
2.5	Elect Director Kanise, Reiko	Mgmt	For	For
2.6	Elect Director Sato, Koki	Mgmt	For	For
3	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For

Fortescue Metals Group Ltd.

Meeting Date: 11/21/2023

Country: Australia

Ticker: FMG

Meeting Type: Annual

Primary ISIN: AU000000FMG4

Primary SEDOL: 6086253

Fortescue Metals Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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.</i>			
2	Elect Andrew Forrest as Director	Mgmt	For	For
	<i>Voter Rationale: An executive sits on the Remuneration Committee, which we expect to be independent, as non-independent directors could hamper the committees impartiality and effectiveness. We are holding this director accountable. 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.</i>			
3	Elect Mark Barnaba as Director	Mgmt	For	Against
	<i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.</i>			
4	Elect Penny Bingham-Hall as Director	Mgmt	For	For
5	Elect Larry Marshall as Director	Mgmt	For	For
6	Approve the Change of Company Name to Fortescue Ltd	Mgmt	For	For

Fox Corporation

Meeting Date: 11/17/2023

Country: USA

Ticker: FOXA

Meeting Type: Annual

Primary ISIN: US35137L1052

Primary SEDOL: BJJMGL2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Lachlan K. Murdoch	Mgmt	For	Against
	<i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders. 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.</i>			
1b	Elect Director Tony Abbott	Mgmt	For	For
1c	Elect Director William A. Burck	Mgmt	For	For
1d	Elect Director Chase Carey	Mgmt	For	For
1e	Elect Director Roland A. Hernandez	Mgmt	For	For
1f	Elect Director Margaret "Peggy" L. Johnson	Mgmt	For	For

Fox Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1g	Elect Director Paul D. Ryan	Mgmt	For	For
<i>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. Given the recent updates to the board, we will keep this matter under review.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: While CEO pay appears outsized compared to peers, pay is aligned with performance at this time.</i>				

Freedom Holding Corp.

Meeting Date: 11/07/2023	Country: USA	Ticker: FRHC
	Meeting Type: Annual	
		Primary ISIN: US3563901046
		Primary SEDOL: BF242Z3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Askar Tashtitov	Mgmt	For	For
1.2	Elect Director Boris Cherdabayev	Mgmt	For	For
2	Ratify Deloitte LLP in Kazakhstan as Auditors	Mgmt	For	For

Freshpet, Inc.

Meeting Date: 10/10/2023	Country: USA	Ticker: FRPT
	Meeting Type: Annual	
		Primary ISIN: US3580391056
		Primary SEDOL: BS7K7M9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Olu Beck	Mgmt	For	For
1.2	Elect Director William B. Cyr	Mgmt	For	For
1.3	Elect Director Leta D. Priest	Mgmt	For	Withhold
<i>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.</i>				
1.4	Elect Director David J. West	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
<i>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.</i>				

Freshpet, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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. 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.</i>				

FuelCell Energy, Inc.

Meeting Date: 10/10/2023 **Country:** USA **Ticker:** FCEL
Meeting Type: Special

Primary ISIN: US35952H6018 **Primary SEDOL:** BK6S6J8

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

Giken Ltd.

Meeting Date: 11/28/2023 **Country:** Japan **Ticker:** 6289
Meeting Type: Annual

Primary ISIN: JP3264200001 **Primary SEDOL:** 6368616

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 20	Mgmt	For	For
2	Amend Articles to Clarify Director Authority on Board Meetings	Mgmt	For	For
3.1	Elect Director Moribe, Shinnosuke	Mgmt	For	For
3.2	Elect Director Ohira, Atsushi	Mgmt	For	For
3.3	Elect Director Maeda, Mika	Mgmt	For	For
3.4	Elect Director Morino, Yusei	Mgmt	For	For
3.5	Elect Director Iwakuro, Shoji	Mgmt	For	For
3.6	Elect Director Hisamatsu, Tomomi	Mgmt	For	For
3.7	Elect Director Iwaki, Takaaki	Mgmt	For	For
4.1	Appoint Statutory Auditor Yuno, Akihiko	Mgmt	For	Against

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

Giken Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.2	Appoint Statutory Auditor Matsuoka, Sayuri	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be three-fourths independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				
4.3	Appoint Statutory Auditor Nao, Ichiro	Mgmt	For	For
5	Approve Compensation Ceiling for Directors	Mgmt	For	For
6	Approve Restricted Stock Plan	Mgmt	For	Against
<i>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.</i>				

Global One Real Estate Investment Corp.

Meeting Date: 12/14/2023

Country: Japan

Ticker: 8958

Meeting Type: Special

Primary ISIN: JP3044520009

Primary SEDOL: 6693608

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 Uchida, Akio	Mgmt	For	For
3	Elect Alternate Executive Director Yamazaki, Gen	Mgmt	For	For
4.1	Elect Supervisory Director Natori, Katsuya	Mgmt	For	For
4.2	Elect Supervisory Director Morita, Yasuhiro	Mgmt	For	For
5	Elect Alternate Supervisory Director Katsuta, Yuko	Mgmt	For	For

GMO Payment Gateway, Inc.

Meeting Date: 12/17/2023

Country: Japan

Ticker: 3769

Meeting Type: Annual

Primary ISIN: JP3385890003

Primary SEDOL: B06CMQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 89	Mgmt	For	For
2.1	Elect Director Ainoura, Issei	Mgmt	For	For
2.2	Elect Director Kumagai, Masatoshi	Mgmt	For	For

GMO Payment Gateway, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.3	Elect Director Muramatsu, Ryu	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.4	Elect Director Isozaki, Satoru	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.5	Elect Director Yasuda, Masashi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.6	Elect Director Yamashita, Hirofumi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.7	Elect Director Arai, Teruhiro	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.8	Elect Director Inagaki, Noriko	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.9	Elect Director Kawasaki, Yuki	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.10	Elect Director Shimahara, Takashi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.11	Elect Director Kai, Fumio	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Yoshida, Kazutaka	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Okamoto, Kazuhiko	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Hokazono, Yumi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.4	Elect Director and Audit Committee Member Okawa, Osamu	Mgmt	For	For

Goodman Group

Meeting Date: 11/14/2023

Country: Australia

Ticker: GMG

Meeting Type: Annual

Primary ISIN: AU000000GMG2

Primary SEDOL: B03FYZ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Appoint KPMG as Auditor of Goodman Logistics (HK) Limited	Mgmt	For	Against
<p><i>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.</i></p>				
2a	Elect Stephen Johns as Director of Goodman Limited	Mgmt	For	For
2b	Elect Stephen Johns as Director of Goodman Logistics (HK) Limited	Mgmt	For	For
3	Elect Mark Johnson as Director of Goodman Limited	Mgmt	For	For
4	Elect Belinda Robson as Director of Goodman Limited	Mgmt	For	For
5	Elect George Zoghbi as Director of Goodman Limited	Mgmt	For	For
6	Elect Kitty Chung as Director of Goodman Logistics (HK) Limited	Mgmt	For	For
7	Approve Remuneration Report	Mgmt	For	For
<p><i>Voter Rationale: While overall quantum, especially surrounding LTIP grants, remains a concern, we note the company has been responsive over several consecutive years to shareholder concerns and made significant improvements to executive compensation. We will support the remuneration report at this time and encourage the company to continue to look critically at equity grant size and annual bonus disclosure.</i></p>				
8	Approve Issuance of Performance Rights to Greg Goodman	Mgmt	For	For
9	Approve Issuance of Performance Rights to Danny Peeters	Mgmt	For	For
10	Approve Issuance of Performance Rights to Anthony Rozic	Mgmt	For	For

Growthpoint Properties Australia

Meeting Date: 11/16/2023

Country: Australia

Ticker: GOZ

Meeting Type: Annual

Primary ISIN: AU000000GOZ8

Primary SEDOL: B1Y9BC8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
<p><i>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.</i></p>				
3a	Elect Andrew Fay as Director	Mgmt	For	For

Growthpoint Properties Australia

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3b	Elect Panico Theocharides as Director	Mgmt	For	Against
<p><i>Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees 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.</i></p>				
3c	Elect Michelle Tierney as Director	Mgmt	For	For
3d	Elect Norbert Sasse as Director	Mgmt	For	Against
<p><i>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.</i></p>				
4	Approve Grant of FY24 Long-Term Incentive (LTI) Performance Rights to Timothy Collyer	Mgmt	For	For

Grupo Financiero Banorte SAB de CV

Meeting Date: 10/05/2023 **Country:** Mexico **Ticker:** GFNORTEO
Meeting Type: Ordinary Shareholders **Primary ISIN:** MXP370711014 **Primary SEDOL:** 2421041

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Approve Cash Dividends of MXN 5.20 Per Share	Mgmt	For	For
1.2	Approve Cash Dividend to Be Paid on Oct. 16, 2023	Mgmt	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

Guidewire Software, Inc.

Meeting Date: 12/19/2023 **Country:** USA **Ticker:** GWRE
Meeting Type: Annual **Primary ISIN:** US40171V1008 **Primary SEDOL:** B7JYSG3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Marcus S. Ryu	Mgmt	For	For
<p><i>Voter Rationale: The nominee is a former executive and considered to be non-independent.</i></p>				
1b	Elect Director Paul Lavin	Mgmt	For	For
1c	Elect Director Mike Rosenbaum	Mgmt	For	For
1d	Elect Director David S. Bauer	Mgmt	For	For
1e	Elect Director Margaret Dillon	Mgmt	For	For

Guidewire Software, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1f	Elect Director Michael C. Keller	Mgmt	For	For
1g	Elect Director Catherine P. Lego	Mgmt	For	For
1h	Elect Director Rajani Ramanathan	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<i>Voter Rationale: This plan could lead to excessive dilution. 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. 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.</i>				

Guotai Junan International Holdings Limited

Meeting Date: 10/10/2023

Country: Hong Kong

Ticker: 1788

Meeting Type: Extraordinary Shareholders

Primary ISIN: HK0000065869

Primary SEDOL: B3W1335

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Liu Chung Mun as Director	Mgmt	For	For
<i>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.</i>				
2	Authorize Board to Fix Remuneration of Liu Chung Mun	Mgmt	For	For

Guotai Junan International Holdings Limited

Meeting Date: 12/20/2023

Country: Hong Kong

Ticker: 1788

Meeting Type: Extraordinary Shareholders

Primary ISIN: HK0000065869

Primary SEDOL: B3W1335

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve New Master Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	For

H&R Block, Inc.

Meeting Date: 11/03/2023

Country: USA

Ticker: HRB

Meeting Type: Annual

Primary ISIN: US0936711052

Primary SEDOL: 2105505

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Sean H. Cohan	Mgmt	For	For
1b	Elect Director Robert A. Gerard	Mgmt	For	For
1c	Elect Director Anuradha (Anu) Gupta	Mgmt	For	For
1d	Elect Director Richard A. Johnson	Mgmt	For	For
1e	Elect Director Jeffrey J. Jones, II	Mgmt	For	For
1f	Elect Director Mia F. Mendis	Mgmt	For	Against
<i>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.</i>				
1g	Elect Director Yolande G. Piazza	Mgmt	For	For
1h	Elect Director Victoria J. Reich	Mgmt	For	For
1i	Elect Director Matthew E. Winter	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				

Hafnia Ltd.

Meeting Date: 11/06/2023

Country: Bermuda

Ticker: HAFNI

Meeting Type: Special

Primary ISIN: BMG4233B1090

Primary SEDOL: BJK0P85

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Notice of Meeting and Agenda	Mgmt		
2	Elect Su Yin Anand as Director	Mgmt	For	For

Haitong International Securities Group Limited

Meeting Date: 12/15/2023

Country: Bermuda

Ticker: 665

Meeting Type: Special

Primary ISIN: BMG4232X1020

Primary SEDOL: 6898908

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Reduction of the Issued Share Capital Associated with the Cancellation of the Scheme Shares	Mgmt	For	For
2	Approve Contemporaneous Maintenance of the Issued Share Capital by the Allotment and Issue to the Offeror of New Shares, Application of the Reserve Created in the Books of Account and Related Transactions	Mgmt	For	For

Haitong International Securities Group Limited

Meeting Date: 12/15/2023

Country: Bermuda

Ticker: 665

Meeting Type: Court

Primary ISIN: BMG4232X1020

Primary SEDOL: 6898908

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

Hamamatsu Photonics KK

Meeting Date: 12/22/2023

Country: Japan

Ticker: 6965

Meeting Type: Annual

Primary ISIN: JP3771800004

Primary SEDOL: 6405870

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 38	Mgmt	For	For
2.1	Elect Director Hiruma, Akira	Mgmt	For	For
2.2	Elect Director Suzuki, Kenji	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.3	Elect Director Maruno, Tadashi	Mgmt	For	For

Hamamatsu Photonics KK

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.4	Elect Director Kato, Hisaki	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.5	Elect Director Suzuki, Takayuki	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.6	Elect Director Mori, Kazuhiko	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.7	Elect Director Koibuchi, Ken	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.8	Elect Director Kurihara, Kazue	Mgmt	For	For
2.9	Elect Director Hirose, Takuo	Mgmt	For	For
2.10	Elect Director Minoshima, Kaoru	Mgmt	For	For
3	Approve Compensation Ceiling for Directors	Mgmt	For	For

Hansen Technologies Limited

Meeting Date: 11/23/2023

Country: Australia

Ticker: HSN

Meeting Type: Annual

Primary ISIN: AU000000HSN3

Primary SEDOL: 6243252

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. Severance payments should not exceed one year's salary and benefits. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.</i>			

Hansen Technologies Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect David Trude as Director	Mgmt	For	Against
<p><i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. 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. The company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s). 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.</i></p>				
3	Elect David Howell as Director	Mgmt	For	Against
<p><i>Voter Rationale: In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.</i></p>				
4	Elect Don Rankin as Director	Mgmt	For	For
5	Approve Grant of Performance Rights to Andrew Hansen	Mgmt	For	Against
<p><i>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.</i></p>				
6	Approve the Increase in Remuneration of Non-Executive Directors	Mgmt	For	For

Harvey Norman Holdings Limited

Meeting Date: 11/29/2023

Country: Australia

Ticker: HVN

Meeting Type: Annual

Primary ISIN: AU000000HVN7

Primary SEDOL: 6173508

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				

Harvey Norman Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Gerald Harvey as Director	Mgmt	For	Against
	<i>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. 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.</i>			
4	Elect Chris Mentis as Director	Mgmt	For	For
5	Elect Luisa Catanzaro as Director	Mgmt	For	For
6	Approve Grant of Performance Rights to Gerald Harvey and Permit to Acquire Shares in the Company	Mgmt	For	For
	<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
7	Approve Grant of Performance Rights to Kay Lesley Page and Permit to Acquire Shares in the Company	Mgmt	For	For
	<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
8	Approve Grant of Performance Rights to Matthew David Ackery and Permit to Acquire Shares in the Company	Mgmt	For	For
	<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
9	Approve Grant of Performance Rights to John Eryn Slack-Smith and Permit to Acquire Shares in the Company	Mgmt	For	For
	<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
10	Approve Grant of Performance Rights to Chris Mentis and Permit to Acquire Shares in the Company	Mgmt	For	For
	<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
11	Approve Grant of Security Interest Over Certain Assets of the Company to Secure the Indemnity Obligation to Each Eligible Person	Mgmt	For	For

Healius Limited

Meeting Date: 11/28/2023

Country: Australia

Ticker: HLS

Meeting Type: Annual

Primary ISIN: AU0000033359

Primary SEDOL: BFZYRL1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
3	Elect Jenny Macdonald as Director	Mgmt	For	For
4	Elect Charlie Taylor as Director	Mgmt	For	For
5	Elect Michael Stanford as Director	Mgmt	For	For
6	Elect Ravi Jeyaraj as Director	SH	For	For
7	Approve Grant of Performance Rights to Maxine Jaquet	Mgmt	For	For
8	Approve Grant of Share Rights to Non-Executive Directors	Mgmt	For	For
9	Approve Increase in Non-Executive Director Remuneration Pool	Mgmt	For	For

HMC Capital Limited

Meeting Date: 11/15/2023

Country: Australia

Ticker: HMC

Meeting Type: Annual

Primary ISIN: AU0000058943

Primary SEDOL: BJRBL61

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
<p><i>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.</i></p>				
2	Elect Susan Roberts as Director	Mgmt	For	For
3	Elect Kelly O'Dwyer as Director	Mgmt	For	Against
<p><i>Voter Rationale: A non-independent director sits on the Audit Committee, which we expect to be fully independent, as non-independent directors could hamper the committees impartiality and effectiveness. We are holding this director accountable.</i></p>				
4	Approve Issuance of Performance Rights to David Di Pilla	Mgmt	For	Against
<p><i>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.</i></p>				
5	Approve Employee Equity Plan	Mgmt	For	Against
<p><i>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. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>				
6	Approve Non-Executive Director Equity Plan	Mgmt	None	For

HMC Capital Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Ratify Past Issuance of December Placement Options to Qualified Professional, Sophisticated and Institutional Investors	Mgmt	For	For
8	Ratify Past Issuance of March Placement Shares to Qualified Professional, Sophisticated and Institutional Investors	Mgmt	For	For

HUB24 Limited

Meeting Date: 11/16/2023

Country: Australia

Ticker: HUB

Meeting Type: Annual

Primary ISIN: AU000000HUB4

Primary SEDOL: BD4T5X1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
	<i>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.</i>			
2	Elect Anthony (Tony) McDonald as Director	Mgmt	For	For
3	Elect Rachel Grimes as Director	Mgmt	For	For
4	Approve HUB24 Share Option Plan	Mgmt	For	Against
	<i>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. 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.</i>			
5	Approve Issuance of Performance Rights to Andrew Alcock	Mgmt	For	For
6	Approve Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For
7	Approve Renewal of Proportional Takeover Approval Provisions	Mgmt	For	For

IDP Education Limited

Meeting Date: 10/17/2023

Country: Australia

Ticker: IEL

Meeting Type: Annual

Primary ISIN: AU000000IEL5

Primary SEDOL: BDB6DD1

IDP Education Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Ariane Barker as Director	Mgmt	For	For
2b	Elect Andrew Barkla as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Grant of Performance Rights to Tennealle O'Shannessy	Mgmt	For	For

IGO Ltd.

Meeting Date: 11/16/2023	Country: Australia	Ticker: IGO
	Meeting Type: Annual	
	Primary ISIN: AU000000IGO4	Primary SEDOL: 6439567

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Debra Bakker as Director	Mgmt	For	For
2	Elect Samantha Hogg as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Issuance of Service Rights to Ivan Vella	Mgmt	For	Abstain
<i>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.</i>				
5	Approve Issuance of Performance Rights to Ivan Vella	Mgmt	For	For
6	Approve Termination Payment to Ivan Vella	Mgmt	For	For
7	Appoint BDO Audit Pty Ltd as Auditor of the Company	Mgmt	For	Against
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				

IMDEX Limited

Meeting Date: 10/19/2023	Country: Australia	Ticker: IMD
	Meeting Type: Annual	
	Primary ISIN: AU000000IMD5	Primary SEDOL: 6462154

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Trace Arlaud as Director	Mgmt	For	For

IMDEX Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				

Impala Platinum Holdings Ltd.

Meeting Date: 10/30/2023	Country: South Africa	Ticker: IMP
	Meeting Type: Annual	
	Primary ISIN: ZAE000083648	Primary SEDOL: B1FFT76

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1	Reappoint Deloitte & Touche as Auditors with Sphiwe Stemela as the Designated Auditor	Mgmt	For	For
2.1	Re-elect Thandi Orleyn as Director	Mgmt	For	Against
<p><i>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.</i></p>				
2.2	Re-elect Boitumelo Koshane as Director	Mgmt	For	For
2.3	Re-elect Preston Speckmann as Director	Mgmt	For	For
3.1	Re-elect Dawn Earp as Member of the Audit and Risk Committee	Mgmt	For	For
3.2	Re-elect Ralph Havenstein as Member of the Audit and Risk Committee	Mgmt	For	For
3.3	Re-elect Mametja Moshe as Member of the Audit and Risk Committee	Mgmt	For	For
3.4	Re-elect Preston Speckmann as Member of the Audit and Risk Committee	Mgmt	For	For
4	Authorise Ratification of Approved Resolutions	Mgmt	For	For
5.1	Approve Remuneration Policy	Mgmt	For	For
5.2	Approve Remuneration Implementation Report	Mgmt	For	Abstain
<p><i>Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported six fatalities during the year, five of which occurred at Impala operations, and one at a joint venture operation. We question the appropriateness of full payout under the safety element in the context of fatalities that have occurred during the reporting period. We would expect the company to exercise discretion to reduce this payout given the loss of life.</i></p>				
	Special Resolutions	Mgmt		
1.1	Approve Remuneration of the Chairperson of the Board	Mgmt	For	For

Impala Platinum Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Approve Remuneration of the Lead Independent Director	Mgmt	For	For
1.3	Approve Remuneration of Non-executive Directors	Mgmt	For	For
1.4	Approve Remuneration of Audit and Risk Committee Chairperson	Mgmt	For	For
1.5	Approve Remuneration of Audit and Risk Committee Member	Mgmt	For	For
1.6	Approve Remuneration of Social, Transformation and Remuneration Committee Chairperson	Mgmt	For	For
1.7	Approve Remuneration of Social, Transformation and Remuneration Committee Member	Mgmt	For	For
1.8	Approve Remuneration of Nomination, Governance and Ethics Committee Chairperson	Mgmt	For	For
1.9	Approve Remuneration of Nomination, Governance and Ethics Committee Member	Mgmt	For	For
1.10	Approve Remuneration of Health, Safety and Environment Committee Chairperson	Mgmt	For	For
1.11	Approve Remuneration of Health, Safety and Environment Committee Member	Mgmt	For	For
1.12	Approve Remuneration of Strategy and Investment Committee Chairperson	Mgmt	For	For
1.13	Approve Remuneration of Strategy and Investment Committee Member	Mgmt	For	For
1.14	Approve Remuneration for Ad Hoc Meetings	Mgmt	For	For
2	Approve Financial Assistance in Terms of Sections 44 and/or 45 of the Companies Act	Mgmt	For	For
3	Approve Increase in Authorised Share Capital and Amend Memorandum of Incorporation	Mgmt	For	For
4	Authorise Repurchase of Issued Share Capital	Mgmt	For	For

Ingenia Communities Group

Meeting Date: 11/17/2023

Country: Australia

Ticker: INA

Meeting Type: Annual

Primary ISIN: AU000000INA9

Primary SEDOL: B84GSC7

Ingenia Communities Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations. All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. The 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.</i></p>				
3.1	Elect Pippa Downes as Director	Mgmt	For	For
3.2	Elect Greg Hayes as Director	Mgmt	For	For
3.3	Elect Amanda Heyworth as Director	Mgmt	For	For
4	Approve Issuance of Securities Under the Ingenia Communities Group Rights Plan	Mgmt	For	For
5	Approve Grant of Fixed Remuneration Rights, Short-Term Incentive Plan Rights and Long-Term Incentive Plan Rights to Simon Owen	Mgmt	For	For

Insignia Financial Ltd.

Meeting Date: 11/23/2023

Country: Australia

Ticker: IFL

Meeting Type: Annual

Primary ISIN: AU000000IFL2

Primary SEDOL: 6714394

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Elizabeth Flynn as Director	Mgmt	For	For
2b	Elect Andrew Bloore as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Abstain
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
4	***Withdrawn Resolution*** Approve Grant of Performance Rights to Renato Mota	Mgmt		

insource Co., Ltd.

Meeting Date: 12/15/2023

Country: Japan

Ticker: 6200

Meeting Type: Annual

Primary ISIN: JP3152670000

Primary SEDOL: BD1JSR9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 13	Mgmt	For	For
2.1	Elect Director Funahashi, Takayuki	Mgmt	For	For
2.2	Elect Director Kawabata, Kumiko	Mgmt	For	For
2.3	Elect Director Fujimoto, Shigeo	Mgmt	For	For
2.4	Elect Director Sawada, Tetsuya	Mgmt	For	For
2.5	Elect Director Kanai, Daisuke	Mgmt	For	For
2.6	Elect Director Fujioka, Hidenori	Mgmt	For	For
2.7	Elect Director Hirotsu, Katsuko	Mgmt	For	For
2.8	Elect Director Niwamoto, Yoshiko	Mgmt	For	For
3	Appoint Statutory Auditor Tabuchi, Ayami	Mgmt	For	For
4	Appoint Alternate Statutory Auditor Fujimoto, Shuhei	Mgmt	For	For

Insurance Australia Group Ltd.

Meeting Date: 10/11/2023

Country: Australia

Ticker: IAG

Meeting Type: Annual

Primary ISIN: AU000000IAG3

Primary SEDOL: 6271026

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Simon Allen as Director	Mgmt	For	For
2	Elect Jon Nicholson as Director	Mgmt	For	For
3	Elect Wendy Thorpe as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs.</i></p>				
5	Approve Allocation of Share Rights to Nick Hawkins	Mgmt	For	For
6	Approve Increase in the Non-Executive Director Fee Pool Cap	Mgmt	None	For
7	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For

Intapp, Inc.

Meeting Date: 11/14/2023

Country: USA

Ticker: INTA

Meeting Type: Annual

Primary ISIN: US45827U1097

Primary SEDOL: BP7L594

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Martin Fichtner	Mgmt	For	For
1.2	Elect Director Chris Gaffney	Mgmt	For	For
1.3	Elect Director John Hall	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Invincible Investment Corp.

Meeting Date: 12/21/2023

Country: Japan

Ticker: 8963

Meeting Type: Special

Primary ISIN: JP3046190009

Primary SEDOL: B00STP1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Permitted Investment Types - Amend Asset Management Compensation	Mgmt	For	For
2	Elect Executive Director Fukuda, Naoki	Mgmt	For	For
3	Elect Alternate Executive Director Ichiki, Naoto	Mgmt	For	For
4.1	Elect Supervisory Director Tamura, Yoshihiro	Mgmt	For	For
4.2	Elect Supervisory Director Nagasawa, Marika	Mgmt	For	For

Invocare Limited

Meeting Date: 10/31/2023

Country: Australia

Ticker: IVC

Meeting Type: Court

Primary ISIN: AU000000IVC8

Primary SEDOL: 6715267

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

Meeting Date: 11/03/2023

Country: Australia

Ticker: INR

Meeting Type: Annual

Primary ISIN: AU0000028946

Primary SEDOL: BGYBHZ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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. 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.</i>			
3a	Elect Rose McKinney-James as Director	Mgmt	For	For
3b	Elect Margaret R. Walker as Director	Mgmt	For	For
4a	Approve Issuance of Performance Rights to James D. Calaway in Lieu of Directors' Fees	Mgmt	For	For
4b	Approve Issuance of Performance Rights to Alan Davies in Lieu of Directors' Fees	Mgmt	For	Against
	<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>			
4c	Approve Issuance of Performance Rights to Stephen Gardiner in Lieu of Directors' Fees	Mgmt	For	Against
	<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>			
4d	Approve Issuance of Performance Rights to Rose McKinney-James in Lieu of Directors' Fees	Mgmt	For	Against
	<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>			
4e	Approve Issuance of Performance Rights to Margaret R. Walker in Lieu of Directors' Fees	Mgmt	For	Against
	<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>			
5	Approve Grant of Performance Rights to Bernard Rowe	Mgmt	For	Against
	<i>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.</i>			

ioneer Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Grant of Performance Rights to James D. Calaway	Mgmt	For	Against
<i>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.</i>				

IPH Limited

Meeting Date: 11/15/2023	Country: Australia	Ticker: IPH
	Meeting Type: Annual	
	Primary ISIN: AU0000000IPH9	Primary SEDOL: BS7K5S1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect David Wiadowski as Director	Mgmt	For	For
4a	Ratify Past Issuance of S&B Earn Out Shares to Smart & Biggar Vendors	Mgmt	For	For
4b	Ratify Past Issuance of AM Earn Out Shares to Applied Marks Vendors	Mgmt	For	For
4c	Ratify Past Issuance of Consideration Shares to Ridout & Maybee Vendors	Mgmt	For	For
5	Approve Grant of Performance Rights to Andrew Blattman	Mgmt	For	For
<i>Voter Rationale: In addition, the long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance</i>				
6	Approve the Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				

Jack Henry & Associates, Inc.

Meeting Date: 11/14/2023	Country: USA	Ticker: JKHY
	Meeting Type: Annual	
	Primary ISIN: US4262811015	Primary SEDOL: 2469193

Jack Henry & Associates, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director David B. Foss	Mgmt	For	For
1.2	Elect Director Matthew C. Flanigan	Mgmt	For	For
1.3	Elect Director Thomas H. Wilson, Jr.	Mgmt	For	For
1.4	Elect Director Jacque R. Fiegel	Mgmt	For	For
1.5	Elect Director Thomas A. Wimsett	Mgmt	For	For
1.6	Elect Director Laura G. Kelly	Mgmt	For	For
1.7	Elect Director Shruti S. Miyashiro	Mgmt	For	For
1.8	Elect Director Wesley A. Brown	Mgmt	For	For
1.9	Elect Director Curtis A. Campbell	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

Japan Hotel REIT Investment Corp.

Meeting Date: 11/22/2023

Country: Japan

Ticker: 8985

Meeting Type: Special

Primary ISIN: JP3046400002

Primary SEDOL: B1530B1

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 Masuda, Kaname	Mgmt	For	For
3.1	Elect Supervisory Director Mishiku, Tetsuya	Mgmt	For	For
3.2	Elect Supervisory Director Umezawa, Mayumi	Mgmt	For	For
3.3	Elect Supervisory Director Tomiyama, Akiko	Mgmt	For	For
4	Elect Alternate Executive Director Furukawa, Hisashi	Mgmt	For	For

Japan Logistics Fund, Inc.

Meeting Date: 10/23/2023

Country: Japan

Ticker: 8967

Meeting Type: Special

Primary ISIN: JP3046230003

Primary SEDOL: B07NL19

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 Suzuki, Seiichi	Mgmt	For	For
3	Elect Alternate Executive Director Sekiguchi, Ryota	Mgmt	For	For
4.1	Elect Supervisory Director Kikuchi, Yumiko	Mgmt	For	For
4.2	Elect Supervisory Director Oyama, Tsuyoshi	Mgmt	For	For
4.3	Elect Supervisory Director Oi, Motomi	Mgmt	For	For
4.4	Elect Supervisory Director Kamoshita, Kanae	Mgmt	For	For

Japan Metropolitan Fund Investment Corp.

Meeting Date: 11/30/2023

Country: Japan

Ticker: 8953

Meeting Type: Special

Primary ISIN: JP3039710003

Primary SEDOL: 6513342

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 Nishida, Masahiko	Mgmt	For	For
3.1	Elect Supervisory Director Ito, Osamu	Mgmt	For	For
3.2	Elect Supervisory Director Shirasu, Yoko	Mgmt	For	For
4.1	Elect Alternate Executive Director Araki, Keita	Mgmt	For	For
4.2	Elect Alternate Executive Director Machida, Takuya	Mgmt	For	For
5	Elect Alternate Supervisory Director Usuki, Masaharu	Mgmt	For	For

JB Hi-Fi Limited

Meeting Date: 10/26/2023

Country: Australia

Ticker: JBH

Meeting Type: Annual

Primary ISIN: AU000000JBH7

Primary SEDOL: 6702623

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Stephen Goddard as Director	Mgmt	For	Against
<i>Voter Rationale: In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.</i>				
2b	Elect Melanie Wilson as Director	Mgmt	For	For
2c	Elect Christy Boyce as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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</i>				
4a	Approve Allocation of Restricted Shares to Terry Smart	Mgmt	For	Against
<i>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.</i>				
4b	Approve Allocation of Restricted Shares to Nick Wells	Mgmt	For	Against
<i>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.</i>				

Jins Holdings, Inc.

Meeting Date: 11/29/2023

Country: Japan

Ticker: 3046

Meeting Type: Annual

Primary ISIN: JP3386110005

Primary SEDOL: B18D6G5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 25	Mgmt	For	For

Johns Lyng Group Limited

Meeting Date: 11/23/2023	Country: Australia	Ticker: JLG
	Meeting Type: Annual	
	Primary ISIN: AU000000JLG8	Primary SEDOL: BYPHB3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
3a	Elect Peter Nash as Director	Mgmt	For	For
3b	Elect Curtis Mudd as Director	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. The audit committee should be fully independent and this directors membership could hamper the committees 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. In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.</i>			
3c	Elect Peter Dixon as Director	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness.</i>			
3d	Elect Nicholas Carnell as Director	Mgmt	For	For
3e	Elect Adrian Gleeson as Director	Mgmt	For	For

Johns Lyng Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4a	Approve Employee and Executive Incentive Plan	Mgmt	None	Against
	<i>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. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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 long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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.</i>			
4b	Approve Employee Loan Plan	Mgmt	None	Against
	<i>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. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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.</i>			
5a	Approve Issuance of Performance Rights to Scott Didier	Mgmt	For	Against
	<i>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. 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 long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
5b	Approve Issuance of Performance Rights to Adrian Gleeson	Mgmt	For	Against
	<i>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. 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 long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
5c	Approve Issuance of Performance Rights to Nicholas Carnell	Mgmt	For	Against
	<i>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. 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 long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
6	Approve Issuance of Loan Shares to Peter Nash	Mgmt	For	Against
	<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>			
7	Appoint KPMG as Auditor of the Company	Mgmt	For	For
8	Approve Financial Assistance in Relation to the Acquisition	Mgmt	For	For

Judo Capital Holdings Ltd.

Meeting Date: 10/25/2023

Country: Australia

Ticker: JDO

Meeting Type: Annual

Primary ISIN: AU0000182271

Primary SEDOL: BMW7F41

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Malcolm McHutchison as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<i>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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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</i>				
4	Approve Leaving Entitlements	Mgmt	For	Against
<i>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.</i>				

Jumbo Interactive Limited

Meeting Date: 11/09/2023

Country: Australia

Ticker: JIN

Meeting Type: Annual

Primary ISIN: AU000000JINO

Primary SEDOL: 6524474

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Susan Forrester as Director	Mgmt	For	For
<i>Voter Rationale: To ensure the effectiveness of the board, the board should include between 5 and 15 directors.</i>				
2	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
3	Approve Issuance of STI Director Rights to Mike Veverka	Mgmt	For	For
4	Approve Issuance of LTI Director Rights to Mike Veverka	Mgmt	For	For

Jyske Bank A/S

Meeting Date: 12/01/2023

Country: Denmark

Ticker: JYSK

Meeting Type: Extraordinary Shareholders

Primary ISIN: DK0010307958

Primary SEDOL: B0386J1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
a	Authorize Board to Decide on the Distribution of Extraordinary Dividends of DKK 7.78 Per Share	Mgmt	For	For
b	Other Business	Mgmt		

KB Financial Group, Inc.

Meeting Date: 11/17/2023 **Country:** South Korea **Ticker:** 105560
Meeting Type: Special **Primary ISIN:** KR7105560007 **Primary SEDOL:** B3DF0Y6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Yang Jong-hui as Inside Director	Mgmt	For	For

Kearny Financial Corp.

Meeting Date: 10/26/2023 **Country:** USA **Ticker:** KRNK
Meeting Type: Annual **Primary ISIN:** US48716P1084 **Primary SEDOL:** BY3H7G0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Theodore J. Aanensen	Mgmt	For	Withhold
<i>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. 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. Given the recent updates to the board, we will keep this matter under review. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning.</i>				
1.2	Elect Director Curtland E. Fields	Mgmt	For	For
1.3	Elect Director Joseph P. Mazza	Mgmt	For	For
<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning.</i>				
1.4	Elect Director Charles J. Pivrotto	Mgmt	For	For
1.5	Elect Director John F. Regan	Mgmt	For	For
1.6	Elect Director Melvina Wong-Zaza	Mgmt	For	For
2	Ratify Crowe LLP as Auditors	Mgmt	For	For

Kearny Financial Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				

Kelsian Group Limited

Meeting Date: 10/24/2023	Country: Australia	Ticker: KLS
	Meeting Type: Annual	
	Primary ISIN: AU0000186678	Primary SEDOL: BPBKR80

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
<i>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.</i>				
3	Elect Jeffrey Ellison as Director	Mgmt	For	Against
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. 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.</i>				
4	Elect Neil Smith as Director	Mgmt	For	Against
<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>				
5	Elect Lance Hockridge as Director	Mgmt	For	For
6	Ratify Past Issuance of Shares to Institutional Investors	Mgmt	For	For
7	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For
8	Approve Grant of Performance Rights to Clinton Feuerherdt	Mgmt	For	For
9	Approve Grant of Restricted Rights to Clinton Feuerherdt	Mgmt	For	For

Kennametal, Inc.

Meeting Date: 10/24/2023	Country: USA	Ticker: KMT
	Meeting Type: Annual	
	Primary ISIN: US4891701009	Primary SEDOL: 2488121

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph Alvarado	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.2	Elect Director Cindy L. Davis	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.3	Elect Director William J. Harvey	Mgmt	For	Withhold
	<i>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. Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.4	Elect Director William M. Lambert	Mgmt	For	For
1.5	Elect Director Lorraine M. Martin	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.6	Elect Director Sagar A. Patel	Mgmt	For	For
1.7	Elect Director Christopher Rossi	Mgmt	For	For
1.8	Elect Director Paul Sternlieb	Mgmt	For	For
1.9	Elect Director Lawrence W. Stranghoener	Mgmt	For	For
1.10	Elect Director Steven H. Wunning	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>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.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	<i>Voter Rationale: We support an annual say on pay frequency.</i>			

Keppel Corporation Limited

Meeting Date: 10/18/2023

Country: Singapore

Ticker: BN4

Meeting Type: Extraordinary Shareholders

Primary ISIN: SG1U68934629

Primary SEDOL: B1VQ5C0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Proposed Distribution	Mgmt	For	For
2	Approve Change of Company Name	Mgmt	For	For

Meeting Date: 11/01/2023

Country: USA

Ticker: KLAC

Meeting Type: Annual

Primary ISIN: US4824801009

Primary SEDOL: 2480138

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robert Calderoni	Mgmt	For	For
1.2	Elect Director Jeneanne Hanley	Mgmt	For	For
1.3	Elect Director Emiko Higashi	Mgmt	For	For
1.4	Elect Director Kevin Kennedy	Mgmt	For	For
1.5	Elect Director Michael McMullen	Mgmt	For	For
1.6	Elect Director Gary Moore	Mgmt	For	For
1.7	Elect Director Marie Myers	Mgmt	For	Against
<p><i>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.</i></p>				
1.8	Elect Director Victor Peng	Mgmt	For	For
1.9	Elect Director Robert Rango	Mgmt	For	For
1.10	Elect Director Richard Wallace	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<p><i>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.</i></p>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>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.</i></p>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				
5	Approve Omnibus Stock Plan	Mgmt	For	For
<p><i>Voter Rationale: Incentive plan features that allow for loans to exercise options are inconsistent with good practice and should be eliminated. The remuneration committee should not allow vesting of incentive awards for substantially below median performance. 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.</i></p>				

Koshidaka Holdings Co., Ltd.

Meeting Date: 11/28/2023

Country: Japan

Ticker: 2157

Meeting Type: Annual

Primary ISIN: JP3297360004

Primary SEDOL: B1Y3VL9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 7	Mgmt	For	For
2.1	Elect Director Koshidaka, Hiroshi	Mgmt	For	Abstain
	<i>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.</i>			
2.2	Elect Director Koshidaka, Miwako	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.3	Elect Director Doi, Yoshihito	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.4	Elect Director Zama, Akira	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.5	Elect Director Kobayashi, Kenji	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
3.1	Elect Director and Audit Committee Member Nishi, Tomohiko	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity. The audit committee should be at least three-fourths independent and companies should strive to make them fully independent.</i>			
3.2	Elect Director and Audit Committee Member Moriuchi, Shigeyuki	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Takai, Kenichi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity. The audit committee should be at least three-fourths independent and companies should strive to make them fully independent.</i>			

Kweichow Moutai Co., Ltd.

Meeting Date: 12/06/2023

Country: China

Ticker: 600519

Meeting Type: Special

Primary ISIN: CNE0000018R8

Primary SEDOL: 6414832

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Amendments to Articles of Association	Mgmt	For	For

Kweichow Moutai Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Wang Xin as Independent Director	Mgmt	For	For
3	Approve Shareholder Special Dividend Return Plan	Mgmt	For	For

Lakeland Bancorp, Inc.

Meeting Date: 12/28/2023	Country: USA	Ticker: LBAI
	Meeting Type: Annual	
	Primary ISIN: US5116371007	Primary SEDOL: 2620031

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Mark J. Fredericks	Mgmt	For	Withhold
	<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible.</i>			
1.2	Elect Director James E. Hanson, II	Mgmt	For	For
1.3	Elect Director Janeth C. Hendershot	Mgmt	For	Withhold
	<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible.</i>			
1.4	Elect Director Robert B. Nicholson, III	Mgmt	For	Withhold
	<i>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. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>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. 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. 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.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For

Lam Research Corporation

Meeting Date: 11/07/2023	Country: USA	Ticker: LRCX
	Meeting Type: Annual	
	Primary ISIN: US5128071082	Primary SEDOL: 2502247

Lam Research Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Sohail U. Ahmed	Mgmt	For	For
1b	Elect Director Timothy M. Archer	Mgmt	For	For
1c	Elect Director Eric K. Brandt	Mgmt	For	For
1d	Elect Director Michael R. Cannon	Mgmt	For	For
1e	Elect Director John M. Dineen	Mgmt	For	For
1f	Elect Director Ho Kyu Kang	Mgmt	For	For
1g	Elect Director Bethany J. Mayer	Mgmt	For	For
1h	Elect Director Jyoti K. Mehra	Mgmt	For	For
1i	Elect Director Abhijit Y. Talwalkar	Mgmt	For	Against
<i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
1j	Elect Director Lih Shyng (Rick L.) Tsai	Mgmt	For	For
1k	Elect Director Leslie F. Varon	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. 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.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>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.</i>				

Lancaster Colony Corporation

Meeting Date: 11/08/2023

Country: USA

Ticker: LANC

Meeting Type: Annual

Primary ISIN: US5138471033

Primary SEDOL: 2503206

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robert L. Fox	Mgmt	For	Withhold
<i>Voter Rationale: The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. 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. Given the recent updates to the board, we will keep this matter under review.</i>				

Lancaster Colony Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director John B. Gerlach, Jr.	Mgmt	For	For
1.3	Elect Director Robert P. Ostryniec	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify Deloitte & Touche, LLP as Auditors	Mgmt	For	For
<i>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.</i>				

LaSalle LOGIPORT REIT

Meeting Date: 11/22/2023

Country: Japan

Ticker: 3466

Meeting Type: Special

Primary ISIN: JP3048180008

Primary SEDOL: BDD1L29

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 Jigami, Taira	Mgmt	For	For
3	Elect Alternate Executive Director Ishida, Daisuke	Mgmt	For	For
4.1	Elect Supervisory Director Shibata, Kentaro	Mgmt	For	For
4.2	Elect Supervisory Director Nishiuchi, Koji	Mgmt	For	For
4.3	Elect Supervisory Director Takenaga, Rie	Mgmt	For	For

Lendlease Global Commercial REIT

Meeting Date: 10/31/2023

Country: Singapore

Ticker: JYEU

Meeting Type: Annual

Primary ISIN: SGXC61949712

Primary SEDOL: BKBPXB5

Lendlease Global Commercial REIT

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
<p><i>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.</i></p>				
2	Approve KPMG LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
3	Elect Lee Ai Ming as Director	Mgmt	For	For
4	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	Against
<p><i>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.</i></p>				

Lendlease Group

Meeting Date: 11/17/2023

Country: Australia

Ticker: LLC

Meeting Type: Annual

Primary ISIN: AU000000LLC3

Primary SEDOL: 6512004

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Ann Soo Chan (Margaret Lui) as Director	Mgmt	For	For
2b	Elect Barbara Knoflach as Director	Mgmt	For	For
2c	Elect Philip Coffey as Director	Mgmt	For	For
2d	Elect Elizabeth Proust as Director	Mgmt	For	For
2e	Elect Robert Welanetz as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				
4	Approve Allocation of Performance Rights to Anthony Lombardo	Mgmt	For	Against
<p><i>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.</i></p>				

Lifestyle Communities Ltd.

Meeting Date: 11/14/2023

Country: Australia

Ticker: LIC

Meeting Type: Annual

Primary ISIN: AU000000LIC9

Primary SEDOL: 6137195

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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.</i>				
2	Elect Mark Blackburn as Director	Mgmt	For	For
3	Approve Re-insertion of Proportional Takeover Approval Provisions	Mgmt	For	For

Link Administration Holdings Limited

Meeting Date: 11/28/2023

Country: Australia

Ticker: LNK

Meeting Type: Annual

Primary ISIN: AU000000LNK2

Primary SEDOL: BYZBCY3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mark Lennon as Director	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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.</i>				
3	Approve Issuance of Performance Share Rights to Vivek Bhatia	Mgmt	For	Against
<i>Voter Rationale: We have concerns regarding the quantum of the awards.</i>				

Liontown Resources Limited

Meeting Date: 11/30/2023

Country: Australia

Ticker: LTR

Meeting Type: Annual

Primary ISIN: AU000000LTR4

Primary SEDOL: B1J89V5

Liontown Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	<i>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. 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.</i>			
2	Elect Craig Williams as Director	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>			
3	Ratify Past Issuance of Institutional Placement Shares to Institutional, Professional and Sophisticated Investors	Mgmt	For	For
4	Approve Issuance of Placement Shares to Timothy Goyder	Mgmt	For	For
5	Approve Issuance of Performance Rights to Antonino Ottaviano	Mgmt	For	For

Livent Corporation

Meeting Date: 12/19/2023

Country: USA

Ticker: LTHM

Meeting Type: Special

Primary ISIN: US53814L1089

Primary SEDOL: BD9PM00

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	Require Advance Notice for Shareholder Proposals/Nominations	Mgmt	For	Against
	<i>Voter Rationale: The policy as currently constructed could negatively impact shareholder interest and is unnecessarily restrictive.</i>			
4	Provide Directors May Only Be Removed for Cause	Mgmt	For	Against
	<i>Voter Rationale: Qualified shareholders should retain the ability to put resolutions to all shareholders, either in a company meeting or by expressing their intentions through the mail.</i>			
5	Amend Quorum Requirements	Mgmt	For	For
6	Adjourn Meeting	Mgmt	For	For

Lovisa Holdings Limited

Meeting Date: 11/22/2023

Country: Australia

Ticker: LOV

Meeting Type: Annual

Primary ISIN: AU000000LOV7

Primary SEDOL: BT9PVP0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	<p><i>Voter Rationale: Companies that received high levels of dissent on remuneration-related proposals should engage with their key shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>			
3a	Elect John Charlton as Director	Mgmt	For	For
3b	Elect Tracey Blundy as Director	Mgmt	For	Against
	<p><i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board. 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.</i></p>			
4	Approve Re-insertion of Proportional Takeover Approval Provisions	Mgmt	For	For
5	Approve Increase in Non-Executive Directors' Fee Pool	Mgmt	None	For

Lumentum Holdings Inc.

Meeting Date: 11/17/2023

Country: USA

Ticker: LITE

Meeting Type: Annual

Primary ISIN: US55024U1097

Primary SEDOL: BYM9ZP2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Penelope A. Herscher	Mgmt	For	For
1b	Elect Director Harold L. Covert	Mgmt	For	For
1c	Elect Director Pamela F. Fletcher	Mgmt	For	For
1d	Elect Director Isaac H. Harris	Mgmt	For	For
1e	Elect Director Julia S. Johnson	Mgmt	For	For
1f	Elect Director Brian J. Lillie	Mgmt	For	For
1g	Elect Director Alan S. Lowe	Mgmt	For	For

Lumentum Holdings Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director Ian S. Small	Mgmt	For	For
1i	Elect Director Janet S. Wong	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.</i></p>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>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. 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.</i></p>				
5	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Luther Burbank Corporation

Meeting Date: 10/24/2023

Country: USA

Ticker: LBC

Meeting Type: Annual

Primary ISIN: US5505501073

Primary SEDOL: BD1KJP7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Victor S. Trione	Mgmt	For	For
1.2	Elect Director Simone Lagomarsino	Mgmt	For	For
1.3	Elect Director Renu Agrawal	Mgmt	For	For
1.4	Elect Director John C. Erickson	Mgmt	For	For
<p><i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i></p>				
1.5	Elect Director Anita Gentle Newcomb	Mgmt	For	For
1.6	Elect Director Bradley M. Shuster	Mgmt	For	Withhold
<p><i>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 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. Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i></p>				

Luther Burbank Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.7	Elect Director Thomas C. Wajnert	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.8	Elect Director M. Max Yzaguirre	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>			
3	Advisory Vote on Say on Pay Frequency	Mgmt	Two Years	One Year
	<i>Voter Rationale: We support an annual say on pay frequency.</i>			
4	Ratify Crowe LLP as Auditors	Mgmt	For	For
	<i>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.</i>			

Lynas Rare Earths Ltd

Meeting Date: 11/29/2023

Country: Australia

Ticker: LYC

Meeting Type: Annual

Primary ISIN: AU000000LYC6

Primary SEDOL: 6121176

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
	<i>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.</i>			
2	Elect John Humphrey as Director	Mgmt	For	For
3	Elect Grant Murdoch as Director	Mgmt	For	For
4	Elect Vanessa Guthrie as Director	Mgmt	For	For
5	Elect John Beevers as Director	Mgmt	For	For
6	Approve the Lynas Rare Earths Limited Performance Rights Plan	Mgmt	For	For
7	Approve Grant of Performance Rights to Amanda Lacaze	Mgmt	For	For

M&A Capital Partners Co. Ltd.

Meeting Date: 12/22/2023

Country: Japan

Ticker: 6080

Meeting Type: Annual

Primary ISIN: JP3167320005

Primary SEDOL: BFTRL69

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 40	Mgmt	For	For
2.1	Elect Director Nakamura, Satoru	Mgmt	For	Abstain
<i>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.</i>				
2.2	Elect Director Sogame, Yozo	Mgmt	For	For
2.3	Elect Director Okamura, Hideaki	Mgmt	For	For
2.4	Elect Director Shimoda, So	Mgmt	For	For
2.5	Elect Director Nishizawa, Tamio	Mgmt	For	For
2.6	Elect Director Matsuoka, Noboru	Mgmt	For	For
3	Appoint Statutory Auditor Oba, Mutsuko	Mgmt	For	For

M&A Research Institute Holdings, Inc.

Meeting Date: 12/22/2023

Country: Japan

Ticker: 9552

Meeting Type: Annual

Primary ISIN: JP3167370000

Primary SEDOL: BQ5HXL9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Sagami, Shunsaku	Mgmt	For	For
1.2	Elect Director Yabuki, Akihiro	Mgmt	For	For
1.3	Elect Director Ogino, Hikaru	Mgmt	For	For
1.4	Elect Director Mizutani, Ryo	Mgmt	For	For
1.5	Elect Director Kamiyama, Toru	Mgmt	For	For
1.6	Elect Director Aoki, Mika	Mgmt	For	For
2	Approve Capital Reduction	Mgmt	For	For

MAAS Group Holdings Ltd.

Meeting Date: 10/27/2023

Country: Australia

Ticker: MGH

Meeting Type: Annual

Primary ISIN: AU0000118564

Primary SEDOL: BLD4919

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>			
2	Elect David Keir as Director	Mgmt	For	Against
	<i>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.</i>			
3	Ratify Past Issuance of Tranche 1 Shares and Approve Issuance of Tranche 2 Shares to Mark Steven Cranny	Mgmt	For	For
4	Approve Issuance of Performance Rights to Wes Maas	Mgmt	For	Against
	<i>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. 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.</i>			
5	Approve Issuance of Performance Rights to Tanya Gale	Mgmt	For	Against
	<i>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. 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.</i>			
6	Approve Financial Assistance	Mgmt	For	For

Madison Square Garden Sports Corp.

Meeting Date: 12/11/2023

Country: USA

Ticker: MSGS

Meeting Type: Annual

Primary ISIN: US55825T1034

Primary SEDOL: BYQCZ35

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph M. Cohen	Mgmt	For	For
	<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>			
1.2	Elect Director Richard D. Parsons	Mgmt	For	For
1.3	Elect Director Nelson Peltz	Mgmt	For	For

Madison Square Garden Sports Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Ivan Seidenberg	Mgmt	For	For
1.5	Elect Director Anthony J. Vinciguerra	Mgmt	For	Withhold
<p><i>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.</i></p>				
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>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.</i></p>				

Magellan Financial Group Limited

Meeting Date: 11/08/2023	Country: Australia	Ticker: MFG
	Meeting Type: Annual	
	Primary ISIN: AU000000MFG4	Primary SEDOL: B015YX4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. 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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors.</i></p>				
3a	Elect John Eales as Director	Mgmt	For	Against
<p><i>Voter Rationale: An executive sits on the Audit Committee, which we expect to be fully independent, as non-independent directors could hamper the committees impartiality and effectiveness. We are holding this director accountable. An executive sits on the Remuneration Committee, which we expect to be independent, as non-independent directors could hamper the committees impartiality and effectiveness. We are holding this director accountable.</i></p>				
3b	Elect Catherine Kovacs (also known as Catherine Stanton) as Director	Mgmt	For	For
3c	Elect David Dixon as Director	Mgmt	For	For
3d	Elect Andrew Formica as Director	Mgmt	For	For
3e	Elect Deborah Page as Director	Mgmt	For	For

Meeting Date: 12/28/2023

Country: Russia

Ticker: MGNT

Meeting Type: Annual

Primary ISIN: RU000A0JKQU8

Primary SEDOL: B59GLW2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Annual Report for Fiscal 2021	Mgmt	For	Do Not Vote
2	Approve Annual Report for Fiscal 2022	Mgmt	For	Do Not Vote
3	Approve Financial Statements for Fiscal 2021	Mgmt	For	Do Not Vote
4	Approve Financial Statements for Fiscal 2022	Mgmt	For	Do Not Vote
5	Approve Allocation of Income for Fiscal 2021 and Omission of Dividends for Fiscal 2021	Mgmt	For	Do Not Vote
6	Approve Allocation of Income and Dividends of RUB 412.13 per Share for Fiscal 2022	Mgmt	For	Do Not Vote
	Elect 11 Directors by Cumulative Voting	Mgmt		
7.1	Elect Anna Bobrova as Director	Mgmt	None	Do Not Vote
7.2	Elect Sergei Builov as Director	Mgmt	None	Do Not Vote
7.3	Elect Margarita Vitikhovich as Director	Mgmt	None	Do Not Vote
7.4	Elect Mikhail Gavrilov as Director	Mgmt	None	Do Not Vote
7.5	Elect Natalia Dulichenko as Director	Mgmt	None	Do Not Vote
7.6	Elect Anna Meleshina as Director	Mgmt	None	Do Not Vote
7.7	Elect Andrei Morozov as Director	Mgmt	None	Do Not Vote
7.8	Elect Marina Piatkova as Director	Mgmt	None	Do Not Vote
7.9	Elect Anzhela Riabova as Director	Mgmt	None	Do Not Vote
7.10	Elect Iurii Semenov as Director	Mgmt	None	Do Not Vote
7.11	Elect Ilia Sokolov as Director	Mgmt	None	Do Not Vote
7.12	Elect Maksim Tsinevich as Director	Mgmt	None	Do Not Vote
7.13	Elect Aleksandr Shevchuk as Director	Mgmt	None	Do Not Vote
8	Ratify RAS Auditor	Mgmt	For	Do Not Vote

Magnit PJSC

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Ratify IFRS Auditor	Mgmt	For	Do Not Vote

Mani, Inc.

Meeting Date: 11/20/2023	Country: Japan	Ticker: 7730
	Meeting Type: Annual	
	Primary ISIN: JP3869920003	Primary SEDOL: 6354176

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Saito, Masahiko	Mgmt	For	For
1.2	Elect Director Takahashi, Kazuo	Mgmt	For	For
1.3	Elect Director Takai, Toshihide	Mgmt	For	For
1.4	Elect Director Yano, Tatsushi	Mgmt	For	For
1.5	Elect Director Moriyama, Yukiko	Mgmt	For	For
1.6	Elect Director Watanabe, Masaya	Mgmt	For	For
1.7	Elect Director Mitsusada, Yosuke	Mgmt	For	For
2	Appoint Deloitte Touche Tohmatsu LLC as New External Audit Firm	Mgmt	For	For

Marathon Digital Holdings, Inc.

Meeting Date: 11/10/2023	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
	<i>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.</i>			
2	Change Company Name to MARA Holdings, Inc.	Mgmt	For	For
3	Change State of Incorporation from Nevada to Delaware	Mgmt	For	For

Mcmillan Shakespeare Limited

Meeting Date: 10/27/2023

Country: Australia

Ticker: MMS

Meeting Type: Annual

Primary ISIN: AU000000MMS5

Primary SEDOL: B00G1Q0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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. 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.</i></p>				
3	Elect Ross Chessari as Director	Mgmt	For	For
4	Elect Kathy Parsons as Director	Mgmt	For	For
5	Elect Arlene Tansey as Director	Mgmt	For	For
6	Approve Issuance of Performance Rights to Roberto De Luca	Mgmt	For	For

Medibank Private Limited

Meeting Date: 11/22/2023

Country: Australia

Ticker: MPL

Meeting Type: Annual

Primary ISIN: AU000000MPL3

Primary SEDOL: BRTNNQ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Mike Wilkins as Director	Mgmt	For	For
3	Elect Tracey Batten as Director	Mgmt	For	Against
<p><i>Voter Rationale: In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board. A vote AGAINST the re-election of Tracey Batten (Item 3) is warranted. She is a member of the Board Risk Committee and shareholders may hold directors accountable for material failures of governance, board and risk oversight with regard to the cyber crime incident in FY23. This has resulted in multiple class actions against the company and an investigation by the Office of the Australian Information Commissioner, and the imposition of an additional capital charge and other remediation requirements by the Australian Prudential Regulation Authority.</i></p>				
4	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				
5	Approve Grant of Performance Rights to David Koczkar	Mgmt	For	Against
<p><i>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.</i></p>				

Meeting Date: 10/19/2023

Country: Ireland

Ticker: MDT

Meeting Type: Annual

Primary ISIN: IE00BTN1Y115

Primary SEDOL: BTN1Y11

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Craig Arnold	Mgmt	For	For
1b	Elect Director Scott C. Donnelly	Mgmt	For	For
1c	Elect Director Lidia L. Fonseca	Mgmt	For	For
1d	Elect Director Andrea J. Goldsmith	Mgmt	For	For
1e	Elect Director Randall J. Hogan, III	Mgmt	For	For
1f	Elect Director Gregory P. Lewis	Mgmt	For	For
1g	Elect Director Kevin E. Lofton	Mgmt	For	For
1h	Elect Director Geoffrey S. Martha	Mgmt	For	For
1i	Elect Director Elizabeth G. Nabel	Mgmt	For	For
1j	Elect Director Denise M. O'Leary	Mgmt	For	Against
<i>Voter Rationale: The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
1k	Elect Director Kendall J. Powell	Mgmt	For	For
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>				
4	Approve Employee Stock Purchase Plan	Mgmt	For	For
5	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For
6	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	Mgmt	For	Against
<i>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.</i>				
7	Authorize Overseas Market Purchases of Ordinary Shares	Mgmt	For	Against
<i>Voter Rationale: Shares should not be repurchased at a premium/discount to the market price of more than 10%.</i>				

Megaport Ltd.

Meeting Date: 11/01/2023

Country: Australia

Ticker: MP1

Meeting Type: Annual

Primary ISIN: AU000000MP15

Primary SEDOL: BZ5ZWZ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
<i>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 exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. The 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>				
2	Elect Bevan Slattery as Director	Mgmt	For	For
3	Ratify Past Issuance of Restricted Stock Units to Employees of the Company	Mgmt	For	For
4	Approve Employee Share Plan	Mgmt	For	Against
<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i>				
5a	Approve Issuance of 517,680 Performance Restricted Stock Units to Michael Reid	Mgmt	None	Against
<i>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.</i>				
5b	Approve Issuance of 460,160 Performance Restricted Stock Units to Michael Reid	Mgmt	None	Against
<i>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.</i>				

Mercury Systems, Inc.

Meeting Date: 10/25/2023

Country: USA

Ticker: MRCY

Meeting Type: Annual

Primary ISIN: US5893781089

Primary SEDOL: 2144047

Mercury Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Gerard J. DeMuro	Mgmt	For	For
1.2	Elect Director Roger A. Krone	Mgmt	For	For
1.3	Elect Director Scott Ostfeld	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	For
<i>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.</i>				
5	Ratify KPMG LLP as Auditors	Mgmt	For	For
<i>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.</i>				
6	Other Business	Mgmt	For	Against
<i>Voter Rationale: Any Other Business' should not be a voting item.</i>				

Meridian Energy Limited

Meeting Date: 10/12/2023 **Country:** New Zealand **Ticker:** MEL
Meeting Type: Annual

Primary ISIN: NZMELE0002S7 **Primary SEDOL:** BWFD052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mark Verbiest as Director	Mgmt	For	Against
<i>Voter Rationale: The company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s).</i>				
2	Elect David Carter as Director	Mgmt	For	For

Mesoblast Ltd.

Meeting Date: 11/28/2023 **Country:** Australia
Meeting Type: Annual

Ticker: MSB
Primary ISIN: AU000000MSB8 **Primary SEDOL:** B04SF48

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. Remuneration policy allows cliff-vesting of awards, thus failing to encourage progressive performance. Higher vesting levels should be linked to scaled performance targets. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i></p>				
3	Approve the Amendments to the Company's Constitution	Mgmt	For	For
4a	Elect Philip Facchina as Director	Mgmt	For	For
4b	Elect William Burns as Director	Mgmt	For	Against
<p><i>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.</i></p>				
5a	Approve Issuance of Options to Silviu Itescu in Connection with his Long-Term Incentive Remuneration for the 2023/2024 Financial Year	Mgmt	For	Against
<p><i>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. 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.</i></p>				
5b	Approve Issuance of Options to Silviu Itescu in Lieu of 30% of Base Salary	Mgmt	For	For
6a	Approve Issuance of Options to Eric Rose in Connection with his Long-Term Incentive Remuneration for the 2023/2024 Financial Year	Mgmt	For	Against
<p><i>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. 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.</i></p>				
6b	Approve Issuance of Options to Eric Rose in Lieu of 30% of Base Salary	Mgmt	For	For
7	Approve Issuance of Options to Non-Executive Directors	Mgmt	For	Against
<p><i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>				
8	Approve Issuance of Options to Philip Krause	Mgmt	For	Against
<p><i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>				

Mesoblast Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Ratify Past Issuance of Shares to Sophisticated and Professional Investors	Mgmt	For	For

Microsoft Corporation

Meeting Date: 12/07/2023	Country: USA	Ticker: MSFT
	Meeting Type: Annual	
	Primary ISIN: US5949181045	Primary SEDOL: 2588173

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.01	Elect Director Reid G. Hoffman	Mgmt	For	For
<i>Voter Rationale: The nominee is a former executive and considered to be non-independent.</i>				
1.02	Elect Director Hugh F. Johnston	Mgmt	For	For
1.03	Elect Director Teri L. List	Mgmt	For	For
1.04	Elect Director Catherine MacGregor	Mgmt	For	For
1.05	Elect Director Mark A. L. Mason	Mgmt	For	For
1.06	Elect Director Satya Nadella	Mgmt	For	For
1.07	Elect Director Sandra E. Peterson	Mgmt	For	For
1.08	Elect Director Penny S. Pritzker	Mgmt	For	For
1.09	Elect Director Carlos A. Rodriguez	Mgmt	For	For
1.10	Elect Director Charles W. Scharf	Mgmt	For	For
1.11	Elect Director John W. Stanton	Mgmt	For	For
1.12	Elect Director Emma N. Walmsley	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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 incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify Deloitte and & Touche as Auditors	Mgmt	For	For
<i>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.</i>				
5	Report on Gender-Based Compensation and Benefits Inequities	SH	Against	Against
<i>Voter Rationale: At this time, we believe management and the board are adequately considering attendant material risks.</i>				

Microsoft Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	SH	Against	Against
<i>Voter Rationale: At this time, we believe management and the board are adequately considering attendant material risks.</i>				
7	Report on Government Take Down Requests	SH	Against	Against
8	Report on Risks of Weapons Development	SH	Against	Against
9	Report on Climate Risk in Retirement Plan Options	SH	Against	Against
10	Publish a Tax Transparency Report	SH	Against	Against
<i>Voter Rationale: Best practice regarding tax transparency disclosure is in accordance with the internationally recognised GRI Tax Standard, which we would like to see all companies adopt. Nonetheless, we understand that country by country reporting will come into EU regulation by 31 December 2025.</i>				
11	Report on Risks of Operating in Countries with Significant Human Rights Concerns	SH	Against	Abstain
<i>Voter Rationale: The company faces risks related to human rights in its global operations. Good practice includes disclosing further information regarding the human rights assessment process along with a narrative on how impacts are monitored and effectively mitigated.</i>				
12	Adopt a Policy Requiring Third Party Groups to Report Their Political Expenditures	SH	Against	Against
<i>Voter Rationale: The company provides reasonable disclosure of its political donations. However, it should enhance transparency around its public policy priorities, as well as its key relationships with trade associations that engage on lobbying on its behalf.</i>				
13	Report on Risks Related to AI Generated Misinformation and Disinformation	SH	Against	Against

Midea Group Co. Ltd.

Meeting Date: 10/11/2023

Country: China

Ticker: 000333

Meeting Type: Special

Primary ISIN: CNE100001QQ5

Primary SEDOL: BDVHRJ8

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

Midea Group Co. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.5	Approve Pricing Method	Mgmt	For	For
2.6	Approve Target Subscribers	Mgmt	For	For
2.7	Approve Offering Principles	Mgmt	For	For
3	Approve Company's Transformation into an Overseas Raised Fund Company Limited by Shares	Mgmt	For	For
4	Approve Usage Plan of Raised Funds	Mgmt	For	For
5	Approve Resolution Validity Period	Mgmt	For	For
6	Approve Authorization of Board to Handle All Related Matters	Mgmt	For	For
7	Approve Distribution Arrangement of Cumulative Earnings	Mgmt	For	For
8	Approve Amendments to Articles of Association and Related Rules of Procedure	Mgmt	For	For
	AMEND THE COMPANY'S INTERNAL GOVERNANCE SYSTEM	Mgmt		
9.1	Amend Related Party Transaction Management System	Mgmt	For	For
9.2	Amend Working System for Independent Directors	Mgmt	For	For
10	Elect Xiao Geng as Independent Director	Mgmt	For	For
11	Approve Purchase of Liability Insurance for Directors, Supervisors and Senior Management Members	Mgmt	For	For
12	Approve to Appoint Auditor	Mgmt	For	For

Mineral Resources Limited

Meeting Date: 11/16/2023

Country: Australia

Ticker: MIN

Meeting Type: Annual

Primary ISIN: AU000000MIN4

Primary SEDOL: B17ZL56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
	<i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
2	Elect Colleen Hayward as Director	Mgmt	For	For
3	Elect Justin Langer as Director	Mgmt	For	For

Mineral Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Xi Xi as Director	Mgmt	For	For
5	Elect Kelvin Flynn as Director	Mgmt	For	Against
<p><i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Though MinRes has acknowledged the significance of understanding its indirect scope 3 GHG emissions and initiated a materiality assessment and accounting process to measure scope 3 emissions, we do expect companies in this sector to already be disclosing this data. We also expect companies in this sector to have set scope 3 targets/goals.</i></p>				
6	Approve Grant of FY24 Share Rights to Chris Ellison	Mgmt	For	For
<p><i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
7	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For

Mirati Therapeutics, Inc.

Meeting Date: 12/13/2023

Country: USA

Ticker: MRTX

Meeting Type: Special

Primary ISIN: US60468T1051

Primary SEDOL: BBPK0J0

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
<p><i>Voter Rationale: A vote AGAINST this proposal is warranted. Although NEOs' potential cash severance is double trigger and reasonably based, several executives may receive excise tax gross-up payments, which is a recent enhancement in connection with the merger. In addition, outstanding equity awards will accelerate on a single trigger basis.</i></p>				
3	Adjourn Meeting	Mgmt	For	For

Mirvac Group

Meeting Date: 11/16/2023

Country: Australia

Ticker: MGR

Meeting Type: Annual

Primary ISIN: AU000000MGR9

Primary SEDOL: 6161978

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Rob Sindel as Director	Mgmt	For	For
2.2	Elect Christine Bartlett as Director	Mgmt	For	Against
<p><i>Voter Rationale: In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.</i></p>				

Mirvac Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.3	Elect Samantha Mostyn as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. The 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.</i></p>				
4	Approve Participation of Campbell Hanan in the Long-Term Performance Plan	Mgmt	For	Against
<p><i>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.</i></p>				

Mitsui Fudosan Logistics Park, Inc.

Meeting Date: 10/27/2023	Country: Japan	Ticker: 3471
	Meeting Type: Special	
	Primary ISIN: JP3048300002	Primary SEDOL: BYZWTW3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet	Mgmt	For	For
2	Amend Articles to Amend Provisions on Deemed Approval System	Mgmt	For	For
3	Amend Articles to Amend Asset Management Compensation	Mgmt	For	For
4	Elect Executive Director Asai, Hiroshi	Mgmt	For	For
5.1	Elect Alternate Executive Director Sakanoshita, Shinobu	Mgmt	For	For
5.2	Elect Alternate Executive Director Shibata, Morio	Mgmt	For	For
6.1	Elect Supervisory Director Goto, Izuru	Mgmt	For	For
6.2	Elect Supervisory Director Osawa, Eiko	Mgmt	For	For

Monadelphous Group Limited

Meeting Date: 11/21/2023	Country: Australia	Ticker: MND
	Meeting Type: Annual	
	Primary ISIN: AU000000MND5	Primary SEDOL: 6600471

Monadelphous Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Robert Velletri as Director	Mgmt	For	For
<i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i>				
2	Elect Helen Gillies as Director	Mgmt	For	For
3	Elect Zoran Bebic as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Zoran Bebic	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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 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.</i>				

Nagaileben Co., Ltd.

Meeting Date: 11/24/2023

Country: Japan

Ticker: 7447

Meeting Type: Annual

Primary ISIN: JP3647000003

Primary SEDOL: 6623326

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 60	Mgmt	For	For
2.1	Elect Director Sawanobori, Ichiro	Mgmt	For	Abstain
<i>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.</i>				
2.2	Elect Director Saito, Nobuhiko	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.3	Elect Director Asai, Katsuji	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.4	Elect Director Yamamoto, Yasuyoshi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.5	Elect Director Shintani, Kinya	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				

Nagaileben Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.6	Elect Director Yamamura, Hiroyuki	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				

Nanosonics Limited

Meeting Date: 11/03/2023	Country: Australia	Ticker: NAN	
	Meeting Type: Annual		
		Primary ISIN: AU000000NAN9	Primary SEDOL: B1WF979

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Lisa McIntyre as Director	Mgmt	For	For
2	Elect Tracey Batten as Director	Mgmt	For	For
3	Elect Larry Marshall as Director	Mgmt	For	For
4	Elect Steven Sargent as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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.</i>				
6	Approve Issuance of Service Rights to Michael Kavanagh	Mgmt	For	For
7	Approve Nanosonics Equity Plan	Mgmt	None	For
8	Approve Issuance of Performance Rights to Michael Kavanagh	Mgmt	For	Against
<i>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. 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.</i>				

NanoXplore Inc.

Meeting Date: 12/07/2023	Country: Canada	Ticker: GRA	
	Meeting Type: Annual		
		Primary ISIN: CA63010G1000	Primary SEDOL: BDG7511

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Benoit Gascon	Mgmt	For	Against

NanoXplore Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. This director is not sufficiently independent to serve as the independent lead director.</i></p>				
1b	Elect Director Cameron Harris	Mgmt	For	For
1c	Elect Director Catherine Loubier	Mgmt	For	For
<p><i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i></p>				
1d	Elect Director Arinder S. Mahal	Mgmt	For	For
<p><i>Voter Rationale: Directors are expected to attend all board meetings. Attendance is crucial for making valuable contributions to the board and fulfilling fiduciary duties. In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process. 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 30% of the board. Given the recent updates to the board, we will keep this matter under review.</i></p>				
1e	Elect Director Soroush Nazarpour	Mgmt	For	For
1f	Elect Director Joseph G. Peter	Mgmt	For	For
1g	Elect Director Jesse C.H. Stanley	Mgmt	For	For
1h	Elect Director Rob Wildeboer	Mgmt	For	For
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

NAPCO Security Technologies, Inc.

Meeting Date: 12/12/2023

Country: USA

Ticker: NSSC

Meeting Type: Annual

Primary ISIN: US6304021057

Primary SEDOL: 2622253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Andrew J. Wilder	Mgmt	For	Withhold
<p><i>Voter Rationale: The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning.</i></p>				
1.2	Elect Director Robert A. Ungar	Mgmt	For	Withhold
<p><i>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. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning.</i></p>				
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<p><i>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.</i></p>				

National Australia Bank Limited

Meeting Date: 12/15/2023

Country: Australia

Ticker: NAB

Meeting Type: Annual

Primary ISIN: AU000000NAB4

Primary SEDOL: 6624608

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Simon McKeon as Director	Mgmt	For	For
1b	Elect Ann Sherry as Director	Mgmt	For	For
1c	Elect Christine Fellowes as Director	Mgmt	For	For
1d	Elect Carolyn Kay as Director	Mgmt	For	For
1e	Elect Alison Kitchen as Director	Mgmt	For	For
1f	Elect Stephen Mayne as Director	SH	Against	Against
2	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				
3a	Approve Grant of Deferred Rights to Ross McEwan	Mgmt	For	For
3b	Approve Grant of Performance Rights to Ross McEwan	Mgmt	For	Against
<i>Voter Rationale: .</i>				
4	Consideration of Financial Report, Directors' Report and Auditor's Report	Mgmt		
5a	Approve the Amendments to the Company's Constitution	SH	Against	Against
5b	Approve Transition Plan Assessments	SH	Against	Against

National Beverage Corp.

Meeting Date: 10/06/2023

Country: USA

Ticker: FIZZ

Meeting Type: Annual

Primary ISIN: US6350171061

Primary SEDOL: 2638625

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Nick A. Caporella	Mgmt	For	Withhold
<i>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. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible.</i>				

National Beverage Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote. 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.</i></p>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				

National Storage REIT

Meeting Date: 10/25/2023	Country: Australia	Ticker: NSR
	Meeting Type: Annual	
	Primary ISIN: AU000000NSR2	Primary SEDOL: BGP6479

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Resolutions for National Storage Holdings Limited (Company) Only Approve Remuneration Report	Mgmt	For	Against
<p><i>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. Remuneration policy allows cliff-vesting of awards, thus failing to encourage progressive performance. Higher vesting levels should be linked to scaled performance targets. 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. 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.</i></p>				
3	Elect Howard Brenchley as Director	Mgmt	For	For
4	Elect Claire Fidler as Director	Mgmt	For	For
	Resolutions for National Storage Holdings Limited (Company) and National Storage Property Trust (NSPT)	Mgmt		

National Storage REIT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of Stapled Securities to Andrew Catsoulis	Mgmt	For	For
<p><i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.</i></p>				
6	Approve Issuance of Stapled Securities to Claire Fidler	Mgmt	For	For
<p><i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.</i></p>				
7	Approve Issuance of FY26 Performance Rights to Andrew Catsoulis	Mgmt	For	For
<p><i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.</i></p>				
8	Approve Issuance of FY26 Performance Rights to Claire Fidler	Mgmt	For	For
<p><i>Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.</i></p>				
9	Ratify Past Issuance of Placement Securities to Existing and New Institutional and Professional Investors	Mgmt	For	For

Neogen Corporation

Meeting Date: 10/25/2023

Country: USA

Ticker: NEOG

Meeting Type: Annual

Primary ISIN: US6404911066

Primary SEDOL: 2630085

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Aashima Gupta	Mgmt	For	Withhold

Neogen Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>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.</i></p>				
1.2	Elect Director Raphael A. (Ralph) Rodriguez	Mgmt	For	For
1.3	Elect Director Catherine E. Woteki	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.</i></p>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				
4	Approve Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.</i></p>				
5	Ratify BDO USA P.A. as Auditors	Mgmt	For	For

Netwealth Group Limited

Meeting Date: 11/22/2023

Country: Australia

Ticker: NWL

Meeting Type: Annual

Primary ISIN: AU000000NWL7

Primary SEDOL: BF52PL1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				
3	Elect Tim Antonie as Director	Mgmt	For	For
4	Elect Michael Heine as Director	Mgmt	For	For

Netwealth Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of Incentive Performance Rights to Matt Heine	Mgmt	For	Against
<i>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.</i>				
6	Approve the Increase in Non-Executive Directors' Aggregate Fee Pool	Mgmt	None	For

New Relic, Inc.

Meeting Date: 11/01/2023

Country: USA

Ticker: NEWR

Meeting Type: Special

Primary ISIN: US64829B1008

Primary SEDOL: BT6T3N7

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

New World Development Company Limited

Meeting Date: 11/02/2023

Country: Hong Kong

Ticker: 17

Meeting Type: Extraordinary Shareholders

Primary ISIN: HK0000608585

Primary SEDOL: BM94GQ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Disposal and Related Transactions	Mgmt	For	For
2	Approve Revision of Annual Caps and Related Transactions	Mgmt	For	For

New World Development Company Limited

Meeting Date: 11/21/2023

Country: Hong Kong

Ticker: 17

Meeting Type: Annual

Primary ISIN: HK0000608585

Primary SEDOL: BM94GQ4

New World Development Company 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 Cheng Kar-Shun, Henry as Director	Mgmt	For	For
<p><i>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. The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. 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.</i></p>				
3b	Elect Cheng Chi-Heng as Director	Mgmt	For	Against
<p><i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i></p>				
3c	Elect Sitt Nam-Hoi as Director	Mgmt	For	For
3d	Elect Ip Yuk-Keung, Albert as Director	Mgmt	For	For
3e	Elect Huang Shaomei, Echo as Director	Mgmt	For	For
3f	Elect Chiu Wai-Han, Jenny as Director	Mgmt	For	For
3g	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<p><i>Voter Rationale: Any issuance of shares at a significant discount to the market price should be approved by shareholders prior to such issuance and not as a part of routine share issuance authorities.</i></p>				
7	Approve Grant of Options Under the Share Option Scheme	Mgmt	For	Against
<p><i>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. Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>				

Newcrest Mining Ltd.

Meeting Date: 10/13/2023

Country: Australia
Meeting Type: Court

Ticker: NCM

Primary ISIN: AU000000NCM7

Primary SEDOL: 6637101

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Court-Ordered Meeting Approve Scheme of Arrangement in Relation to the Proposed Acquisition of the Company by Newmont Overseas Holdings Pty Ltd, A Wholly Owned Indirect Subsidiary of Newmont Corporation	Mgmt	For	For

Newmark Group, Inc.

Meeting Date: 10/05/2023	Country: USA	Ticker: NMRK
	Meeting Type: Annual	
	Primary ISIN: US65158N1028	Primary SEDOL: BF1Q6P8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Howard W. Lutnick <i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders. 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. 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 move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s). To ensure the effectiveness of the board, the board should include between 5 and 15 directors.</i>	Mgmt	For	Withhold
1.2	Elect Director Virginia S. Bauer <i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>	Mgmt	For	For
1.3	Elect Director Kenneth A. McIntyre <i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>	Mgmt	For	For
1.4	Elect Director Jay Itzkowitz <i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation <i>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. 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.</i>	Mgmt	For	Against

Newmont Corporation

Meeting Date: 10/11/2023

Country: USA

Ticker: NEM

Meeting Type: Special

Primary ISIN: US6516391066

Primary SEDOL: 2636607

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

NextDC Ltd.

Meeting Date: 11/24/2023

Country: Australia

Ticker: NXT

Meeting Type: Annual

Primary ISIN: AU000000NXT8

Primary SEDOL: B5LMKP4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
2	Elect Stuart Davis as Director	Mgmt	For	Against
	<i>Voter Rationale: In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.</i>			
3	Elect Eileen Doyle as Director	Mgmt	For	For
4	Elect Maria Leftakis as Director	Mgmt	For	For
5	Approve Increase in the Maximum Aggregate Annual Remuneration of Non-Executive Directors	Mgmt	None	For
6	Approve Grant of Performance Rights and Restricted Rights to Craig Scroggie	Mgmt	For	For

NIB Holdings Limited

Meeting Date: 11/10/2023

Country: Australia

Ticker: NHF

Meeting Type: Annual

Primary ISIN: AU000000NHFO

Primary SEDOL: B28ZM60

NIB Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
<p><i>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.</i></p>				
3	Elect Brad Welsh as Director	Mgmt	For	For
4	Elect Jill Watts as Director	Mgmt	For	For
5	Elect David Gordon as Director	Mgmt	For	For
6	Elect Anne Loveridge AM as Director	Mgmt	For	Against
<p><i>Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
7	Approve Participation of Mark Fitzgibbon in Long-Term Incentive Plan	Mgmt	For	For

Nick Scali Limited

Meeting Date: 10/19/2023

Country: Australia

Ticker: NCK

Meeting Type: Annual

Primary ISIN: AU000000NCK1

Primary SEDOL: B00VZV8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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.. 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.</i></p>				
2	Elect Carole Molyneux as Director	Mgmt	For	For
3	Elect William (Bill) Koeck as Director	Mgmt	For	For
4	Elect Kathy Parsons as Director	Mgmt	For	For
5	Appoint KPMG Australia as Auditor of the Company	Mgmt	For	For
6	Approve Financial Assistance	Mgmt	For	For

Nine Entertainment Co. Holdings Limited

Meeting Date: 11/09/2023

Country: Australia

Ticker: NEC

Meeting Type: Annual

Primary ISIN: AU000000NEC4

Primary SEDOL: BGQV183

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>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.</i>				
2	Elect Peter Costello as Director	Mgmt	For	Against
<i>Voter Rationale: The company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s).</i>				
3	Elect Mandy Pattinson as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Michael Sneesby	Mgmt	For	Against
<i>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.</i>				

Nippon Parking Development Co., Ltd.

Meeting Date: 10/26/2023

Country: Japan

Ticker: 2353

Meeting Type: Annual

Primary ISIN: JP3728000005

Primary SEDOL: 6583754

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 5.25	Mgmt	For	For
2.1	Elect Director Tatsumi, Kazuhisa	Mgmt	For	For
2.2	Elect Director Kawamura, Kenji	Mgmt	For	For
2.3	Elect Director Atsumi, Kensuke	Mgmt	For	For
2.4	Elect Director Okamoto, Keiji	Mgmt	For	For
2.5	Elect Director Kubota, Reiko	Mgmt	For	For
2.6	Elect Director Yoshimatsu, Yuki	Mgmt	For	For
2.7	Elect Director Fujii, Eisuke	Mgmt	For	For
2.8	Elect Director Ono, Masamichi	Mgmt	For	For
2.9	Elect Director Karasuno, Hitoshi	Mgmt	For	For
2.10	Elect Director Kono, Makoto	Mgmt	For	For
2.11	Elect Director Hasegawa, Masako	Mgmt	For	For
2.12	Elect Director Takaguchi, Hiroto	Mgmt	For	For

Nippon Parking Development Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Appoint Statutory Auditor Nakayama, Ryuichiro	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be three-fourths independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				
3.2	Appoint Statutory Auditor Kishida, Rie	Mgmt	For	For
4	Appoint Alternate Statutory Auditor Nakamura, Arisa	Mgmt	For	For
5	Approve Stock Option Plan	Mgmt	For	Against
<i>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.</i>				

Nishio Holdings Co., Ltd.

Meeting Date: 12/20/2023

Country: Japan

Ticker: 9699

Meeting Type: Annual

Primary ISIN: JP3657500009

Primary SEDOL: 6638320

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 112	Mgmt	For	For

Noevir Holdings Co., Ltd.

Meeting Date: 12/08/2023

Country: Japan

Ticker: 4928

Meeting Type: Annual

Primary ISIN: JP3760450001

Primary SEDOL: B458891

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Okura, Hiroshi	Mgmt	For	For
1.2	Elect Director Okura, Takashi	Mgmt	For	For
1.3	Elect Director Yoshida, Ikko	Mgmt	For	For
1.4	Elect Director Kaiden, Yasuo	Mgmt	For	For
1.5	Elect Director Nakano, Masataka	Mgmt	For	For
1.6	Elect Director Okura, Takeshi	Mgmt	For	For
1.7	Elect Director Tsuchida, Ryo	Mgmt	For	For
1.8	Elect Director Kinami, Maho	Mgmt	For	For
1.9	Elect Director Abe, Emima	Mgmt	For	For
1.10	Elect Director Ishimitsu, Mari	Mgmt	For	For

Noevir Holdings Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.11	Elect Director Kuroda, Haruhi	Mgmt	For	For
1.12	Elect Director Kanagasaki, Emi	Mgmt	For	For
1.13	Elect Director Tomita, Mari	Mgmt	For	For

Northern Star Resources Limited

Meeting Date: 11/16/2023	Country: Australia	Ticker: NST
	Meeting Type: Annual	
	Primary ISIN: AU000000NST8	Primary SEDOL: 6717456

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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 remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>				
2	Approve FY20 Share Plan	Mgmt	For	For
3	Approve Issuance of LTI Performance Rights to Stuart Tonkin	Mgmt	For	For
4	Approve Issuance of STI Performance Rights to Stuart Tonkin	Mgmt	For	For
5	Elect Michael Chaney as Director	Mgmt	For	For
6	Elect John Fitzgerald as Director	Mgmt	For	For
7	Elect Sally Langer as Director	Mgmt	For	For
8	Adopt New Constitution	Mgmt	For	For
9	Approve Proportional Takeover Provisions	Mgmt	For	For

Nutanix, Inc.

Meeting Date: 12/08/2023	Country: USA	Ticker: NTNX
	Meeting Type: Annual	
	Primary ISIN: US67059N1081	Primary SEDOL: BYQBFT8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Max de Groen	Mgmt	For	For
1b	Elect Director Steven J. Gomo	Mgmt	For	Against
<i>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.</i>				

Nutanix, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Mark Templeton	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>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. The remuneration committee should 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.</i></p>				
4	Amend Certificate of Incorporation to Permit the Exculpation of Officers	Mgmt	For	For

NWS Holdings Limited

Meeting Date: 11/10/2023

Country: Bermuda

Ticker: 659

Meeting Type: Annual

Primary ISIN: BMG668971101

Primary SEDOL: 6568353

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Ng Yuen Ting, Yolanda as Director	Mgmt	For	For
3b	Elect Cheng Kar Shun, Henry as Director	Mgmt	For	For
<p><i>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. Given the recent updates to the board, we will keep this matter under review. 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 nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness. Directors are expected to attend all board meetings. Attendance is crucial for making valuable contributions to the board and fulfilling fiduciary duties.</i></p>				
3c	Elect Ma Siu Cheung as Director	Mgmt	For	For
<p><i>Voter Rationale: The nomination committee should be majority independent and this director's membership could hamper the committee's impartiality and effectiveness.</i></p>				
3d	Elect Ho Gilbert Chi Hang as Director	Mgmt	For	For
<p><i>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.</i></p>				
3e	Elect Cheng Chi Leong, Christopher as Director	Mgmt	For	For
3f	Elect Wong Kwai Huen, Albert as Director	Mgmt	For	For
3g	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For

NWS Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	Against
<i>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.</i>				
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<i>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.</i>				
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>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.</i>				

Obara Group, Inc.

Meeting Date: 12/19/2023

Country: Japan

Ticker: 6877

Meeting Type: Annual

Primary ISIN: JP3197650009

Primary SEDOL: 6117733

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 90	Mgmt	For	For
2.1	Elect Director Obara, Yasushi	Mgmt	For	Abstain
<i>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.</i>				
2.2	Elect Director Kobayashi, Norifumi	Mgmt	For	For
2.3	Elect Director Yamashita, Mitsuhisa	Mgmt	For	For
2.4	Elect Director Onishi, Tomo	Mgmt	For	For
2.5	Elect Director Makino, Koji	Mgmt	For	For
3.1	Appoint Statutory Auditor Takai, Kiyoshi	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be three-fourths independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				
3.2	Appoint Statutory Auditor Suyama, Masashi	Mgmt	For	For
3.3	Appoint Statutory Auditor Takahashi, Masako	Mgmt	For	For

Oil Co. LUKOIL PJSC

Meeting Date: 12/05/2023

Country: Russia

Ticker: LKOH

Meeting Type: Special

Primary ISIN: RU0009024277

Primary SEDOL: B59SNS8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Interim Dividends of RUB 447 per Share for First Nine Months of Fiscal 2023	Mgmt	For	Do Not Vote
2	Approve Remuneration of Directors	Mgmt	For	Do Not Vote

Omni Bridgeway Limited

Meeting Date: 10/26/2023

Country: Australia

Ticker: OBL

Meeting Type: Annual

Primary ISIN: AU0000082489

Primary SEDOL: BM95XH7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.</i>			
2	Elect Michael Green as Director	Mgmt	For	For
3	Elect Raymond van Hulst as Director	Mgmt	For	For
4	Approve the Indemnified Persons' Deeds of Indemnity, Insurance and Access	Mgmt	For	For

Open House Group Co., Ltd.

Meeting Date: 12/20/2023

Country: Japan

Ticker: 3288

Meeting Type: Annual

Primary ISIN: JP3173540000

Primary SEDOL: BD3D170

Open House Group Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 92	Mgmt	For	For
2.1	Elect Director Arai, Masaaki	Mgmt	For	For
2.2	Elect Director Kamata, Kazuhiko	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.3	Elect Director Wakatabi, Kotaro	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.4	Elect Director Imamura, Hitoshi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.5	Elect Director Fukuoka, Ryosuke	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.6	Elect Director Munemasa, Hiroshi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.7	Elect Director Ishimura, Hitoshi	Mgmt	For	Against
<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>				
2.8	Elect Director Omae, Yuko	Mgmt	For	For
2.9	Elect Director Kotani, Maoko	Mgmt	For	For
3	Appoint Statutory Auditor Sasaki, Shoko	Mgmt	For	For
4	Appoint Alternate Statutory Auditor Mabuchi, Akiko	Mgmt	For	For

Oracle Corporation

Meeting Date: 11/15/2023

Country: USA

Ticker: ORCL

Meeting Type: Annual

Primary ISIN: US68389X1054

Primary SEDOL: 2661568

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Awo Ablo	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Jeffrey S. Berg	Mgmt	For	Withhold
<p><i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function. We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives.</i></p>				
1.3	Elect Director Michael J. Boskin	Mgmt	For	Withhold
<p><i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The lack of a robust anti-pledging policy is concerning and raises questions about audit committee effectiveness in carrying out its risk oversight function. We encourage the committee to adopt a policy ideally prohibiting or severely restricting the pledging of company shares by executives.</i></p>				
1.4	Elect Director Safra A. Catz	Mgmt	For	For
1.5	Elect Director Bruce R. Chizen	Mgmt	For	Withhold
<p><i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
1.6	Elect Director George H. Conrades	Mgmt	For	Withhold
<p><i>Voter Rationale: Companies that received high levels of dissent on remuneration-related proposals should engage with their key shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns.</i></p>				
1.7	Elect Director Lawrence J. Ellison	Mgmt	For	For
1.8	Elect Director Rona A. Fairhead	Mgmt	For	For
1.9	Elect Director Jeffrey O. Henley	Mgmt	For	For
1.10	Elect Director Renee J. James	Mgmt	For	For
1.11	Elect Director Charles W. Moorman	Mgmt	For	For
1.12	Elect Director Leon E. Panetta	Mgmt	For	For
1.13	Elect Director William G. Parrett	Mgmt	For	For
1.14	Elect Director Naomi O. Seligman	Mgmt	For	For
1.15	Elect Director Vishal Sikka	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>Voter Rationale: Companies that received high levels of dissent on remuneration-related proposals should engage with their key shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns. 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.</i></p>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Voter Rationale: This plan could lead to excessive dilution. 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.</i></p>				
5	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>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.</i></p>				

Oracle Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Report on Median and Adjusted Gender/Racial Pay Gaps	SH	Against	For
<i>Voter Rationale: The proposed enhanced disclosure would help the board and shareholders better assess existing and potential future risks related to human capital management.</i>				
7	Require Independent Board Chair	SH	Against	For
<i>Voter Rationale: Establishing a lead independent director is a useful interim step, but the board should move toward separating the roles of Chairman and CEO and appoint a fully independent Chairman. A board headed by management cannot reasonably provide the best oversight and evaluation of management's performance.</i>				

ORIX JREIT, Inc.

Meeting Date: 11/29/2023	Country: Japan	Ticker: 8954
	Meeting Type: Special	
	Primary ISIN: JP3040880001	Primary SEDOL: 6527774

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 Miura, Hiroshi	Mgmt	For	For
3	Elect Alternate Executive Director Oshimi, Yukako	Mgmt	For	For
4.1	Elect Supervisory Director Oshimi, Yukako	Mgmt	For	For
4.2	Elect Supervisory Director Igarashi, Junya	Mgmt	For	For
4.3	Elect Supervisory Director Konishi, Megumi	Mgmt	For	For

Orora Limited

Meeting Date: 10/19/2023	Country: Australia	Ticker: ORA
	Meeting Type: Annual	
	Primary ISIN: AU000000ORA8	Primary SEDOL: BH4TCW7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Abi Cleland as Director	Mgmt	For	For
3a	Approve Grant of Deferred Share Rights to Brian Lowe	Mgmt	For	For
3b	Approve Grant of Performance Rights to Brian Lowe	Mgmt	For	For

Orora Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Remuneration Report	Mgmt	For	For
<p><i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i></p>				

PacWest Bancorp

Meeting Date: 11/22/2023	Country: USA	Ticker: PACW
	Meeting Type: Special	
	Primary ISIN: US6952631033	Primary SEDOL: 2619772

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

Paladin Energy Ltd

Meeting Date: 11/15/2023	Country: Australia	Ticker: PDN
	Meeting Type: Annual	
	Primary ISIN: AU000000PDN8	Primary SEDOL: 6668468

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: The company granted retention rights that are not subject to any performance conditions and will vest after only 9 or 15 months. Furthermore, the company does not provide a breakdown of how many retention rights were granted to each executive. Retention grants are not consistent with market practice and if used, should be accompanied by performance conditions and vesting periods of at least three years. Finally, the company also granted performance rights that vest after two years, which we feels falls short of the market's three year expectation.</i></p>				
2	Elect Cliff Lawrenson as Director	Mgmt	For	For
3	Elect Jon Hronsky as Director	Mgmt	For	For
4	Elect Lesley Adams as Director	Mgmt	For	For
5	Approve Performance Share Rights Plan	Mgmt	For	For
6	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For

Palo Alto Networks, Inc.

Meeting Date: 12/12/2023

Country: USA

Ticker: PANW

Meeting Type: Annual

Primary ISIN: US6974351057

Primary SEDOL: B87ZMX0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Nimesh Arora	Mgmt	For	For
1b	Elect Director Aparna Bawa	Mgmt	For	For
1c	Elect Director Carl Eschenbach	Mgmt	For	For
1d	Elect Director Lorraine Twohill	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: While we generally believe retention or recruitment awards to executives should be used only in limited circumstances, we note that the grant to the CEO is fully performance based, does not vest at all if the CEO leaves before the 5 year performance window ends, and only pays out if substantial value is created. The downside risk and potential loss of shareholder value if the CEO were to leave is significant and, in this case, it appears the use of a retention grant is justified.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	For

Parker-Hannifin Corporation

Meeting Date: 10/25/2023

Country: USA

Ticker: PH

Meeting Type: Annual

Primary ISIN: US7010941042

Primary SEDOL: 2671501

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Lee C. Banks	Mgmt	For	For
1b	Elect Director Jillian C. Evanko	Mgmt	For	For
1c	Elect Director Denise Russell Fleming	Mgmt	For	For
1d	Elect Director Lance M. Fritz	Mgmt	For	For
1e	Elect Director Linda A. Harty	Mgmt	For	For
<i>Voter Rationale: The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. However, in this instance, this director brings valuable expertise and does not currently present indications that would suggest a lack of independence.</i>				
1f	Elect Director Kevin A. Lobo	Mgmt	For	For
1g	Elect Director Jennifer A. Parmentier	Mgmt	For	For
1h	Elect Director Joseph Scaminace	Mgmt	For	For
<i>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. However, in this instance, this director brings valuable expertise and does not currently present indications that would suggest a lack of independence.</i>				

Parker-Hannifin Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1i	Elect Director Ake Svensson	Mgmt	For	For
1j	Elect Director Laura K. Thompson	Mgmt	For	For
1k	Elect Director James R. Verrier	Mgmt	For	For
1l	Elect Director James L. Wainscott	Mgmt	For	For
1m	Elect Director Thomas L. Williams	Mgmt	For	For
<i>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.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>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.</i>				
4	Approve Omnibus Stock Plan	Mgmt	For	For
<i>Voter Rationale: This plan could lead to excessive dilution. 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.</i>				
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
6	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				

Paychex, Inc.

Meeting Date: 10/12/2023

Country: USA

Ticker: PAYX

Meeting Type: Annual

Primary ISIN: US7043261079

Primary SEDOL: 2674458

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Martin Mucci	Mgmt	For	For
<i>Voter Rationale: The nominee is a former executive and considered to be non-independent.</i>				
1b	Elect Director Thomas F. Bonadio	Mgmt	For	For

Paychex, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Joseph G. Doody	Mgmt	For	For
1d	Elect Director David J.S. Flaschen	Mgmt	For	Against
<i>Voter Rationale: The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning.</i>				
1e	Elect Director John B. Gibson	Mgmt	For	For
1f	Elect Director B. Thomas Golisano	Mgmt	For	For
<i>Voter Rationale: The nominee is a former executive and considered to be non-independent. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning.</i>				
1g	Elect Director Pamela A. Joseph	Mgmt	For	For
<i>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. Given the recent updates to the board, we will keep this matter under review. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning.</i>				
1h	Elect Director Theresa M. Payton	Mgmt	For	For
1i	Elect Director Kevin A. Price	Mgmt	For	For
1j	Elect Director Joseph M. Tucci	Mgmt	For	Against
<i>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.</i>				
1k	Elect Director Joseph M. Velli	Mgmt	For	For
1l	Elect Director Kara Wilson	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>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. 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.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

Paylocity Holding Corporation

Meeting Date: 11/30/2023

Country: USA

Ticker: PCTY

Meeting Type: Annual

Primary ISIN: US70438V1061

Primary SEDOL: BKM4N88

Paylocity Holding Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Steven R. Beauchamp	Mgmt	For	For
1.2	Elect Director Linda M. Breard	Mgmt	For	For
1.3	Elect Director Virginia G. Breen	Mgmt	For	For
1.4	Elect Director Jeffrey T. Diehl	Mgmt	For	Withhold
<p><i>Voter Rationale: The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. 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. Given the recent updates to the board, we will keep this matter under review.</i></p>				
1.5	Elect Director Robin L. Pederson	Mgmt	For	For
1.6	Elect Director Andres D. Reiner	Mgmt	For	For
1.7	Elect Director Kenneth B. Robinson	Mgmt	For	For
1.8	Elect Director Steven I. Sarowitz	Mgmt	For	For
1.9	Elect Director Ronald V. Waters, III	Mgmt	For	For
1.10	Elect Director Toby J. Williams	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>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.</i></p>				
4	Approve Omnibus Stock Plan	Mgmt	For	Against
<p><i>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. 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.</i></p>				
5	Provide Directors May Be Removed With or Without Cause	Mgmt	For	For

Perenti Limited

Meeting Date: 10/13/2023

Country: Australia

Ticker: PRN

Meeting Type: Annual

Primary ISIN: AU0000061897

Primary SEDOL: BKRKNV4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
<p><i>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.</i></p>				

Perenti Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Timothy Longstaff as Director	Mgmt	For	For
3	Elect Robert Cole as Director	Mgmt	For	For
4	Approve Issuance of Performance Rights to Mark Norwell	Mgmt	For	For
5	Approve Issuance of STI Rights to Mark Norwell	Mgmt	For	For
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For

Perpetual Limited

Meeting Date: 10/19/2023

Country: Australia

Ticker: PPT

Meeting Type: Annual

Primary ISIN: AU000000PPT9

Primary SEDOL: 6682394

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
<p><i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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.</i></p>				
2	Elect Tony D'Aloisio as Director	Mgmt	For	For
3	Elect Fiona Trafford-Walker as Director	Mgmt	For	For
4	Elect Christopher Jones as Director	Mgmt	For	For
5a	Approve Grant of Share Rights to Rob Adams	Mgmt	For	For
5b	Approve Grant of Performance Rights to Rob Adams	Mgmt	For	For
<p><i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				

Perseus Mining Limited

Meeting Date: 11/21/2023

Country: Australia

Ticker: PRU

Meeting Type: Annual

Primary ISIN: AU000000PRU3

Primary SEDOL: B02FBC1

Perseus Mining Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
2	Elect Elissa Cornelius as Director	Mgmt	For	Against
	<i>Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness. The remuneration committee should be independent and this directors membership could hamper the committees impartiality and effectiveness.</i>			
3	Elect David Ransom as Director	Mgmt	For	For
4	Approve Renewal of Performance Rights Plan	Mgmt	For	Against
	<i>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 long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
5	Approve Issuance of Performance Rights to Jeffrey Quartermaine	Mgmt	For	Against
	<i>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 long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			

Petroleo Brasileiro SA

Meeting Date: 11/30/2023

Country: Brazil

Ticker: PETR4

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRPETRACNPR6

Primary SEDOL: 2684532

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Meeting for ADR Holders	Mgmt		
1	Amend Articles and Consolidate Bylaws	Mgmt	For	Against
	<i>Voter Rationale: Changes in company's articles or by-laws should not erode shareholder rights.</i>			
2	In the Event of a Second Call, Can the Voting Instructions Contained in this Proxy Card Be Considered Valid for the Second Call?	Mgmt	None	For

PEXA Group Limited

Meeting Date: 11/24/2023

Country: Australia

Ticker: PXA

Meeting Type: Annual

Primary ISIN: AU0000158594

Primary SEDOL: BMD0WJ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Jeffrey Smith as Director	Mgmt	For	For
2	Elect Melanie Willis as Director	Mgmt	For	For
3	Elect Paul Rickard as Director	Mgmt	For	Against
<i>Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness.</i>				
4	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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.</i>				
5	Approve Grant of Performance Rights to Glenn King	Mgmt	For	For

Pilbara Minerals Ltd.

Meeting Date: 11/23/2023

Country: Australia

Ticker: PLS

Meeting Type: Annual

Primary ISIN: AU000000PLSO

Primary SEDOL: B2368L5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>				
2	Elect Sally-Anne Layman as Director	Mgmt	For	For
3	Elect Stephen Scudamore as Director	Mgmt	For	For
4	Approve Pilbara Minerals Limited Award Plan	Mgmt	None	Against
<i>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.</i>				
5	Amend Existing Securities Under the Pilbara Minerals Limited Award Plan	Mgmt	None	Against
<i>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.</i>				

Pilbara Minerals Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Issuance of LTI Performance Rights to Dale Henderson	Mgmt	For	Against
<i>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.</i>				
7	Approve Issuance of Share Rights to Anthony Kiernan	Mgmt	None	For
8	Approve Issuance of Share Rights to Nicholas Cernotta	Mgmt	None	For
9	Approve Issuance of Share Rights to Sally-Anne Layman	Mgmt	None	For
10	Approve Issuance of Share Rights to Miriam Stanborough	Mgmt	None	For
11	Approve Potential Termination Benefits	Mgmt	For	For
12	Approve Increase in Non-Executive Directors' Fees	Mgmt	None	For

Pinnacle Investment Management Group Limited

Meeting Date: 10/27/2023

Country: Australia

Ticker: PNI

Meeting Type: Annual

Primary ISIN: AU000000PNI7

Primary SEDOL: BD0F7H1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.</i>				
3a	Elect Alan Watson as Director	Mgmt	For	For
3b	Elect Lorraine Berends as Director	Mgmt	For	For
4	Approve Issuance of Loan Shares to Andrew Chambers	Mgmt	None	Against
<i>Voter Rationale: Incentive plan features that allow for loans to exercise options are inconsistent with good practice and should be eliminated. 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.</i>				

PKSHA Technology, Inc.

Meeting Date: 12/22/2023

Country: Japan

Ticker: 3993

Meeting Type: Annual

Primary ISIN: JP3780050005

Primary SEDOL: BF1CV17

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Uenoyama, Katsuya	Mgmt	For	Against
<p><i>Voter Rationale: Top management is responsible for the companys unfavourable ROE performance. 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.</i></p>				
1.2	Elect Director Mizutani, Takehiko	Mgmt	For	For
1.3	Elect Director Yoshida, Yukihiro	Mgmt	For	For

Platinum Asset Management Limited

Meeting Date: 11/15/2023

Country: Australia

Ticker: PTM

Meeting Type: Annual

Primary ISIN: AU000000PTM6

Primary SEDOL: B1XK7G8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Guy Strapp as Director	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				
3	Approve 2023 Short-Term Incentive Award for Andrew Clifford to be Delivered Instead as a Long-Term Incentive Award i.e. as Long-Term Hurdled Performance Rights under the Platinum Partners' Long-Term Incentive Plan	Mgmt	For	For
<p><i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				

Platinum Asset Management Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Long-term Hurdled Performance Rights to Andrew Clifford Under the Platinum Partners' Long-Term Incentive Plan (2023 Long-Term Incentive Award)	Mgmt	For	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
5	Approve Grant of Long-term Hurdled Performance Rights to Elizabeth Norman Under the Platinum Partners' Long-Term Incentive Plan (2023 Long-Term Incentive Award)	Mgmt	For	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
6	Approve Grant of Long-term Hurdled Performance Rights to Andrew Stannard Under the Platinum Partners' Long-Term Incentive Plan (2023 Long-Term Incentive Award)	Mgmt	For	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				

Polynovo Limited

Meeting Date: 11/03/2023

Country: Australia

Ticker: PNV

Meeting Type: Annual

Primary ISIN: AU000000PNVO

Primary SEDOL: BSJBZM6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a	Elect Robyn Elliott as Director	Mgmt	For	For
3b	Elect Christine Emmanuel-Donnelly as Director	Mgmt	For	For

Polynovo Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Remuneration Report	Mgmt	For	Against
	<p><i>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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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.</i></p>			
5	Approve Employee Share Option Plan	Mgmt	For	Against
	<p><i>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. 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. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>			

Premier Investments Limited

Meeting Date: 12/01/2023

Country: Australia

Ticker: PMV

Meeting Type: Annual

Primary ISIN: AU000000PMV2

Primary SEDOL: 6699781

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	<p><i>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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>			
3a	Elect Solomon Lew as Director	Mgmt	For	For
	<p><i>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.</i></p>			
3b	Elect Henry Lanzer as Director	Mgmt	For	For

Premier Investments Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3c	Elect Michael McLeod as Director	Mgmt	For	Against
<p><i>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 majority independent and this directors membership could hamper the committees impartiality and effectiveness. A non-independent director sits on the Audit Committee, which we expect to be fully independent, as non-independent directors could hamper the committees impartiality and effectiveness. We are holding this director accountable.</i></p>				
4	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For

Premier, Inc.

Meeting Date: 12/01/2023 **Country:** USA **Ticker:** PINC
Meeting Type: Annual
Primary ISIN: US74051N1028 **Primary SEDOL:** BDZDRC5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director John T. Bigalke	Mgmt	For	For
1.2	Elect Director Helen M. Boudreau	Mgmt	For	For
1.3	Elect Director Marc D. Miller	Mgmt	For	Withhold
<p><i>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.</i></p>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>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.</i></p>				
3	Approve Omnibus Stock Plan	Mgmt	For	For
<p><i>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.</i></p>				
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>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.</i></p>				

Pressance Corp.

Meeting Date: 12/15/2023 **Country:** Japan **Ticker:** 3254
Meeting Type: Annual
Primary ISIN: JP3833300001 **Primary SEDOL:** B29H1T1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Doi, Yutaka	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
1.2	Elect Director Hirano, Kenichi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
1.3	Elect Director Harada, Masanori	Mgmt	For	Against
	<i>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.</i>			
1.4	Elect Director Tajikawa, Junichi	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
1.5	Elect Director Wakatabi, Kotaro	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
1.6	Elect Director Yamagishi, Yoshiaki	Mgmt	For	Against
	<i>Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			

PRIO SA

Meeting Date: 12/08/2023

Country: Brazil

Ticker: PRIO3

Meeting Type: Extraordinary Shareholders

Primary ISIN: BRPRIOACNOR1

Primary SEDOL: BYY0144

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
a	Amend Articles	Mgmt	For	For
b	Consolidate Bylaws	Mgmt	For	For
c	Approve Stock Option Plan	Mgmt	For	For
	<i>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.</i>			
d	Authorize Board to Adopt the Necessary Measures so that Some Items of the New Company's Stock Option Plan Can Be Applied to the Share Grant Programs and Company's Stock Option Contracts Entered into Up to the Date of the EGM	Mgmt	For	For

Pro Medicus Limited

Meeting Date: 11/20/2023

Country: Australia

Ticker: PME

Meeting Type: Annual

Primary ISIN: AU000000PME8

Primary SEDOL: 6292782

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
3.1	Elect Deena Shiff as Director	Mgmt	For	For
3.2	Elect Leigh Farrell as Director	Mgmt	For	For
3.3	Elect Anthony Hall as Director	Mgmt	For	For

PWR Holdings Limited

Meeting Date: 10/27/2023

Country: Australia

Ticker: PWH

Meeting Type: Annual

Primary ISIN: AU000000PWHO

Primary SEDOL: BZ168Z2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
	<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>			
2	Elect Kym Osley as Director	Mgmt	For	For
3	Elect Amanda Holt as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Kees Weel	Mgmt	For	For

Qantas Airways Limited

Meeting Date: 11/03/2023

Country: Australia

Ticker: QAN

Meeting Type: Annual

Primary ISIN: AU000000QAN2

Primary SEDOL: 6710347

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Vanessa Hudson as Director	Mgmt	For	For

Qantas Airways Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2b	Elect Doug Parker as Director	Mgmt	For	For
2c	Elect Heather Smith as Director	Mgmt	For	For
2d	Elect Belinda Hutchinson as Director	Mgmt	For	For
2e	Elect Todd Sampson as Director	Mgmt	For	For
3	Approve Participation of Vanessa Hudson in the Long Term Incentive Plan	Mgmt	For	Against

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

4	Approve Remuneration Report	Mgmt	For	Against
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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. Retirement benefits should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. The remuneration policy should not permit re-testing over additional performance periods which weakens the effectiveness of incentive schemes. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

5	Approve On-Market Share Buy-Back	Mgmt	For	Against
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Voter Rationale: Any share repurchase request in excess of 10% should be undertaken in exceptional circumstances only and be fully justified by the company

Qube Holdings Limited

Meeting Date: 11/23/2023

Country: Australia

Ticker: QUB

Meeting Type: Annual

Primary ISIN: AU000000QUB5

Primary SEDOL: B1L4BC6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Jacqueline McArthur as Director	Mgmt	For	Against

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. In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.

2	Approve Remuneration Report	Mgmt	For	Against
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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. 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.

Qube Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Issuance of Performance Rights under the LTI Plan to Paul Digney	Mgmt	For	Against
<i>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.</i>				
4	Approve Grant of STI Rights under the STI Plan to Paul Digney	Mgmt	For	For
5	Approve Increase in Non-Executive Directors' Fee Pool	Mgmt	None	For
6	Approve Grant of Financial Assistance	Mgmt	For	For
7	Approve Proportional Takeover Provisions	Mgmt	For	For

Raksul, Inc.

Meeting Date: 10/26/2023

Country: Japan

Ticker: 4384

Meeting Type: Annual

Primary ISIN: JP3967180005

Primary SEDOL: BFM1K61

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Nagami, Yo	Mgmt	For	For
1.2	Elect Director Matsumoto, Yasukane	Mgmt	For	For
1.3	Elect Director Miyauchi, Yoshihiko	Mgmt	For	For
1.4	Elect Director Kobayashi, Kenji	Mgmt	For	For
1.5	Elect Director Murakami, Yumiko	Mgmt	For	For
2.1	Elect Director and Audit Committee Member Mori, Naomi	Mgmt	For	For
2.2	Elect Director and Audit Committee Member Kotosaka, Masahiro	Mgmt	For	For
2.3	Elect Director and Audit Committee Member Utsunomiya, Junko	Mgmt	For	For
3	Approve Restricted Stock Plan	Mgmt	For	Against
<i>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.</i>				
4	Approve Restricted Stock Plan	Mgmt	For	Against
<i>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.</i>				
5	Approve Restricted Stock Plan	Mgmt	For	Against
<i>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.</i>				
6	Appoint Deloitte Touche Tohmatsu LLC as New External Audit Firm	Mgmt	For	For

Ramelius Resources Limited

Meeting Date: 11/23/2023

Country: Australia

Ticker: RMS

Meeting Type: Annual

Primary ISIN: AU000000RMS4

Primary SEDOL: 6586872

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
<i>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 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. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>				
2	Elect Colin Francis Moorhead as Director	Mgmt	For	Against
<i>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.</i>				
3	Elect David Clifford Southam as Director	Mgmt	For	Against
<i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i>				
4	Approve Grant of Performance Rights to Mark William Zeptner	Mgmt	For	Against
<i>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.</i>				

Ramsay Health Care Limited

Meeting Date: 11/28/2023

Country: Australia

Ticker: RHC

Meeting Type: Annual

Primary ISIN: AU000000RHC8

Primary SEDOL: 6041995

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
3.1	Elect Michael Stanley Siddle as Director	Mgmt	For	For
3.2	Elect Karen Lee Collett Penrose as Director	Mgmt	For	For

Ramsay Health Care Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Performance Rights to Craig Ralph McNally	Mgmt	For	For

REA Group Ltd

Meeting Date: 11/16/2023	Country: Australia	Ticker: REA
	Meeting Type: Annual	Primary ISIN: AU000000REA9
		Primary SEDOL: 6198578

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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. 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.</i>			
3	Elect Nick Dowling as Director	Mgmt	For	Against
	<i>Voter Rationale: For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. The remuneration committee should be fully independent from the company and majority independent from its major shareholder(s) and this directors membership could hamper the committees impartiality and effectiveness. The nomination committee should be majority independent and this directors membership could hamper the committees impartiality and effectiveness.</i>			
4	Approve Grant of Performance Rights to Owen Wilson	Mgmt	For	Against
	<i>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.</i>			
5	Approve Increase in Non-Executive Directors' Fee Pool	Mgmt	None	For

Rede D'Or Sao Luiz SA

Meeting Date: 10/31/2023	Country: Brazil	Ticker: RDOR3
	Meeting Type: Extraordinary Shareholders	Primary ISIN: BRRDORACNOR8
		Primary SEDOL: BNDQ8P6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Agreement to Absorb Hospital Aviccena S.A.	Mgmt	For	For
2	Ratify Meden Consultoria Empresarial Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For

Rede D'Or Sao Luiz SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Independent Firm's Appraisal Re: Hospital Aviccena S.A.	Mgmt	For	For
4	Approve Absorption of Hospital Aviccena S.A.	Mgmt	For	For
5	Authorize Executives to Ratify and Execute Approved Resolutions	Mgmt	For	For
6	Approve Agreement to Absorb Casa de Saude Laranjeiras Ltda.	Mgmt	For	For
7	Ratify Meden Consultoria Empresarial Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For
8	Approve Independent Firm's Appraisal Re: Casa de Saude Laranjeiras Ltda.	Mgmt	For	For
9	Approve Absorption of Casa de Saude Laranjeiras Ltda.	Mgmt	For	For
10	Authorize Executives to Ratify and Execute Approved Resolutions	Mgmt	For	For
11	Approve Agreement to Absorb Unidade Neonatal da Lagoa Ltda.	Mgmt	For	For
12	Ratify Meden Consultoria Empresarial Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For
13	Approve Independent Firm's Appraisal Re: Unidade Neonatal da Lagoa Ltda.	Mgmt	For	For
14	Approve Absorption of Unidade Neonatal da Lagoa Ltda.	Mgmt	For	For
15	Authorize Executives to Ratify and Execute Approved Resolutions	Mgmt	For	For
16	Approve Agreement to Absorb Cia de Servicos Especiais e Unificados Ltda.	Mgmt	For	For
17	Ratify Meden Consultoria Empresarial Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For
18	Approve Independent Firm's Appraisal Re: Cia de Servicos Especiais e Unificados Ltda.	Mgmt	For	For
19	Approve Absorption of Cia de Servicos Especiais e Unificados Ltda.	Mgmt	For	For
20	Authorize Executives to Ratify and Execute Approved Resolutions	Mgmt	For	For

Reece Limited

Meeting Date: 10/26/2023

Country: Australia

Ticker: REH

Meeting Type: Annual

Primary ISIN: AU000000REH4

Primary SEDOL: 6728801

Reece Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
	<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.</i>			
3	Elect Leslie Alan Wilson as Director	Mgmt	For	For
4	Elect Megan Quinn as Director	Mgmt	For	For
5	Approve Grant of Performance Rights to Peter Wilson	Mgmt	For	For

Region Group

Meeting Date: 10/23/2023

Country: Australia

Ticker: RGN

Meeting Type: Annual

Primary ISIN: AU0000253502

Primary SEDOL: BPBMY63

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>			
2	***Withdrawn Resolution*** Elect Mark Fleming as Director	Mgmt		
3	Elect Antoinette Milis as Director	Mgmt	For	For
4	Approve Issuance of Short Term Incentive Rights to Anthony Mellowes	Mgmt	For	For
5	Approve Issuance of Long Term Incentive Rights to Anthony Mellowes	Mgmt	For	For
6	Approve Issuance of Short Term Incentive Rights to Mark Fleming	Mgmt	For	For
7	***Withdrawn Resolution*** Approve Issuance of Long Term Incentive Rights to Mark Fleming	Mgmt		

Regis Resources Limited

Meeting Date: 11/23/2023

Country: Australia

Ticker: RRL

Meeting Type: Annual

Primary ISIN: AU000000RRL8

Primary SEDOL: 6476542

Regis Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>Voter Rationale: Remuneration policy allows cliff-vesting of awards, thus failing to encourage progressive performance. Higher vesting levels should be linked to scaled performance targets. 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.</i>			
2	Elect Lynda Burnett as Director	Mgmt	For	For
3	Elect James Mactier as Director	Mgmt	For	For
4	Elect Paul Arndt as Director	Mgmt	For	For
5	Approve Grant of Short Term Incentive Performance Rights to Jim Beyer	Mgmt	For	Against
	<i>Voter Rationale: Remuneration policy allows cliff-vesting of awards, thus failing to encourage progressive performance. Higher vesting levels should be linked to scaled performance targets.</i>			
6	Approve Grant of Long Term Incentive Performance Rights to Jim Beyer	Mgmt	For	Against
	<i>Voter Rationale: Remuneration policy allows cliff-vesting of awards, thus failing to encourage progressive performance. Higher vesting levels should be linked to scaled performance targets.</i>			
7	Approve Renewal of Provisional Takeover Provisions of the Constitution	Mgmt	For	For

Reliance Industries Ltd.

Meeting Date: 10/26/2023

Country: India

Ticker: 500325

Meeting Type: Special

Primary ISIN: INE002A01018

Primary SEDOL: 6099626

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Postal Ballot	Mgmt		
1	Elect Isha M. Ambani as Director	Mgmt	For	For
	<i>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.</i>			
2	Elect Akash M. Ambani as Director	Mgmt	For	For
3	Elect Anant M. Ambani as Director	Mgmt	For	Against
	<i>Voter Rationale: Anant Ambani's limited leadership/board experience raises concerns on his potential contribution to the board</i>			

Reliance Worldwide Corporation Limited

Meeting Date: 10/26/2023

Country: Australia

Ticker: RWC

Meeting Type: Annual

Primary ISIN: AU000000RWC7

Primary SEDOL: BD1DM79

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Brad Soller as Director	Mgmt	For	For
2.2	Elect Russell Chenu as Director	Mgmt	For	For
2.3	Elect Ian Rowden as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For

Voter Rationale: The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.

4	Approve Grant of Rights to Heath Sharp	Mgmt	For	Against
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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.

ResMed Inc.

Meeting Date: 11/16/2023

Country: USA

Ticker: RMD

Meeting Type: Annual

Primary ISIN: US7611521078

Primary SEDOL: 2732903

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Carol Burt	Mgmt	For	For
1b	Elect Director Jan De Witte	Mgmt	For	For
1c	Elect Director Karen Drexler	Mgmt	For	For
1d	Elect Director Michael "Mick" Farrell	Mgmt	For	For
1e	Elect Director Peter Farrell	Mgmt	For	For

Voter Rationale: The nominee is a former executive and considered to be non-independent.

1f	Elect Director Harjit Gill	Mgmt	For	For
1g	Elect Director John Hernandez	Mgmt	For	For
1h	Elect Director Richard "Rich" Sulpizio	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.

1i	Elect Director Desney Tan	Mgmt	For	For
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ResMed Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Ronald "Ron" Taylor	Mgmt	For	Against
<i>Voter Rationale: The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent. Company fails to meet our Net Zero Model expectations. In particular, we note the company has failed to set reduction targets. Climate change presents an ongoing and serious long-term risk that can impact shareholder value. Companies should improve their public disclosure and strategy setting in relation to climate change.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				

Riot Platforms, Inc.

Meeting Date: 12/14/2023

Country: USA
Meeting Type: Special

Ticker: RIOT

Primary ISIN: US7672921050

Primary SEDOL: BD9F675

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Omnibus Stock Plan	Mgmt	For	For
<i>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.</i>				

Rosneft Oil Co.

Meeting Date: 12/22/2023

Country: Russia
Meeting Type: Special

Ticker: ROSN

Primary ISIN: RU000A0J2Q06

Primary SEDOL: B59SS16

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Interim Dividends of RUB 30.77 per Share for First Nine Months of Fiscal 2023	Mgmt	For	Do Not Vote

RPM International Inc.

Meeting Date: 10/05/2023

Country: USA

Ticker: RPM

Meeting Type: Annual

Primary ISIN: US7496851038

Primary SEDOL: 2756174

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robert A. Livingston	Mgmt	For	Withhold
<i>Voter Rationale: Companies that received high levels of dissent on remuneration-related proposals should engage with their key shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns.</i>				
1.2	Elect Director Frederick R. Nance	Mgmt	For	Withhold
<i>Voter Rationale: The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
1.3	Elect Director William B. Summers, Jr.	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Voter Rationale: Severance payments should not exceed two year's 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. 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. 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.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

RPT Realty

Meeting Date: 12/12/2023

Country: USA

Ticker: RPT

Meeting Type: Special

Primary ISIN: US74971D1019

Primary SEDOL: BG0YLC2

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

RPT Realty

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
<i>Voter Rationale: A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based for the CEO and one NEO, disclosure indicates the company intends to amend the CIC severance policy to provide for modified single trigger cash severance arrangements for three NEOs. Additionally, equity awards will automatically accelerate upon closing, and most outstanding performance shares will be deemed earned at maximum without a clear and compelling rationale disclosed.</i>				
3	Adjourn Meeting	Mgmt	For	For

Ryohin Keikaku Co., Ltd.

Meeting Date: 11/23/2023 **Country:** Japan **Ticker:** 7453
Meeting Type: Annual **Primary ISIN:** JP3976300008 **Primary SEDOL:** 6758455

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 20	Mgmt	For	For
2	Amend Articles to Change Location of Head Office	Mgmt	For	For
3.1	Elect Director Kanai, Masaaki	Mgmt	For	For
3.2	Elect Director Domae, Nobuo	Mgmt	For	For
3.3	Elect Director Shimizu, Satoshi	Mgmt	For	For
3.4	Elect Director Yagyu, Masayoshi	Mgmt	For	For
3.5	Elect Director Yoshikawa, Atsushi	Mgmt	For	For
3.6	Elect Director Ito, Kumi	Mgmt	For	For
3.7	Elect Director Kato, Yuriko	Mgmt	For	For
3.8	Elect Director Yamazaki, Mayuka	Mgmt	For	For
4.1	Appoint Statutory Auditor Arai, Jun	Mgmt	For	For
4.2	Appoint Statutory Auditor Kikuchi, Maoko	Mgmt	For	For

Sandfire Resources Limited

Meeting Date: 11/29/2023 **Country:** Australia **Ticker:** SFR
Meeting Type: Annual **Primary ISIN:** AU000000SFR8 **Primary SEDOL:** 6739739

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

Sandfire Resources Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>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. 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. 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.</i></p>				
2	Elect Paul Harvey as Director	Mgmt	For	For
3	Elect Jennifer Morris as Director	Mgmt	For	For
4	Approve Grant of FY2024 LTI Rights to Brendan Harris	Mgmt	For	Against
<p><i>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. Remuneration policy allows cliff-vesting of awards, thus failing to encourage progressive performance. Higher vesting levels should be linked to scaled performance targets.</i></p>				
5	Approve Equity Incentive Plan	Mgmt	For	For
6	Approve Amendments to Existing Awards to Reflect the Equity Incentive Plan	Mgmt	For	For
7	Approve Leaving Entitlements	Mgmt	For	For

Satellite Chemical Co., Ltd.

Meeting Date: 12/29/2023

Country: China

Ticker: 002648

Meeting Type: Special

Primary ISIN: CNE100001B07

Primary SEDOL: B6585B6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Working System for Independent Directors	Mgmt	For	Against
<p><i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i></p>				

Sayona Mining Limited

Meeting Date: 11/30/2023

Country: Australia

Ticker: SYA

Meeting Type: Annual

Primary ISIN: AU000000SYA5

Primary SEDOL: BBX4LR9

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

Sayona Mining Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>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. 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. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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.</i></p>				
2	Elect James Brown as Director	Mgmt	For	Against
<p><i>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.</i></p>				
3	Elect Philip Lucas as Director	Mgmt	For	For
4	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For
5	Adopt New Constitution	Mgmt	For	For

Seagate Technology Holdings plc

Meeting Date: 10/23/2023

Country: Ireland

Ticker: STX

Meeting Type: Annual

Primary ISIN: IE00BKVD2N49

Primary SEDOL: BKVD2N4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Shankar Arumugavelu	Mgmt	For	For
1b	Elect Director Prat S. Bhatt	Mgmt	For	For
1c	Elect Director Robert A. Bruggeworth	Mgmt	For	Against
<p><i>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.</i></p>				
1d	Elect Director Judy Bruner	Mgmt	For	For
1e	Elect Director Michael R. Cannon	Mgmt	For	For
<p><i>Voter Rationale: The nominee is a former executive and considered to be non-independent.</i></p>				
1f	Elect Director Richard L. Clemmer	Mgmt	For	For
1g	Elect Director Yolanda L. Conyers	Mgmt	For	For
1h	Elect Director Jay L. Geldmacher	Mgmt	For	For
1i	Elect Director Dylan G. Haggart	Mgmt	For	For
1j	Elect Director William D. Mosley	Mgmt	For	For

Seagate Technology Holdings plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1k	Elect Director Stephanie Tilenius	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<p><i>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. 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.</i></p>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				
4	Ratify Ernst & Young LLP as Auditors and Authorise Their Remuneration	Mgmt	For	For
<p><i>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.</i></p>				
5	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For

Seek Limited

Meeting Date: 11/15/2023

Country: Australia

Ticker: SEK

Meeting Type: Annual

Primary ISIN: AU000000SEK6

Primary SEDOL: B0767Y3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
3a	Elect Jamaludin Ibrahim as Director	Mgmt	For	For
3b	Elect Vanessa Wallace as Director	Mgmt	For	For
4	Approve Renewal of Proportional Takeover Provision	Mgmt	For	For
5	Approve Grant of One Equity Right to Ian Narev	Mgmt	For	Against
<p><i>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.</i></p>				
6	Approve Grant of Wealth Sharing Plan Options and Rights to Ian Narev	Mgmt	For	For
<p><i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				

Seven Group Holdings Limited

Meeting Date: 11/16/2023

Country: Australia

Ticker: SVW

Meeting Type: Annual

Primary ISIN: AU000000SVW5

Primary SEDOL: B432QW4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Chris Mackay as Director	Mgmt	For	Against
	<i>Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness.</i>			
3	Elect Warwick Smith as Director	Mgmt	For	Against
	<i>Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness.</i>			
4	Approve Remuneration Report	Mgmt	For	Against
	<i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>			
5	Approve Grant of Deferred Share Rights to Ryan Stokes	Mgmt	For	For

Seven West Media Limited

Meeting Date: 11/09/2023

Country: Australia

Ticker: SWM

Meeting Type: Annual

Primary ISIN: AU000000SWM4

Primary SEDOL: 6949431

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Kerry Stokes as Director	Mgmt	For	For
	<i>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.</i>			
3	Elect Teresa Dyson as Director	Mgmt	For	For
4	Elect Michael Ziegelaar as Director	Mgmt	For	Against
	<i>Voter Rationale: A non-independent director sits on the Audit Committee, which we expect to be fully independent, as non-independent directors could hamper the committees impartiality and effectiveness. We are holding this director accountable.</i>			

Seven West Media Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Remuneration Report	Mgmt	For	For
<p><i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
6	Approve Grant of Performance Rights to James Warburton under the FY24 Short Term Incentive Plan	Mgmt	For	For
<p><i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i></p>				
7	Approve Grant of Performance Rights to James Warburton under the FY24 Long Term Incentive Plan	Mgmt	For	For
8	Approve Contingent Spill Resolution	Mgmt	Against	Against

SHIFT, Inc.

Meeting Date: 11/24/2023

Country: Japan

Ticker: 3697

Meeting Type: Annual

Primary ISIN: JP3355400007

Primary SEDOL: BRJQJX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Business Lines	Mgmt	For	For
2.1	Elect Director Tange, Masaru	Mgmt	For	Against
<p><i>Voter Rationale: Top management is responsible for the companys unfavourable ROE performance</i></p>				
2.2	Elect Director Sasaki, Michio	Mgmt	For	For
2.3	Elect Director Kobayashi, Motoya	Mgmt	For	For
2.4	Elect Director Hattori, Taichi	Mgmt	For	For
2.5	Elect Director Murakami, Takafumi	Mgmt	For	For
2.6	Elect Director Motoya, Fumiko	Mgmt	For	For
2.7	Elect Director Hatta, Shigemi	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Arai, Yusuke	Mgmt	For	Against
<p><i>Voter Rationale: The audit committee should be at least three-fourths independent and companies should strive to make them fully independent.</i></p>				
3.2	Elect Director and Audit Committee Member Yanaka, Naoko	Mgmt	For	For

SHIFT, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Alternate Director and Audit Committee Member Fukuyama, Yoshito	Mgmt	For	For

Shoei Co. Ltd. (7839)

Meeting Date: 12/22/2023	Country: Japan	Ticker: 7839
	Meeting Type: Annual	
	Primary ISIN: JP3360900009	Primary SEDOL: B01C253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 66	Mgmt	For	For
2.1	Elect Director Ishida, Kenichiro	Mgmt	For	For
2.2	Elect Director Yamaguchi, Hiroshi	Mgmt	For	For
3.1	Appoint Statutory Auditor Miyakawa, Atsuyuki	Mgmt	For	For
3.2	Appoint Statutory Auditor Morita, Masaru	Mgmt	For	For
3.3	Appoint Statutory Auditor Watanabe, Tamako	Mgmt	For	For
4	Approve Compensation Ceiling for Directors	Mgmt	For	For
5	Approve Compensation Ceiling for Statutory Auditors	Mgmt	For	For

Shoprite Holdings Ltd.

Meeting Date: 11/13/2023	Country: South Africa	Ticker: SHP
	Meeting Type: Annual	
	Primary ISIN: ZAE000012084	Primary SEDOL: 6801575

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for the Year Ended 2 July 2023	Mgmt	For	For
2	Appoint Ernst & Young Inc. as Auditors with A Cadman as the Individual Registered Auditor	Mgmt	For	For
3.1	Elect Hlengani Mathebula as Director	Mgmt	For	For
3.2	Elect Siphon Maseko as Director	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.1	Re-elect Christo Wiese as Director	Mgmt	For	Against
<i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i>				
4.2	Re-elect Wendy Lucas-Bull as Director	Mgmt	For	For
4.3	Re-elect Linda de Beer as Director	Mgmt	For	For
4.4	Re-elect Nonkululeko Gobodo as Director	Mgmt	For	For
5.1	Re-elect Linda de Beer as Member of the Audit and Risk Committee	Mgmt	For	For
5.2	Re-elect Nonkululeko Gobodo as Member of the Audit and Risk Committee	Mgmt	For	For
5.3	Re-elect Eileen Wilton as Member of the Audit and Risk Committee	Mgmt	For	For
5.4	Re-elect Graham Dempster as Member of the Audit and Risk Committee	Mgmt	For	For
6	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For
7	Authorise Ratification of Approved Resolutions	Mgmt	For	For
	Non-binding Advisory Votes	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	For
<i>Voter Rationale: While we would still like to see continued improvement within the remuneration policy, namely around the short performance period of the EDI awards and disclosure of financial targets, we note the company has been responsive to shareholder feedback following dissent at the 2022 AGM and made several positive changes. We will support the proposal at this time and continue to monitor executive pay.</i>				
2	Approve Implementation Report of the Remuneration Policy	Mgmt	For	For
<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors.</i>				
	Continuation of Ordinary Resolutions	Mgmt		
8	Amend Executive Share Plan	Mgmt	For	For
9	Authorise Board to Issue Shares for Cash	Mgmt	For	For
	Special Resolutions	Mgmt		
1a	Approve Remuneration Payable to the Chairperson of the Board	Mgmt	For	For
1b	Approve Remuneration Payable to the Lead Independent Director	Mgmt	For	For
1c	Approve Remuneration Payable to the Non-Executive Directors	Mgmt	For	For
1d	Approve Remuneration Payable to the Chairperson of the Audit and Risk Committee	Mgmt	For	For
1e	Approve Remuneration Payable to the Members of the Audit and Risk Committee	Mgmt	For	For

Shoprite Holdings Ltd.

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

Silex Systems Limited

Meeting Date: 10/13/2023

Country: Australia

Ticker: SLX

Meeting Type: Annual

Primary ISIN: AU000000SLX4

Primary SEDOL: 6111735

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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. 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.</i>			
2	Elect Craig Roy as Director	Mgmt	For	Against
	<i>Voter Rationale: The company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s). 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.</i>			

Silex Systems Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Renewal of Proportional Takeover Provisions in the Constitution	Mgmt	For	For

Silver Lake Resources Limited

Meeting Date: 11/24/2023	Country: Australia	Ticker: SLR	
	Meeting Type: Annual		
		Primary ISIN: AU000000SLR6	Primary SEDOL: B28RMY4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<i>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 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.</i>			
2	Elect David Quinlivan as Director	Mgmt	For	Against
	<i>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.</i>			

Sims Limited

Meeting Date: 11/01/2023	Country: Australia	Ticker: SGM	
	Meeting Type: Annual		
		Primary ISIN: AU000000SGM7	Primary SEDOL: B0LCW75

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Thomas Gorman as Director	Mgmt	For	For
2	Elect Katherine Anne Hirschfeld as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. Some discretionary adjustments to metrics and performance results in the strategic component of the LTI which resulted in an assessment of performance near maximum</i>			
4	Approve Grant of Performance Rights to Stephen Mikkelsen	Mgmt	For	For

Singapore Exchange Limited

Meeting Date: 10/05/2023

Country: Singapore

Ticker: S68

Meeting Type: Annual

Primary ISIN: SG1J26887955

Primary SEDOL: 6303866

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Lim Chin Hu as Director	Mgmt	For	For
3b	Elect Loh Boon Chye as Director	Mgmt	For	For
3c	Elect Mark Makepeace as Director	Mgmt	For	For
3d	Elect Yeoh Oon Jin as Director	Mgmt	For	For
4a	Elect Julie Gao as Director	Mgmt	For	For
4b	Elect Lin Huey Ru as Director	Mgmt	For	For
5	Approve Directors' Fees to be Paid to the Chairman	Mgmt	For	For
6	Approve Directors' Fees to be Paid to All Directors (Other than the Chief Executive Officer)	Mgmt	For	For
7	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
8	Elect Claire Perry O'Neill as Director	Mgmt	For	For
9	Approve Issuance of Shares Pursuant to the Singapore Exchange Limited Scrip Dividend Scheme	Mgmt	For	For
10	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
11	Authorize Share Repurchase Program	Mgmt	For	For

Sino Land Company Limited

Meeting Date: 10/25/2023

Country: Hong Kong

Ticker: 83

Meeting Type: Annual

Primary ISIN: HK0083000502

Primary SEDOL: 6810429

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

Sino Land Company Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1	Elect Robert Ng Chee Siong as Director	Mgmt	For	For
	<i>Voter Rationale: The nomination committee should be 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. Directors are expected to attend all board meetings. Attendance is crucial for making valuable contributions to the board and fulfilling fiduciary duties.</i>			
3.2	Elect Ronald Joseph Arculli as Director	Mgmt	For	Against
	<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>			
3.3	Elect Nikki Ng Mien Hua as Director	Mgmt	For	Against
	<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>			
3.4	Elect Adrian David Li Man-kiu as Director	Mgmt	For	Against
	<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The remuneration committee should be 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.</i>			
3.5	Elect Thomas Tang Wing Yung as Director	Mgmt	For	For
	<i>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.</i>			
3.6	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve KPMG as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5.1	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
5.2	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	<i>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.</i>			
5.3	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	<i>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.</i>			

SmarTone Telecommunications Holdings Limited

Meeting Date: 10/31/2023

Country: Bermuda

Ticker: 315

Meeting Type: Annual

Primary ISIN: BMG8219Z1059

Primary SEDOL: 6856995

SmarTone Telecommunications Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3.1a	Elect Fung Yuk-lun, Allen as Director	Mgmt	For	For
<i>Voter Rationale: The remuneration committee should be 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.</i>				
3.1b	Elect Lau Yeuk-hung, Fiona as Director	Mgmt	For	For
3.1c	Elect Siu Hon-wah, Thomas as Director	Mgmt	For	Against
<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>				
3.1d	Elect Ng Leung-sing as Director	Mgmt	For	Against
<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. 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 developing markets, our minimum expectation is that women should comprise at least 13.5% of the board. Given the recent updates to the board, we will keep this matter under review.</i>				
3.1e	Elect Lam Kwok-fung, Kenny as Director	Mgmt	For	For
3.2	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>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.</i>				
8	Adopt New Amended and Restated Bye-Laws	Mgmt	For	For

Smiths Group Plc

Meeting Date: 11/16/2023

Country: United Kingdom

Ticker: SMIN

Meeting Type: Annual

Primary ISIN: GB00B1WY2338

Primary SEDOL: B1WY233

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Final Dividend	Mgmt	For	For
4	Elect Steve Williams as Director	Mgmt	For	For
5	Re-elect Pam Cheng as Director	Mgmt	For	For
6	Re-elect Dame Ann Dowling as Director	Mgmt	For	For
7	Re-elect Karin Hoeing as Director	Mgmt	For	For
8	Re-elect Richard Howes as Director	Mgmt	For	For
9	Re-elect Paul Keel as Director	Mgmt	For	For
10	Re-elect Clare Scherrer as Director	Mgmt	For	For
11	Re-elect William Seeger as Director	Mgmt	For	For
12	Re-elect Mark Seligman as Director	Mgmt	For	For
13	Re-elect Noel Tata as Director	Mgmt	For	For
14	Reappoint KPMG LLP as Auditors	Mgmt	For	For
15	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For
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
20	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
21	Authorise UK Political Donations and Expenditure	Mgmt	For	For

Sodexo SA

Meeting Date: 12/15/2023

Country: France

Ticker: SW

Meeting Type: Annual/Special

Primary ISIN: FR0000121220

Primary SEDOL: 7062713

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
3	Approve Allocation of Income and Dividends of EUR 3.10 per Share	Mgmt	For	For
	Extraordinary Business	Mgmt		
4	Amend Article 17 of Bylaws Re: Allocation of Income	Mgmt	For	For
5	Suspension, on an Exceptional Basis, of Dividend Premium with Regard to Distribution in Kind of Shares of Pluxee	Mgmt	For	For
	Ordinary Business	Mgmt		
6	Reelect Sophie Bellon as Director	Mgmt	For	For
7	Reelect Nathalie Bellon-Szabo as Director	Mgmt	For	For
<i>Voter Rationale: A non-independent director sits on the Audit Committee, which we expect to be fully independent, as non-independent directors could hamper the committees impartiality and effectiveness. We are holding this director accountable.</i>				
8	Reelect Federico J. Gonzalez Tejera as Director	Mgmt	For	For
9	Elect Gilles Pelisson as Director	Mgmt	For	For
10	Approve Compensation of Sophie Bellon, Chairman and CEO	Mgmt	For	Against
<i>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. Substantial pay-outs under incentive schemes should only be available for superior performance. Reaching threshold targets may warrant vesting of only a small proportion of incentive awards. Companies should consider extending vesting periods for long-term incentive plans to 5 years or longer or as a minimum introduce an additional holding or deferral period.</i>				
11	Approve Compensation Report of Corporate Officers	Mgmt	For	For
12	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.3 Million	Mgmt	For	For
13	Approve Remuneration Policy of Directors	Mgmt	For	For

Sodexo SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
14	Approve Remuneration Policy of Executive Corporate Officer	Mgmt	For	Against
	<i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations. Companies should consider extending vesting periods for long-term incentive plans to 5 years or longer or as a minimum introduce an additional holding or deferral period. 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.</i>			
15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For
	Extraordinary Business	Mgmt		
16	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 85 Million	Mgmt	For	For
17	Authorize Capitalization of Reserves of Up to EUR 85 Million for Bonus Issue or Increase in Par Value	Mgmt	For	For
18	Authorize up to 2.5 Percent of Issued Capital for Use in Restricted Stock Plans	Mgmt	For	For
19	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	Mgmt	For	For
20	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	For	For
	Extraordinary Business	Mgmt		
21	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For

Solvay SA

Meeting Date: 12/08/2023

Country: Belgium

Ticker: SOLB

Meeting Type: Extraordinary Shareholders

Primary ISIN: BE0003470755

Primary SEDOL: 4821100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Shareholders' Meeting Agenda	Mgmt		
1	Receive Special Board and Auditor Report Re: Demerger Proposal	Mgmt		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Acknowledge Information on Significant Changes in the Assets and Liabilities of the Companies Involved in the Demerger	Mgmt		
3	Approve Demerger Proposal	Mgmt	For	For
4	Approve Reduction in Share Capital	Mgmt	For	For
5	Amend Article 5 to Reflect Changes in Capital	Mgmt	For	For
6	Receive Special Board Report Re: Article 7:199 Paragraph 2 of the Code of Companies and Associations	Mgmt		
7	Renew Authorization to Increase Share Capital within the Framework of Authorized Capital	Mgmt	For	For
8	Authorize Board to Issue Shares in the Event of a Public Tender Offer or Share Exchange Offer and Renew Authorization to Increase Share Capital within the Framework of Authorized Capital	Mgmt	For	For
9	Authorize Repurchase of Up to 10 Percent of Issued Share Capital and Amend Article 9 Accordingly	Mgmt	For	For
10	Authorize Board to Repurchase Shares in the Event of a Serious and Imminent Harm and Under Normal Conditions	Mgmt	For	For
11	Authorize Reissuance of Repurchased Shares	Mgmt	For	For
12	Authorize Board to Reissue Shares in the Event of a Serious and Imminent Harm	Mgmt	For	For
13	Approve Cancellation of Repurchased Shares	Mgmt	For	For
14	Change Date of the 2024 Ordinary Shareholders' Meeting	Mgmt	For	For
15	Adopt New Articles of Association	Mgmt	For	For
16	Approve Change-in-Control Provision: Environmental Liabilities	Mgmt	For	For
17	Approve Change-in-Control Provision related to U.S. Tax Matters	Mgmt	For	For
18	Approve Exceptional Bonus for the CEO	Mgmt	For	Against
<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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.</i></p>				
19	Acknowledge Resignation of Directors	Mgmt		
20.1	Elect Thomas Aebischer as Independent Director	Mgmt	For	For
20.2	Elect Thierry Bonnefous as Director	Mgmt	For	For

Solvay SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
20.3	Elect Yves Bonte as Independent Director	Mgmt	For	For
20.4	Elect Philippe Kehren as Director	Mgmt	For	For
20.5	Elect Annette Stube as Independent Director	Mgmt	For	For
20.6	Elect Melchior de Vogue as Director	Mgmt	For	Against
<i>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.</i>				
21	Authorize Implementation of Approved Resolutions and Filing of Required Documents/Formalities at Trade Registry	Mgmt	For	For

Sonic Healthcare Limited

Meeting Date: 11/16/2023

Country: Australia

Ticker: SHL

Meeting Type: Annual

Primary ISIN: AU000000SHL7

Primary SEDOL: 6821120

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mark Compton as Director	Mgmt	For	For
2	Elect Neville Mitchell as Director	Mgmt	For	For
3	Elect Suzanne Crowe as Director	Mgmt	For	For
4	Elect Chris Wilks as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	Abstain
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>				
6	Approve Issuance of Securities Under the Sonic Healthcare Limited Employee Option Plan	Mgmt	For	For
7	Approve Issuance of Securities Under the Sonic Healthcare Limited Performance Rights Plan	Mgmt	For	For
8	Approve LTI Options and Performance Rights to Colin Goldschmidt	Mgmt	For	For
9	Approve LTI Options and Performance Rights to Chris Wilks	Mgmt	For	For
10	Approve Renewal of Proportional Takeover Bid Approval Provisions	Mgmt	For	For

Sovos Brands, Inc.

Meeting Date: 10/16/2023

Country: USA

Ticker: SOVO

Meeting Type: Special

Primary ISIN: US84612U1079

Primary SEDOL: BNZJHZ6

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

Spark New Zealand Ltd.

Meeting Date: 11/03/2023

Country: New Zealand

Ticker: SPK

Meeting Type: Annual

Primary ISIN: NZTELE0001S4

Primary SEDOL: 6881436

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

Sphere Entertainment Co.

Meeting Date: 12/08/2023

Country: USA

Ticker: SPHR

Meeting Type: Annual

Primary ISIN: US55826T1025

Primary SEDOL: BM8MM05

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph J. Lhota	Mgmt	For	Withhold
<i>Voter Rationale: The nominee is a former executive and considered to be non-independent. For controlled companies, the board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
1.2	Elect Director Joel M. Litvin	Mgmt	For	For
1.3	Elect Director John L. Sykes	Mgmt	For	For
<i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest.</i>				
1.4	Elect Director Carl E. Vogel	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

Sphere Entertainment Co.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	<i>Voter Rationale: This plan could lead to excessive dilution. 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. 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. Variable remuneration should not contain a significant overlap of metrics.</i>			
4	Amend Non-Employee Director Omnibus Stock Plan	Mgmt	For	Against
	<i>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. Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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. Variable remuneration should not contain a significant overlap of metrics.</i>			
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>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 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. Variable remuneration should not contain a significant overlap of metrics.</i>			

Splunk Inc.

Meeting Date: 11/29/2023

Country: USA

Ticker: SPLK

Meeting Type: Special

Primary ISIN: US8486371045

Primary SEDOL: B424494

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

Star Asia Investment Corp.

Meeting Date: 10/26/2023

Country: Japan

Ticker: 3468

Meeting Type: Special

Primary ISIN: JP3048200004

Primary SEDOL: BYYJ8J5

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

Star Asia Investment Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Executive Director Kato, Atsushi	Mgmt	For	For
3	Elect Alternate Executive Director Miyazawa, Akiko	Mgmt	For	For
4.1	Elect Supervisory Director Tamaki, Masahiro	Mgmt	For	For
4.2	Elect Supervisory Director Harada, Tatsuya	Mgmt	For	For
5	Elect Alternate Supervisory Director Isayama, Hirotaka	Mgmt	For	For

Starhill Global Real Estate Investment Trust

Meeting Date: 10/27/2023

Country: Singapore

Ticker: P40U

Meeting Type: Annual

Primary ISIN: SG1S18926810

Primary SEDOL: B0HZGR6

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
<i>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.</i>				
2	Approve KPMG LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
3	Elect Ching Yew Chye as Director	Mgmt	For	For
4	Elect Tan Woon Hum as Director	Mgmt	For	For
5	Elect Ho Gek Sim Grace as Director	Mgmt	For	For
6	Elect Yeoh Pei Nee as Alternate Director	Mgmt	For	For
7	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
8	Authorize Unit Repurchase Program	Mgmt	For	For

Steadfast Group Limited

Meeting Date: 10/27/2023

Country: Australia

Ticker: SDF

Meeting Type: Annual

Primary ISIN: AU000000SDF8

Primary SEDOL: BCT5FD7

Steadfast Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
<i>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.</i>				
3	Approve Grant of Deferred Equity Awards to Robert Kelly	Mgmt	For	For
4	Approve Termination Benefits Generally	Mgmt	For	For
5	Elect Vicki Allen as Director	Mgmt	For	For
6	Elect Gai McGrath as Director	Mgmt	For	For

Stockland

Meeting Date: 10/16/2023

Country: Australia

Ticker: SGP

Meeting Type: Annual

Primary ISIN: AU000000SGP0

Primary SEDOL: 6850856

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Tom Pockett as Director	Mgmt	For	For
3	Elect Kate McKenzie as Director	Mgmt	For	For
4	Elect Andrew Stevens as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				
6	Approve Grant of Performance Rights to Tarun Gupta	Mgmt	For	For
<i>Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				

Stride, Inc.

Meeting Date: 12/07/2023

Country: USA

Ticker: LRN

Meeting Type: Annual

Primary ISIN: US86333M1080

Primary SEDOL: BLD5321

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Aida M. Alvarez	Mgmt	For	For
1b	Elect Director Craig R. Barrett	Mgmt	For	For
1c	Elect Director Robert L. Cohen	Mgmt	For	For
1d	Elect Director Steven B. Fink	Mgmt	For	Withhold
<i>Voter Rationale: The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
1e	Elect Director Robert E. Knowling, Jr.	Mgmt	For	For
1f	Elect Director Allison Lawrence	Mgmt	For	For
1g	Elect Director Liza McFadden	Mgmt	For	For
1h	Elect Director James J. Rhyu	Mgmt	For	For
1i	Elect Director Ralph Smith	Mgmt	For	For
1j	Elect Director Joseph A. Verbrugge	Mgmt	For	For
2	Ratify BDO USA, P.C. as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
5	Report on Lobbying Payments and Policy	SH	Against	For
<i>Voter Rationale: Enhanced controls over and disclosure of company and trade association lobbying is a growing good practice. Transparency around the companys primary lobbying issues and positions, as well as its key relationships with trade associations that engage on lobbying on its behalf, is advisable.</i>				

Sun Hung Kai Properties Limited

Meeting Date: 11/02/2023

Country: Hong Kong

Ticker: 16

Meeting Type: Annual

Primary ISIN: HK0016000132

Primary SEDOL: 6859927

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

Sun Hung Kai Properties Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1a	Elect Wong Chik-wing, Mike as Director	Mgmt	For	For
3.1b	Elect Lui Ting, Victor as Director	Mgmt	For	For
3.1c	Elect Li Ka-cheung, Eric as Director	Mgmt	For	Against
<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. In developing markets, our minimum expectation is that women should comprise at least 13.5% of the board.</i>				
3.1d	Elect Leung Ko May-yee, Margaret as Director	Mgmt	For	For
3.1e	Elect Kwok Kai-chun, Geoffrey as Director	Mgmt	For	Against
<i>Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.</i>				
3.1f	Elect Fung Yuk-lun, Allen as Director	Mgmt	For	For
3.2	Approve Directors' Fees	Mgmt	For	For
4	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
<i>Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.</i>				
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<i>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.</i>				

Sunlight Real Estate Investment Trust

Meeting Date: 11/14/2023

Country: Hong Kong

Ticker: 435

Meeting Type: Annual

Primary ISIN: HK0435036626

Primary SEDOL: B1KR438

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

Synaptics Incorporated

Meeting Date: 10/24/2023

Country: USA

Ticker: SYNA

Meeting Type: Annual

Primary ISIN: US87157D1090

Primary SEDOL: 2839268

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Nelson C. Chan	Mgmt	For	For
1b	Elect Director Susan J. Hardman	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify KPMG LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				
5	Amend Omnibus Stock Plan	Mgmt	For	For
6	Declassify the Board of Directors	Mgmt	For	For
<i>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.</i>				

Sysco Corporation

Meeting Date: 11/17/2023

Country: USA

Ticker: SYY

Meeting Type: Annual

Primary ISIN: US8718291078

Primary SEDOL: 2868165

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Daniel J. Brutto	Mgmt	For	For
1b	Elect Director Francesca DeBiase	Mgmt	For	For
1c	Elect Director Ali Dibadj	Mgmt	For	For
1d	Elect Director Larry C. Glasscock	Mgmt	For	For
1e	Elect Director Jill M. Golder	Mgmt	For	For
1f	Elect Director Bradley M. Halverson	Mgmt	For	For
1g	Elect Director John M. Hinshaw	Mgmt	For	For
1h	Elect Director Kevin P. Hourican	Mgmt	For	For
1i	Elect Director Alison Kenney Paul	Mgmt	For	For
1j	Elect Director Edward D. Shirley	Mgmt	For	For
1k	Elect Director Sheila G. Talton	Mgmt	For	For

Sysco Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>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.</i>				
5	Adopt Policy to Eliminate or Reduce Gestation Crates in Pork Supply Chain	SH	Against	For
<i>Voter Rationale: We believe the company should clearly explain its strategy relating to gestation crates, assess its performance against peers, and provide disclosure on conditions under which the pork currently sourced is cared.</i>				

T. Hasegawa Co., Ltd.

Meeting Date: 12/21/2023	Country: Japan	Ticker: 4958
	Meeting Type: Annual	
	Primary ISIN: JP3768500005	Primary SEDOL: 6899268

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Umino, Takao	Mgmt	For	Abstain
<i>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.</i>				
1.2	Elect Director Chino, Yoshiaki	Mgmt	For	For
1.3	Elect Director Nakamura, Minoru	Mgmt	For	For
1.4	Elect Director Nakamura, Tetsuya	Mgmt	For	For
1.5	Elect Director Kato, Koichiro	Mgmt	For	For
1.6	Elect Director Hasegawa, Kenji	Mgmt	For	For
1.7	Elect Director Okado, Shingo	Mgmt	For	For
1.8	Elect Director Yuhara, Takao	Mgmt	For	For
1.9	Elect Director Izumi, Akiko	Mgmt	For	For
1.10	Elect Director Paul Dupuis	Mgmt	For	For
2.1	Appoint Statutory Auditor Matsumoto, Takehiro	Mgmt	For	For
2.2	Appoint Statutory Auditor Arita, Tomoyoshi	Mgmt	For	For
2.3	Appoint Statutory Auditor Yamamura, Kazuhito	Mgmt	For	For

T. Hasegawa Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.4	Appoint Statutory Auditor Suzuki, Maki	Mgmt	For	For

Tabcorp Holdings Limited

Meeting Date: 10/25/2023	Country: Australia	Ticker: TAH
	Meeting Type: Annual	Primary ISIN: AU000000TAH8
		Primary SEDOL: 6873262

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Bruce Akhurst as Director	Mgmt	For	For
2b	Elect David Gallop as Director	Mgmt	For	For
2c	Elect Karen Stocks as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

4	Approve Grant of Options to Adam Rytenskild	Mgmt	For	Against
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Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The quantum of the award is excessive when compared to the median of the LTI grants to peers at similarly sized companies

Takara Leben Real Estate Investment Corp.

Meeting Date: 11/29/2023	Country: Japan	Ticker: 3492
	Meeting Type: Special	Primary ISIN: JP3048750008
		Primary SEDOL: BZ16GD6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Disclose Unitholder Meeting Materials on Internet - Set Upper Limit for Number of Directors	Mgmt	For	For
2	Elect Executive Director Saida, Tetsuo	Mgmt	For	For
3	Elect Alternate Executive Director Ishihara, Masayuki	Mgmt	For	For
4.1	Elect Supervisory Director Hashimoto, Norifusa	Mgmt	For	For

Takara Leben Real Estate Investment Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.2	Elect Supervisory Director Aoshima, Shingo	Mgmt	For	For

Tapestry, Inc.

Meeting Date: 11/02/2023	Country: USA	Ticker: TPR
	Meeting Type: Annual	
	Primary ISIN: US8760301072	Primary SEDOL: BF09HX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director John P. Bilbrey (J.P.)	Mgmt	For	For
	<i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i>			
1b	Elect Director Darrell Cavens	Mgmt	For	For
1c	Elect Director Joanne Crevoiserat	Mgmt	For	For
1d	Elect Director Johanna (Hanneke) Faber	Mgmt	For	For
1e	Elect Director Anne Gates	Mgmt	For	For
1f	Elect Director Thomas Greco	Mgmt	For	For
1g	Elect Director Alan Lau	Mgmt	For	For
1h	Elect Director Pamela Lifford	Mgmt	For	For
1i	Elect Director Annabelle Yu Long	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>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.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>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. The remuneration committee should not allow vesting of incentive awards for substantially below median performance.</i>			
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	<i>Voter Rationale: We support an annual say on pay frequency.</i>			

Tata Consultancy Services Limited

Meeting Date: 11/15/2023	Country: India	Ticker: 532540
	Meeting Type: Special	
	Primary ISIN: INE467B01029	Primary SEDOL: B01NPJ1

Tata Consultancy Services Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Postal Ballot	Mgmt		
1	Approve Buyback of Equity Shares	Mgmt	For	For
2	Elect Al-Noor Ramji as Director	Mgmt	For	For
3	Reelect Hanne Birgitte Breinbjerg Sorensen as Director	Mgmt	For	For
4	Reelect Keki Minoo Mistry as Director	Mgmt	For	For

Telstra Group Limited

Meeting Date: 10/17/2023

Country: Australia

Ticker: TLS

Meeting Type: Annual

Primary ISIN: AU000000TLS2

Primary SEDOL: 6087289

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a	Elect Maxine Brenner as Director	Mgmt	For	For
3b	Elect Ming Long as Director	Mgmt	For	For
3c	Elect Bridget Loudon as Director	Mgmt	For	For
3d	Elect Elana Rubin as Director	Mgmt	For	For
4a	Approve Grant of Restricted Shares to Vicki Brady	Mgmt	For	For
4b	Approve Grant of Performance Rights to Vicki Brady	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	For

Texas Pacific Land Corp.

Meeting Date: 11/10/2023

Country: USA

Ticker: TPL

Meeting Type: Annual

Primary ISIN: US88262P1021

Primary SEDOL: BM99VY2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Robert Roosa	Mgmt	For	For
1b	Elect Director Murray Stahl	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.

Texas Pacific Land Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Marguerite Woung-Chapman	Mgmt	For	Against
<i>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.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
4	Provide Right to Call a Special Meeting	SH	Against	For
<i>Voter Rationale: Holders of significant share capital should be entitled to call a special meeting. A total holding requirement of 10% is a suitable threshold to prevent abuse.</i>				
5	Require Independent Board Chair	SH	Against	For
<i>Voter Rationale: Consistently supportive of such governance structure.</i>				
6	Adopt Share Retention Policy For Senior Executives	SH	Against	Against
7	Provide Right to Act by Written Consent	SH	Against	For
<i>Voter Rationale: Supporting better corporate governance practices. Investors should have the opportunity to put resolutions to all shareholders, either in a company meeting or by expressing their intentions through the mail.</i>				
8	Request that the New York Stock Exchange not Categorize any Increase in the Authorized Number of Shares as Routine	SH	Against	Against
9	Restrict Severance Agreements (Change-in-Control)	SH	Against	Against

The a2 Milk Company Limited

Meeting Date: 11/16/2023

Country: New Zealand

Ticker: ATM

Meeting Type: Annual

Primary ISIN: NZATME0002S8

Primary SEDOL: 6287250

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
2	Elect Kate Mitchell as Director	Mgmt	For	For
3	Approve Issuance of Performance Rights to David Bortolussi	Mgmt	For	For

The Clorox Company

Meeting Date: 11/15/2023

Country: USA

Ticker: CLX

Meeting Type: Annual

Primary ISIN: US1890541097

Primary SEDOL: 2204026

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Amy L. Banse	Mgmt	For	For
1.2	Elect Director Julia Denman	Mgmt	For	For
1.3	Elect Director Spencer C. Fleischer	Mgmt	For	For
1.4	Elect Director Esther Lee	Mgmt	For	For
1.5	Elect Director A.D. David Mackay	Mgmt	For	For
1.6	Elect Director Paul Parker	Mgmt	For	For
1.7	Elect Director Stephanie Plaines	Mgmt	For	For
1.8	Elect Director Linda Rendle	Mgmt	For	For
1.9	Elect Director Matthew J. Shattock	Mgmt	For	For
1.10	Elect Director Kathryn Tesija	Mgmt	For	For
1.11	Elect Director Russell J. Weiner	Mgmt	For	For
1.12	Elect Director Christopher J. Williams	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.</i>				

The Estee Lauder Companies Inc.

Meeting Date: 11/17/2023

Country: USA

Ticker: EL

Meeting Type: Annual

Primary ISIN: US5184391044

Primary SEDOL: 2320524

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Charlene Barshefsky	Mgmt	For	For

The Estee Lauder Companies Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
<p><i>Voter Rationale: Companies should establish and disclose a policy on hedging of company stock by executives. Hedging activity by executives should be prohibited as it potentially severs management alignment with shareholder interest. The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning.</i></p>				
1b	Elect Director Angela Wei Dong	Mgmt	For	For
1c	Elect Director Fabrizio Freda	Mgmt	For	For
1d	Elect Director Gary M. Lauder	Mgmt	For	Withhold
<p><i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders.</i></p>				
1e	Elect Director Jane Lauder	Mgmt	For	Withhold
<p><i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders.</i></p>				
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i></p>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				

The Lottery Corporation Limited

Meeting Date: 10/19/2023

Country: Australia

Ticker: TLC

Meeting Type: Annual

Primary ISIN: AU0000219529

Primary SEDOL: BNRQW72

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Harry Boon as Director	Mgmt	For	For
2b	Elect Steven Gregg as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: The terms of incentive schemes should not be amended retrospectively. Any significant amendment to the terms of incentive schemes should be subject to shareholder approval. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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.</i></p>				

The Lottery Corporation Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Performance Rights to Sue van der Merwe	Mgmt	For	For

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

The Star Entertainment Group Limited

Meeting Date: 11/09/2023	Country: Australia	Ticker: SGR
	Meeting Type: Annual	
	Primary ISIN: AU000000SGR6	Primary SEDOL: BD5ZR98

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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2	Elect David Foster as Director	Mgmt	For	For
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Voter Rationale: The company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s).

3	Elect Deborah Page as Director	Mgmt	For	For
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4	Elect Toni Thornton as Director	Mgmt	For	For
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5	Elect Peter Hodgson as Director	Mgmt	For	For
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6	Approve Remuneration Report	Mgmt	For	Against
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Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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.

7	Approve One-Off Retention Equity Grant of Service Rights to Robbie Cooke	Mgmt	For	Against
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Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.

8	Approve Grant of Performance Rights and Premium Exercise Priced Options to Robbie Cooke	Mgmt	For	For
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9	Ratify Past Issuance of February Placement Shares to Institutional Investors	Mgmt	For	For
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10	Ratify Past Issuance of September Placement Shares to Institutional Investors	Mgmt	For	For
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11	Approve Proportional Takeover Provisions in Constitution	Mgmt	For	For
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12	Approve Conditional Spill Resolution	Mgmt	Against	Against
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The United Laboratories International Holdings Limited

Meeting Date: 10/26/2023

Country: Cayman Islands

Ticker: 3933

Meeting Type: Extraordinary Shareholders

Primary ISIN: KYG8813K1085

Primary SEDOL: B1P70H9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt 2023 Share Award Scheme	Mgmt	For	Against
<i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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.</i>				
2	Adopt Amended and Restated Articles of Association	Mgmt	For	For

TKC Corp.

Meeting Date: 12/15/2023

Country: Japan

Ticker: 9746

Meeting Type: Annual

Primary ISIN: JP3539400006

Primary SEDOL: 6892665

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 51	Mgmt	For	For
2	Appoint Statutory Auditor Taenaka, Shigeki	Mgmt	For	Against
<i>Voter Rationale: The Kansayaku statutory auditor board should be three-fourths independent and work closely with the independent directors to ensure a robust system of oversight and internal control.</i>				

Transurban Group

Meeting Date: 10/19/2023

Country: Australia

Ticker: TCL

Meeting Type: Annual

Primary ISIN: AU000000TCL6

Primary SEDOL: 6200882

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for Transurban Holdings Limited (THL) and Transurban International Limited (TIL)	Mgmt		
2a	Elect Sarah Ryan as Director	Mgmt	For	For
2b	Elect Mark Birrell as Director	Mgmt	For	For
2c	Elect Patricia Cross as Director	Mgmt	For	For

Transurban Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				
	Resolutions for Transurban Holdings Limited (THL), Transurban International Limited (TIL) and Transurban Holding Trust (THT)	Mgmt		
4	Approve Increase to the Non-Executive Director Fee Pool	Mgmt	None	For
5	Approve Grant of Performance Awards to Michelle Jablko	Mgmt	For	For

Treasury Wine Estates Limited

Meeting Date: 10/16/2023

Country: Australia

Ticker: TWE

Meeting Type: Annual

Primary ISIN: AU000000TWE9

Primary SEDOL: B61JC67

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Ed Chan as Director	Mgmt	For	For
2b	Elect Garry Hounsell as Director	Mgmt	For	For
2c	Elect Colleen Jay as Director	Mgmt	For	For
2d	Elect Antonia Korsanos as Director	Mgmt	For	Against
<p><i>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.</i></p>				
2e	Elect John Mullen as Director	Mgmt	For	For
2f	Elect Lauri Shanahan as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. 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.</i></p>				

Treasury Wine Estates Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Performance Rights to Tim Ford	Mgmt	For	Against
<p><i>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. The terms of incentive schemes should not be amended retrospectively. Any significant amendment to the terms of incentive schemes should be subject to shareholder approval.</i></p>				

TuSimple Holdings Inc.

Meeting Date: 12/13/2023	Country: USA	Ticker: TSP
	Meeting Type: Annual	
	Primary ISIN: US90089L1089	Primary SEDOL: BKVD041

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Mo Chen	Mgmt	For	Withhold
<p><i>Voter Rationale: We oppose dual class structures with impaired or enhanced voting rights. The company should amend its structure to allow for equal voting rights among shareholders. The nominee is a former executive and considered to be non-independent.</i></p>				
1.2	Elect Director Cheng Lu	Mgmt	For	For
1.3	Elect Director Wendy Hayes - Withdrawn	Mgmt		
1.4	Elect Director James Lu	Mgmt	For	Withhold
<p><i>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 pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. 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. Given the recent updates to the board, we will keep this matter under review. In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i></p>				
1.5	Elect Director Michael Mosier	Mgmt	For	For
1.6	Elect Director J. Tyler McGaughey	Mgmt	For	For
1.7	Elect Director Zhen Tao	Mgmt	For	For
2	Ratify UHY LLP as Auditors	Mgmt	For	For
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<p><i>Voter Rationale: We support an annual say on pay frequency.</i></p>				

Tyro Payments Limited

Meeting Date: 11/15/2023	Country: Australia	Ticker: TYR
	Meeting Type: Annual	
	Primary ISIN: AU0000066508	Primary SEDOL: BLOKWK0

Tyro Payments Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	<i>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. Any increase in the size of awards under the short-term/long-term incentive scheme(s) should be accompanied by a corresponding increase in performance expectations. 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. 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.</i>			
3	Elect Aliza Knox as Director	Mgmt	For	For
4	Approve Participation by Directors in Sacrifice Rights Plan	Mgmt	None	For
5	Approve Grant of Equity Rights to Jon Davey	Mgmt	For	For
6	Approve Grant of Performance Rights to Jon Davey	Mgmt	For	For

UniCredit SpA

Meeting Date: 10/27/2023

Country: Italy

Ticker: UCG

Meeting Type: Extraordinary Shareholders

Primary ISIN: IT0005239360

Primary SEDOL: BYMXPS7

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

Vail Resorts, Inc.

Meeting Date: 12/06/2023

Country: USA

Ticker: MTN

Meeting Type: Annual

Primary ISIN: US91879Q1094

Primary SEDOL: 2954194

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Susan L. Decker	Mgmt	For	For

Vail Resorts, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director Robert A. Katz	Mgmt	For	For
1c	Elect Director Kirsten A. Lynch	Mgmt	For	For
1d	Elect Director Nadia Rawlinson	Mgmt	For	For
1e	Elect Director John T. Redmond	Mgmt	For	Against
<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible.</i>				
1f	Elect Director Michele Romanow	Mgmt	For	For
1g	Elect Director Hilary A. Schneider	Mgmt	For	For
1h	Elect Director D. Bruce Sewell	Mgmt	For	Against
<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible.</i>				
1i	Elect Director John F. Sorte	Mgmt	For	Against
<i>Voter Rationale: The average board tenure at the company significantly exceeds the market average, raising concerns regarding board refreshment and succession planning. We are holding this director responsible. The nominee serves as Audit Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
1j	Elect Director Peter A. Vaughn	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: The annual bonus should be assessed using no less than two metrics. 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.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				

Viatrix Inc.

Meeting Date: 12/15/2023

Country: USA

Ticker: VTRS

Meeting Type: Annual

Primary ISIN: US92556V1061

Primary SEDOL: BMWS3X9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Director W. Don Cornwell	Mgmt	For	For
1B	Elect Director JoEllen Lyons Dillon	Mgmt	For	For
1C	Elect Director Elisha W. Finney	Mgmt	For	For
1D	Elect Director Leo Groothuis	Mgmt	For	For
1E	Elect Director Melina Higgins	Mgmt	For	For

Viatrix Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1F	Elect Director James M. Kilts	Mgmt	For	For
1G	Elect Director Harry A. Korman	Mgmt	For	For
1H	Elect Director Rajiv Malik	Mgmt	For	For
1I	Elect Director Richard A. Mark	Mgmt	For	For
1J	Elect Director Mark W. Parrish	Mgmt	For	For
1K	Elect Director Scott A. Smith	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: Severance payments should not exceed two years pay. Larger severance packages should be subject to a separate shareholder approval.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>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.</i>				
4	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	Mgmt	For	For
5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For

Viavi Solutions Inc.

Meeting Date: 11/08/2023

Country: USA

Ticker: VIAV

Meeting Type: Annual

Primary ISIN: US9255501051

Primary SEDOL: BYXB201

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Richard E. Belluzzo	Mgmt	For	Against
<i>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. The nominee serves as Nominating Committee Chair and has long tenure. Long tenured directors could lack independence from the company and we expect key committee Chairs to be independent.</i>				
1.2	Elect Director Keith Barnes	Mgmt	For	For
1.3	Elect Director Laura Black	Mgmt	For	For
1.4	Elect Director Tor Braham	Mgmt	For	For
1.5	Elect Director Donald Colvin	Mgmt	For	For
1.6	Elect Director Douglas Gilstrap	Mgmt	For	For
1.7	Elect Director Masood A. Jabbar	Mgmt	For	For
1.8	Elect Director Oleg Khaykin	Mgmt	For	For
1.9	Elect Director Joanne Solomon	Mgmt	For	For

Viavi Solutions Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>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.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: The remuneration committee should 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.</i>				
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
5	Amend Omnibus Stock Plan	Mgmt	For	Against
<i>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. 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.</i>				
6	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For

Vicinity Centres

Meeting Date: 11/01/2023

Country: Australia

Ticker: VCX

Meeting Type: Annual

Primary ISIN: AU000000VCX7

Primary SEDOL: BY7QXS7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Resolutions for Vicinity Limited (the Company)	Mgmt		
2	Approve Remuneration Report	Mgmt	For	For
<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans</i>				
3	Elect Peter Kahan as Director	Mgmt	For	For
4	Resolution for Vicinity Limited (the Company) and Vicinity Centres Trust (the Trust)	Mgmt		
4	Approve Grant of Performance Rights to Peter Huddle	Mgmt	For	For

Visional, Inc.

Meeting Date: 10/25/2023

Country: Japan

Ticker: 4194

Meeting Type: Annual

Primary ISIN: JP3800270005

Primary SEDOL: BNC53Q0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Minami, Soichiro	Mgmt	For	For
1.2	Elect Director Takeuchi, Shin	Mgmt	For	For
1.3	Elect Director Murata, Satoshi	Mgmt	For	For
1.4	Elect Director Sakai, Tetsuya	Mgmt	For	For
2.1	Elect Director and Audit Committee Member Harima, Naoko	Mgmt	For	For
2.2	Elect Director and Audit Committee Member Ishimoto, Tadatsugu	Mgmt	For	For
2.3	Elect Director and Audit Committee Member Chihara, Maiko	Mgmt	For	For
3	Elect Alternate Director and Audit Committee Member Hattori, Yukihiro	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.

Vulcan Steel Ltd.

Meeting Date: 11/08/2023

Country: New Zealand

Ticker: VSL

Meeting Type: Annual

Primary ISIN: AU0000181984

Primary SEDOL: BMG3PV2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
2	Elect Nicola Greer as Director	Mgmt	For	For
3	Elect Bart de Haan as Director	Mgmt	For	For
4	Approve Grant of Performance Share Rights to Rhys Jones	Mgmt	For	For
5	Approve Grant of Performance Share Rights to Adrian Casey	Mgmt	For	For

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

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

WD-40 Company

Meeting Date: 12/12/2023

Country: USA

Ticker: WDFC

Meeting Type: Annual

Primary ISIN: US9292361071

Primary SEDOL: 2944742

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Steven A. Brass	Mgmt	For	For
1.2	Elect Director Cynthia B. Burks	Mgmt	For	For
1.3	Elect Director Daniel T. Carter	Mgmt	For	For
1.4	Elect Director Eric P. Etchart	Mgmt	For	For
1.5	Elect Director Lara L. Lee	Mgmt	For	For
1.6	Elect Director Edward O. Magee, Jr.	Mgmt	For	For
1.7	Elect Director Trevor I. Mihalik	Mgmt	For	For
1.8	Elect Director Graciela I. Monteagudo	Mgmt	For	For
1.9	Elect Director David B. Pendarvis	Mgmt	For	For
1.10	Elect Director Gregory A. Sandfort	Mgmt	For	For
1.11	Elect Director Anne G. Saunders	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: The remuneration committee should 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.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	For
<i>Voter Rationale: The remuneration committee should 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.</i>				
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>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.</i>				

Weebit Nano Ltd

Meeting Date: 11/23/2023

Country: Australia

Ticker: WBT

Meeting Type: Annual

Primary ISIN: AU000000WBT5

Primary SEDOL: BD82NLO

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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. Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. 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. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. 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.</i></p>			
2	Elect David Perlmutter as Director	Mgmt	For	Against
	<p><i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process. An executive sits on the Audit Committee, which we expect to be fully independent, as non-independent directors could hamper the committee's impartiality and effectiveness. We are holding this director accountable. 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. Given the recent updates to the board, we will keep this matter under review</i></p>			
3	Elect Ashley Krongold as Director	Mgmt	For	Against
	<p><i>Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.</i></p>			
4	Elect Naomi Simson as Director	Mgmt	For	For
5	Approve Issuance of Performance Rights to Jacob Hanoch	Mgmt	For	Against
	<p><i>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. 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 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.</i></p>			
6	Approve Issuance of Options to Jacob Hanoch	Mgmt	For	Against
	<p><i>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.</i></p>			
7	Approve Issuance of Performance Rights to David Perlmutter	Mgmt	For	Against
	<p><i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>			
8	Approve Issuance of Options to David Perlmutter	Mgmt	For	Against
	<p><i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>			

Weebit Nano Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Approve Issuance of Performance Rights to Yoav Nissan-Cohen	Mgmt	For	Against
<p><i>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. 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 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.</i></p>				
10	Approve Issuance of Options to Yoav Nissan-Cohen	Mgmt	For	Against
<p><i>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.</i></p>				
11	Approve Issuance of Performance Rights to Ashley Krongold	Mgmt	For	Against
<p><i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>				
12	Approve Issuance of Performance Rights to S. Atiq Raza	Mgmt	For	Against
<p><i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>				
13	Approve Issuance of Performance Rights to Naomi Simson	Mgmt	For	Against
<p><i>Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.</i></p>				
14	Approve Increase in Director Fee Pool	Mgmt	None	Against
<p><i>Voter Rationale: A vote AGAINST the increase in the director fee pool is warranted. - An increase of \$700,000 to \$1,000,000 is excessive; - There are no disclosed plans to increase the number of directors or for board refreshment; and - The award of long-term incentives to non-executive directors in addition to their director fees is inconsistent with accepted good governance practice amongst ASX300 companies and had led to full-year director's fees to be above the median of market capitalisation and ISS-selected peer groups, while the Chair's fees were substantially above the median.</i></p>				

Wesfarmers Limited

Meeting Date: 10/26/2023

Country: Australia

Ticker: WES

Meeting Type: Annual

Primary ISIN: AU000000WES1

Primary SEDOL: 6948836

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Michael Alfred Chaney as Director	Mgmt	For	For
2b	Elect Simon William (Bill) English as Director	Mgmt	For	For
2c	Elect Alan John Cransberg as Director	Mgmt	For	For

Wesfarmers Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	For
	<i>Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.</i>			
4	Approve Grant of KEEPP Deferred Shares and KEEPP Performance Shares to Robert Scott	Mgmt	For	Against
	<i>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.</i>			

West Holdings Corp.

Meeting Date: 11/22/2023

Country: Japan

Ticker: 1407

Meeting Type: Annual

Primary ISIN: JP3154750008

Primary SEDOL: B0YQ5X1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 55	Mgmt	For	For
2.1	Elect Director Kikkawa, Takashi	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. 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.</i>			
2.2	Elect Director Egashira, Eiichiro	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. 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.</i>			
2.3	Elect Director Araki, Kenji	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.4	Elect Director Shiiba, Eiji	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			

West Holdings Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.5	Elect Director Goto, Yoshihisa	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.6	Elect Director Nagashima, Toshihisa	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.7	Elect Director Moriyama, Toshiyuki	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.8	Elect Director Amano, Tomohiro	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.9	Elect Director Naosaki, Akira	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.10	Elect Director Nakajima, Hideshi	Mgmt	For	Against
	<i>Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.</i>			
2.11	Elect Director Nakashima, Kazuo	Mgmt	For	For

Western Digital Corporation

Meeting Date: 11/15/2023

Country: USA

Ticker: WDC

Meeting Type: Annual

Primary ISIN: US9581021055

Primary SEDOL: 2954699

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Kimberly E. Alexy	Mgmt	For	For
1b	Elect Director Thomas Caulfield	Mgmt	For	For
1c	Elect Director Martin I. Cole	Mgmt	For	For

Western Digital Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1d	Elect Director Tunc Doluca	Mgmt	For	For
1e	Elect Director David V. Goeckeler	Mgmt	For	For
1f	Elect Director Matthew E. Massengill	Mgmt	For	For
<i>Voter Rationale: The nominee is a former executive and considered to be non-independent.</i>				
1g	Elect Director Reed B. Rayman	Mgmt	For	For
1h	Elect Director Stephanie A. Streeter	Mgmt	For	For
1i	Elect Director Miyuki Suzuki	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Voter Rationale: A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
<i>Voter Rationale: We support an annual say on pay frequency.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	For
<i>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. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.</i>				
5	Ratify KPMG LLP as Auditors	Mgmt	For	For
<i>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.</i>				

Westpac Banking Corp.

Meeting Date: 12/14/2023

Country: Australia

Ticker: WBC

Meeting Type: Annual

Primary ISIN: AU000000WBC1

Primary SEDOL: 6076146

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<i>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. 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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i>				

Westpac Banking Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Grant of Performance Share Rights and Restricted Share Rights to Peter King	Mgmt	For	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
4a	Elect Tim Burroughs as Director	Mgmt	For	For
4b	Elect Michael Ullmer as Director	Mgmt	For	For
4c	Elect Steven Gregg as Director	Mgmt	For	Against
<p><i>Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.</i></p>				
5	Approve Westpac Climate Change Position Statement and Action Plan	Mgmt	For	For
<p><i>Voter Rationale: We welcome the updates to Westpac's Climate Change Position Statement and Action Plan, as well as the detailed disclosure on the bank's management of climate risks within their latest 2023 Climate Report. We therefore support this resolution.</i></p>				
6a	Approve the Amendments to the Company's Constitution	SH	Against	Against
<p><i>Voter Rationale: We welcome the robust climate risk disclosure provide by Westpac. We believe that the recent updates to their Climate Change Position Statement and Action Plan on the timelines for requiring corporate customers in the oil and gas sector to have credible climate transition plans, as well as the additional detail they have provided on their pilot assessment framework for these transition plans, substantially meet the request of this resolution.</i></p>				
6b	Approve Transition Plan Assessments	SH	Against	Against
<p><i>Voter Rationale: We welcome the robust climate risk disclosure provide by Westpac. We believe that the recent updates to their Climate Change Position Statement and Action Plan on the timelines for requiring corporate customers in the oil and gas sector to have credible climate transition plans, as well as the additional detail they have provided on their pilot assessment framework for these transition plans, substantially meet the request of this resolution.</i></p>				

WiseTech Global Limited

Meeting Date: 11/24/2023

Country: Australia

Ticker: WTC

Meeting Type: Annual

Primary ISIN: AU000000WTC3

Primary SEDOL: BZ8GX83

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
<p><i>Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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.</i></p>				
3	Elect Charles Gibbon as Director	Mgmt	For	Against
<p><i>Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness.</i></p>				

WiseTech Global Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of Share Rights to Maree Isaacs	Mgmt	For	For
5	Approve the Amendments to the Company's Constitution	Mgmt	For	For
6	Reinsertion of Proportional Takeover Provisions	Mgmt	For	For

Wolfspeed, Inc.

Meeting Date: 10/23/2023

Country: USA

Ticker: WOLF

Meeting Type: Annual

Primary ISIN: US9778521024

Primary SEDOL: BMBVND9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Glenda M. Dorchak	Mgmt	For	For
1.2	Elect Director John C. Hodge	Mgmt	For	For
1.3	Elect Director Clyde R. Hosein	Mgmt	For	For
1.4	Elect Director Darren R. Jackson	Mgmt	For	For
1.5	Elect Director Duy-Loan T. Le	Mgmt	For	For
1.6	Elect Director Gregg A. Lowe	Mgmt	For	For
1.7	Elect Director John B. Repogle	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.

1.8	Elect Director Marvin A. Riley	Mgmt	For	For
1.9	Elect Director Stacy J. Smith	Mgmt	For	For
1.10	Elect Director Thomas H. Werner	Mgmt	For	For
2	Increase Authorized Common Stock	Mgmt	For	For
3	Approve Omnibus Stock Plan	Mgmt	For	For

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. The remuneration committee should not allow vesting of incentive awards for substantially below median performance.

4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
5	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.

Wolfspeed, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

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

Woolworths Group Limited

Meeting Date: 10/26/2023

Country: Australia

Ticker: WOW

Meeting Type: Annual

Primary ISIN: AU000000WOW2

Primary SEDOL: 6981239

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Scott Perkins as Director	Mgmt	For	For
2b	Elect Tracey Fellows as Director	Mgmt	For	For
2c	Elect Warwick Bray as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.

4	Approve Grant of Performance Share Rights to Brad Banducci	Mgmt	For	Against
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Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.

5	Approve Approach to Termination Benefits for Three Years	Mgmt	For	For
6	Approve Non-Executive Directors' Equity Plans	Mgmt	For	For

Worley Limited

Meeting Date: 10/20/2023

Country: Australia

Ticker: WOR

Meeting Type: Annual

Primary ISIN: AU000000WOR2

Primary SEDOL: 6562474

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Martin Parkinson as Director	Mgmt	For	For
2b	Elect Joseph Geagea as Director	Mgmt	For	For

Worley Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>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. Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The 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. 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.</i></p>				
4	Approve Grant of Deferred Equity Rights to Robert Christopher Ashton	Mgmt	For	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				
5	Approve Grant of Long-Term Performance Rights to Robert Christopher Ashton	Mgmt	For	For
6	Approve Company's Performance Rights Plan	Mgmt	For	Against
<p><i>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. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.</i></p>				

Yokorei Co., Ltd.

Meeting Date: 12/22/2023

Country: Japan

Ticker: 2874

Meeting Type: Annual

Primary ISIN: JP3957000007

Primary SEDOL: 6986483

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 12.5	Mgmt	For	For
2.1	Elect Director Yoshikawa, Toshio	Mgmt	For	Against
<p><i>Voter Rationale: Top management is responsible for the companys unfavourable ROE performance. 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.</i></p>				
2.2	Elect Director Furuse, Kenji	Mgmt	For	Against
<p><i>Voter Rationale: Top management is responsible for the companys unfavourable ROE performance. 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.</i></p>				
2.3	Elect Director Ochi, Koji	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.4	Elect Director Yoshikawa, Naotaka	Mgmt	For	For
2.5	Elect Director Okada, Hiroshi	Mgmt	For	For
2.6	Elect Director Ikeda, Hiroto	Mgmt	For	For
2.7	Elect Director Hoshino, Yoshiaki	Mgmt	For	For
2.8	Elect Director Yoshida, Satoshi	Mgmt	For	For
2.9	Elect Director Sakai, Mototsugu	Mgmt	For	For
2.10	Elect Director Horiai, Yosuke	Mgmt	For	For
2.11	Elect Director Honda, Mitsuhiro	Mgmt	For	For
2.12	Elect Director Sakamoto, Yoriko	Mgmt	For	For

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