

# 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

Meeting Type: Annual

Ticker: ABG

**Primary ISIN:** AU0000291882

Primary SEDOL: BQV4PB8

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sha under the short-term/long-term incentive expectations. All exceptional awards shou to and above that expected of directors a long-term performance and should not be articulate how executives performed again	reholder value over a scheme(s) should be ld be clearly linked to s a normal part of the a allowed to vest within nst historic performance	ly disclosed and include robust and stretching psufficiently long period of time. Any increase in accompanied by a corresponding increase in performance and demonstrate shareholder valuri jobs. Long-term incentive awards should be an 3 years since the date of grant. The remunence targets. The board should articulate how begets that underpin long-term incentive plans.	the size of awards erformance Jue creation in addition Jused to incentivise ation report does not
2	Elect Sally Herman as Director	Mgmt	For	For
3	Elect Myra Salkinder as Director	Mgmt	For	Against
	Voter Rationale: concerns over material fa	nilures on the lack of a	isclosure regarding the off-market trade worth	of \$38million
4	Approve Grant of Performance Rights to Steven Sewell	Mgmt	For	Against
	reward strong performance and drive sha clearly linked to performance and demons	reholder value over a . strate shareholder valu the size of awards und	ly disclosed and include robust and stretching psufficiently long period of time. All exceptional te creation in addition to and above that expected the short-term/long-term incentive scheme ctations.	awards should be ted of directors as a

### **Abacus Storage King**

**Meeting Date:** 11/17/2023

Country: Australia

Meeting Type: Annual

Ticker: ASK

**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

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

### **Accent Group Limited**

Meeting Date: 11/17/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: AX1

Primary ISIN: AU000000AX19

Primary SEDOL: BD20RS5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	executive directors. The remuneration rep board should articulate how bonus payme underpin long-term incentive plans. The n into shares which would be more effective	nort does not artice ents reflect prior ye emuneration comi e in retaining exec is linked to a sing olute and relative i	ulate how executives performe ear performance, as well as ou nittee should consider deferrir utives and ensuring that the a le performance target. Compa financial metrics rather than a	ng a proportion of the annual cash bonus nnual and long-term performance objectives nies should base vesting levels on multiple
3	Elect Michael Hapgood as Director	Mgmt	For	Against
3	. 5	-		_
3	Voter Rationale: For widely held companie appropriate balance of independence and membership could hamper the committee gender diversity on the board. In develope board.	l objectivity. The no	omination committee should befrectiveness. The Company	e independent and this director's should put in place a policy to increase
4	appropriate balance of independence and membership could hamper the committee gender diversity on the board. In develope	l objectivity. The no	omination committee should befrectiveness. The Company	e independent and this director's should put in place a policy to increase

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.

# **Adtalem Global Education Inc.**

Meeting Date: 11/08/2023

Country: USA

Meeting Type: Annual

Ticker: ATGE

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
<b>1</b> i	Elect Director Kenneth J. Phelan	Mgmt	For	For
1j	Elect Director Lisa W. Wardell	Mgmt	For	For
	Voter Rationale: The nominee is a former	executive and considere	ed to be non-independent.	
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		long period of time should consider a plan or	tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to execute reward strong performance and drive shall		disclosed and include robust and stretching pufficiently long period of time.	performance targets to
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
5	Amend 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

Meeting Type: Special

Ticker: 3269

**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

## **Aehr Test Systems**

Meeting Date: 10/23/2023

Country: USA

Meeting Type: Annual

Ticker: AEHR

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
		arket average, raising o nominee serves as No	concerns regarding board refres ominating Committee Chair and	shment and succession planning. We are has long tenure. Long tenured directors
1.2	Elect Director Gayn Erickson	Mgmt	For	For
1.3	Elect Director Fariba Danesh	Mgmt	For	For
	Voter Rationale: Companies should e executives should be prohibited as it			stock by executives. Hedging activity by holder interest.
1.4	Elect Director Laura Oliphant	Mgmt	For	Withhold
		anning. We are holding by executives. Hedging	g this director responsible. Comp	et average, raising concerns regarding panies should establish and disclose a pe prohibited as it potentially severs
1.5	Elect Director Geoffrey G. Scott	Mgmt	For	For
1.6	Elect Director Howard T. Slayen	Mgmt	For	Withhold
	board refreshment and succession plant	lanning. We are holding irectors could lack inde blish and disclose a po	g this director responsible. The l ependence from the company al licy on hedging of company sto	
2	Approve Omnibus Stock Plan	Mgmt	For	Against
	event of a change of control. Incention performance targets to reward strong	, ve awards to executive g performance and driv ncentivise long-term pe	s should be clearly disclosed an re shareholder value over a suff erformance and should not be a	ficiently long period of time. Long-term Ilowed to vest within 3 years since the date
3	Ratify BPM LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have bringing in a new auditing firm.	e had the same audito	r for a period of over 10 years s	should consider a plan or tender process for
4	Advisory Vote to Ratify Named Execu Officers' Compensation	utive Mgmt	For	Against
	executive directors. Long-term incent vest within 3 years since the date of stretching performance targets to rev larger percentage of the equity award	tive awards should be o grant. Incentive award ward strong performan ds should be tied to pe	used to incentivise long-term per ls to executives should be clear ce and drive shareholder value orformance conditions. At least L	siness or in the role and responsibilities of erformance and should not be allowed to by disclosed and include robust and over a sufficiently long period of time. A 50% is a minimum good practice. The sof 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.

# **AEON REIT Investment Corp.**

Meeting Date: 10/25/2023

Country: Japan

Meeting Type: Special

Ticker: 3292

**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

Meeting Type: Annual

Ticker: AFRM

Primary ISIN: US00827B1061

Primary SEDOL: BMF9NM8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Max Levchin	Mgmt	For	For
	Voter Rationale: We oppose dual clato to allow for equal voting rights amor		paired or enhanced voting rights	s. The company should amend its structure
1.2	Elect Director Jeremy Liew	Mgmt	For	Against
	to shareholder approval. Specifically, requirement to enact certain change shareholder rights.	the board failed to rest to the governing do	emove, or subject to a sunset re cuments and the classified boal	rd, each of which adversely impacts
1.3	minimum expectation is that women	should comprise at le cholders' rights and sh rement, the supermaj	east 27% of the board. Changes nould be subject to shareholder iority vote requirement to enact	approval. Specifically, the board failed to
2	Ratify Deloitte & Touche LLP as Aud	itors 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
	Voter Rationale: Significant salary increase	es should be linked to	material changes in the business or in the rol	e and responsibilities of

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

#### **Allkem Limited**

**Meeting Date:** 12/19/2023

Country: Australia

Meeting Type: Court

Ticker: AKE

**Primary ISIN:** AU0000193666

**Primary SEDOL: BLSNC78** 

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

#### Allkem Ltd.

**Meeting Date:** 11/08/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: AKE

**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
	reward strong performance and drive s linked to material changes in the busing	hareholder value o ess or in the role a painst historic perfo	over a sufficiently long period of and responsibilities of executive formance targets. The board sh	robust and stretching performance targets to of time. Significant salary increases should be e directors. The remuneration report does not yould articulate how bonus payments reflect term incentive plans.
2	Elect Florencia Heredia as Director	Mgmt	For	Against
	Voter Rationale: The Company should p minimum expectation is that women sh			on the board. In developed markets, our

#### **Altium Limited**

**Meeting Date:** 11/16/2023

Country: Australia
Meeting Type: Annual

Ticker: ALU

Primary ISIN: AU000000ALU8

Primary SEDOL: 6167697

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	reported indicators or other bad faith detrimental to the long-term interests it. The remuneration committee shoul effective in retaining executives and e report does not articulate how executi payments reflect prior year performan	actions on the part of of its shareholders, to d consider deferring a nsuring that the annu wes performed agains ce, as well as outlinin	fany of its executive director o ensure that any funds wron o proportion of the annual ca val and long-term performan of historic performance targe og forward-looking targets th	Against  should it identify any facts of manipulation of rs and other key managers which were angfully obtained in such manner are repaid to ash bonus into shares which would be more ace objectives are aligned. The remuneration at the board should articulate how bonus and underpin long-term incentive plans. Should not be allowed to vest within 3 years
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

Meeting Type: Annual

Ticker: AMC

Primary ISIN: US00165C3025 Primary SEDOL: BN4G703

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Declassify the Board of Directors	Mgmt	For	For	
	Voter Rationale: The annual election of depractice in corporate governance. Shareh performance regularly.				
	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
	using no less than two metrics. Long-term allowed to vest within 3 years since the da include robust and stretching performance period of time. The company should put in reported indicators or other bad faith action	incentive awards shoun ate of grant. Retention of a targets to reward stron n place a procedure whi ons on the part of any o	ficant overlap of metrics. The annual bonus sid be used to incentivise long-term performant or recruitment awards to executives should being performance and drive shareholder value of the would enable it, should it identify any facts of its executive directors and other key managive that any funds wrongfully obtained in such	ce and should not be e clearly disclosed and over a sufficiently long s of manipulation of ers which were
8	Adjourn Meeting	Mgmt	For	Against
	Voter Rationale: A vote AGAINST this prop	oosal is warranted given	that Item 7 does not warrant shareholder su	pport.

## **Amcor plc**

Meeting Date: 11/08/2023

Country: Jersey

Meeting Type: Annual

Ticker: AMCR

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

### **Amcor 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 CHESS Depositary Interests	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.

### **American Equity Investment Life Holding Company**

Meeting Date: 11/10/2023 Ticker: AEL Country: USA

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
			h severance is double trigger and reasonably its for one NEO and equity awards will automa	
3	Adjourn Meeting	Mgmt	For	For

# **Amvis Holdings, Inc.**

Meeting Date: 12/22/2023 Country: Japan **Ticker:** 7071

Meeting Type: Annual

**Primary ISIN:** JP3128660002 Primary SEDOL: BKLG6N1

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 effort targets that reward strong performance			pard should introduce stretching performance

# **AngioDynamics, Inc.**

Meeting Date: 11/14/2023

Country: USA

Meeting Type: Annual

Ticker: ANGO

Primary ISIN: US03475V1017

Primary SEDOL: B00CR04

Elect Director Eileen O. Auen Elect Director James C. Clemmer Elect Director Howard W. Donnelly Elect Director Jan Stern Reed Ratify Deloitte & Touche LLP as Auditors	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For	For For For
Elect Director Howard W. Donnelly Elect Director Jan Stern Reed	Mgmt Mgmt	For	For
Elect Director Jan Stern Reed	Mgmt		
	3	For	For
Ratify Deloitte & Touche LLP as Auditors	Mamt		
	9	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
reward strong performance and drive share	eholder value over a s	ufficiently long period of time. A larger percen	
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
Voter Rationale: We support an annual say	on pay frequency.		
Amend Omnibus Stock Plan	Mgmt	For	For
	Officers' Compensation  Voter Rationale: Incentive awards to execute reward strong performance and drive shar awards should be tied to performance contained awards should be tied to performance and drive shar awards should be tied to performance and drive shar awards should be tied to performance and drive shar awards should be tied to performance and drive shar awards should be tied to performance and drive shar awards should be tied to performance and drive shar awards should be tied to performance awards should	Officers' Compensation  Voter Rationale: Incentive awards to executives should be clearly reward strong performance and drive shareholder value over a sawards should be tied to performance conditions. At least 50% is advisory Vote on Say on Pay Frequency Mgmt  Voter Rationale: We support an annual say on pay frequency.  Amend Omnibus Stock Plan Mgmt  Voter Rationale: On early termination, all share-based awards shevent of a change of control. Incentive awards to executives should be clearly rewards to executives.	Officers' Compensation  Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching preward strong performance and drive shareholder value over a sufficiently long period of time. A larger percent awards should be tied to performance conditions. At least 50% is a minimum good practice.  Advisory Vote on Say on Pay Frequency Mgmt One Year  Voter Rationale: We support an annual say on pay frequency.

### **Ansell Limited**

**Meeting Date:** 10/24/2023

Country: Australia

Meeting Type: Annual

Ticker: ANN

Primary ISIN: AU000000ANN9

Primary SEDOL: 6286611

#### **Ansell Limited**

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
			y disclosed and include robust and stretching	

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 Ticker: ANZ Country: Australia

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
	reward strong performance and drive sha linked to material changes in the busines:	reholder value o s or in the role a inst historic perf	over a sufficiently long period and responsibilities of executiv formance targets. The board s	e robust and stretching performance targets to of time. Significant salary increases should be re directors. The remuneration report does not should articulate how bonus payments reflect term incentive plans.
4	Approve Grant of Restricted Rights and Performance Rights to Shayne C Elliott	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.

### **APA Group**

Meeting Date: 10/26/2023

Country: Australia
Meeting Type: Annual

Ticker: APA

Primary ISIN: AU000000APA1

Primary SEDOL: 6247306

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
				ormed against historic performance targets. The ell as outlining forward-looking targets that
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

Meeting Type: Annual

Ticker: APM

**Primary ISIN:** AU0000187528

Primary SEDOL: BMHJ8Q5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. The reinto shares which would be more effective are aligned.	ents reflect prior ye emuneration comm	ear performance, as well as outl nittee should consider deferring	ining forward-looking targets that a proportion of the annual cash bonus
2	Elect Megan Wynne as Director	Mgmt	For	For
	Voter Rationale: The board should appoint			
	support the Chairman, ensure orderly suc non-executive directors and senior execut inappropriate.			
3	non-executive directors and senior execut			
3	non-executive directors and senior execut inappropriate.	ives where norma	channels of communication thi	rough the board Chairman are considered
3 4 5	non-executive directors and senior execution in appropriate.  Elect Simone Blank as Director	ives where normal	channels of communication the	rough the board Chairman are considered For
4	non-executive directors and senior executions in appropriate.  Elect Simone Blank as Director  Elect Robert Melia as Director	<i>ives where normal</i> Mgmt  Mgmt	channels of communication the	rough the board Chairman are considered  For  For
4 5	non-executive directors and senior executive inappropriate.  Elect Simone Blank as Director  Elect Robert Melia as Director  Elect Timothy Sullivan as Director  Approve Grant of Performance Rights to	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt utives should be co	For For For For For For For For For	For For Against  ust and stretching performance targets to

# **Apollo Global Management, Inc.**

**Meeting Date:** 10/06/2023

Country: USA

Meeting Type: Annual

Ticker: APO

Primary ISIN: US03769M1062

Primary SEDOL: BN44JF6

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		
		ve sufficient time and		are expected to hold no more than one properly, particularly during unexpected		
1.10	Elect Director A.B. Krongard	Mgmt	For	For		
	Voter Rationale: To ensure the effectiveness of the board, the board should include between 5 and 15 directors.					
1.11	Elect Director Pauline Richards	Mgmt	For	For		
1.12	Elect Director Marc Rowan	Mgmt	For	For		
1.12 1.13	Elect Director Marc Rowan Elect Director David Simon	Mgmt Mgmt	For For			
	Elect Director David Simon  Voter Rationale: Nominees who also see	Mgmt  ve as executive office ve sufficient time and	For ers at publicly listed companies	For		
	Elect Director David Simon  Voter Rationale: Nominees who also see external directorship to ensure they have	Mgmt  ve as executive office ve sufficient time and	For ers at publicly listed companies	For Against are expected to hold no more than one		
1.13	Elect Director David Simon  Voter Rationale: Nominees who also serveternal directorship to ensure they have company situations requiring substantial	Mgmt  ve as executive office  ve sufficient time and amounts of time.	For ers at publicly listed companies l energy to discharge their roles	For Against are expected to hold no more than one properly, particularly during unexpected		
1.13	Elect Director David Simon  Voter Rationale: Nominees who also set external directorship to ensure they have company situations requiring substantial Elect Director Lynn Swann	Mgmt  The as executive officing time and amounts of time.  Mgmt	For  ers at publicly listed companies I energy to discharge their roles	For Against s are expected to hold no more than one s properly, particularly during unexpected For		
1.13 1.14 1.15	Elect Director David Simon  Voter Rationale: Nominees who also set external directorship to ensure they have company situations requiring substantial Elect Director Lynn Swann  Elect Director Patrick Toomey	Mgmt  Tive as executive officies sufficient time and all amounts of time.  Mgmt  Mgmt  Mgmt  Mgmt	For  ers at publicly listed companies of energy to discharge their roles  For  For	For Against  are expected to hold no more than one properly, particularly during unexpected  For For		
1.13 1.14 1.15 1.16	Elect Director David Simon  Voter Rationale: Nominees who also set external directorship to ensure they had company situations requiring substantial Elect Director Lynn Swann  Elect Director Patrick Toomey  Elect Director James Zelter  Advisory Vote to Ratify Named Executive Officers' Compensation  Voter Rationale: Incentive awards to expressed to the standard of the standard strong performance and drive standards.	Mgmt  Ive as executive office  Ive as executive office  Ive sufficient time and  Ive amounts of time.  Mgmt  Mgmt	For  For  For  For  For  For  For  For	For Against  Fare expected to hold no more than one properly, particularly during unexpected  For For For Against  ust and stretching performance targets to me. Variable remuneration should not performance and demonstrate shareholder		

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.

#### **Arafura Rare Earths Limited**

Meeting Date: 10/19/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: ARU

Primary ISIN: AU000000ARU5

Primary SEDOL: 6711726

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive sused to incentivise long-term performation increases should be linked to material remuneration committee should consider in retaining executives and ensuring the	shareholder value ovence and should not a changes in the busin der deferring a propo nat the annual and lo ed against historic pe	er a sufficiently long period of be allowed to vest within 3 ye ess or in the role and respons rtion of the annual cash bonu ng-term performance objectiv rformance targets. The board	s into shares which would be more effective les are aligned. The remuneration report does I should articulate how bonus payments		
2	Elect Mark Southey 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.					
3	Elect Chris Tonkin as Director	Mgmt	For	Against		
	Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness.					
4	Elect Cathy Moises as Director	Mgmt	For	Against		
	Voter Rationale: Directors are expected to discharge their role properly, particular			ensure they have sufficient time and energy ing substantial amounts of time.		
5	Approve Issuance of Securities Under Incentive Plan	Mgmt	For	Against		
		shareholder value ove	er a sufficiently long period of	obust and stretching performance targets to time. Share options should not be granted d management accountable.		

#### **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 **Meeting Type:** Annual

Ticker: ARF

Primary ISIN: AU000000ARF6

Primary SEDOL: B99K263

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans.			
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 **Meeting Type:** Annual

Ticker: APN

Primary ISIN: ZAE000066692

**Primary SEDOL:** B09C0Z1

Propo Numb	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
	minimum expectation is that women shou incorporation to call for re-election of all a accountable. In recent years, this is not the Due to ongoing concerns regarding decision re-election to the board. Companies that it	ld comprise at least 27% lirectors, including exect ne first time that we hav ons taken by the remun received high levels of d	ease gender diversity on the board. In develong the board. The company should amend in the directors, on a regular basis. We are hold the been unable to support a pay related proposeration committee chair, we are not inclined the issent on remuneration-related proposals show the next annual report how the company to the company the company that the next annual report how the next annual report how the next annual report how the company that the next annual report how the next annu	its memorandum of ding this director osal at the company. o support their uld engage with their
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
	Voter Rationale: Incentive awards to executive reward strong performance and drive shall		disclosed and include robust and stretching p	performance targets to
2	Approve Remuneration Implementation Report	Mgmt	For	Against
	reward strong performance and drive shall	reholder value over a su s should engage with the	disclosed and include robust and stretching p fficiently long period of time. Companies that eir key shareholders to understand the rationa dress shareholder concerns.	received high levels of
	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 rec justified by the company.	quest in excess of 10%	should be undertaken in exceptional circums	tances only and be fully

# **Aspen Technology, Inc.**

Meeting Date: 12/14/2023

Country: USA

Meeting Type: Annual

Ticker: AZPN

Primary ISIN: US29109X1063

**Primary SEDOL:** BP2V812

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Patrick M. Antkowiak	Mgmt	For	For		
1b	Elect Director 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

Meeting Type: Annual

Ticker: ASX

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
	reward strong performance and drive sha under the short-term/long-term incentive expectations. Significant salary increases executive directors. The remuneration rep	reholder value over a su scheme(s) should be a should be linked to mat port does not articulate	disclosed and include robust and stretching pufficiently long period of time. Any increase in accompanied by a corresponding increase in peerial changes in the business or in the role and how executives performed against historic performance, as well as outlining forward-looking	the size of awards rformance d responsibilities of formance targets. The
4	Approve Grant of Performance Rights to Helen Lofthouse	Mgmt	For	Against
	reward strong performance and drive sha	reholder value over a si	disclosed and include robust and stretching pufficiently long period of time. Any increase in a companied by a corresponding increase in pe	the size of awards
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
	Voter Rationale: the board does not supp	ort his nomination.		
7	Approve the Spill Resolution	Mgmt	Against	Against
	Voter Rationale: 45 percent of directors w	vere appointed in the las	t two years	

# **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
	Voter Rationale: Companies should estate executives should be prohibited as it pot			stock by executives. Hedging activity by holder interest.
1b	Elect Director Michael Cannon-Brookes	Mgmt	For	Against
	Voter Rationale: We oppose dual class s to allow for equal voting rights among s		aired or enhanced voting rights.	The company should amend its structure
1c	Elect Director Scott Farquhar	Mgmt	For	Against
	Voter Rationale: We oppose dual class s to allow for equal voting rights among s		aired or enhanced voting rights.	The company should amend its structure
1d	Elect Director Heather M. Fernandez	Mgmt	For	For
1e	Elect Director Sasan Goodarzi	Mgmt	For	For

# **Atlassian Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1f	Elect Director Jay Parikh	Mgmt	For	For
	Voter Rationale: Companies should establi executives should be prohibited as it poten		on hedging of company stock by executives. ent alignment with shareholder interest.	Hedging activity by
1g	Elect Director Enrique Salem	Mgmt	For	For
1h	Elect Director Steven Sordello	Mgmt	For	For
<b>1</b> i	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
	Voter Rationale: Companies who have had bringing in a new auditing firm.	l the same auditor for a	period of over 10 years should consider a pla	n or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	event of a change of control. The annual l	bonus should be assesse	ould be time pro-rated and tested for performa ed using no less than two metrics. All exception creation in addition to and above that expect	onal awards should be
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		

# **AUB Group Limited**

Meeting Date: 11/02/2023

Country: Australia

Meeting Type: Annual

Ticker: AUB

Primary ISIN: AU000000AUB9

Primary SEDOL: B0MBNC3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive shall	reholder value over nst historic perform	r a sufficiently long period o nance targets. Theboard sho	ould articulate how bonus payments reflect
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
	Voter Rationale: Incentive awards to exect reward strong performance and drive shall under the short-term/long-term incentive expectations.	reholder value ovel	r a sufficiently long period o	
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 Meeting Type: Annual Ticker: AIA

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

Meeting Type: Annual

Ticker: AZJ

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

Meeting Type: Annual

Ticker: ABB

**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
	reward strong performance and drive shall linked to material changes in the business articulate how executives performed again	reholder value over a su s or in the role and responst historic performance	disclosed and include robust and stretching p officiently long period of time. Significant salar consibilities of executive directors. The remune targets. The board should articulate how born ets that underpin long-term incentive plans.	y increases should be ration report does not
2	Elect Adrian Fitzpatrick as Director	Mgmt	For	For
3	Elect Richard Dammery as Director	Mgmt	For	Against
	Voter Rationale: The Company should put minimum expectation is that women shou		rease gender diversity on the board. In develo % of the board.	ped markets, our
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
	reward strong performance and drive shar procedure which would enable it, should it	reholder value over a su it identify any facts of m other key managers whi	disclosed and include robust and stretching p ifficiently long period of time. The company sl anipulation of reported indicators or other bac ich were detrimental to the long-term interests baid to it.	hould put in place a d faith actions on the
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
	board should articulate how bonus pay	ments reflect prior y ne long-term incentivo criteria that reflect b	ear performance, as well a e plan is linked to a single both absolute and relative 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
		both absolute and	relative financial metrics	t. Companies should base vesting levels on rather than a single performance criterion, and
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

lumber	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
	Voter Rationale: Nominees who also serve external directorship to ensure they have s company situations requiring substantial a	sufficient time and ene	t publicly listed companies are expected to no rgy to discharge their roles properly, particula	
1k	external directorship to ensure they have s	sufficient time and ene		
	external directorship to ensure they have s company situations requiring substantial a	sufficient time and ene mounts of time.	rgy to discharge their roles properly, particula	rly during unexpected
1k 1l 2	external directorship to ensure they have s company situations requiring substantial a Elect Director Carlos A. Rodriguez	sufficient time and ene mounts of time. Mgmt Mgmt	rgy to discharge their roles properly, particula	rly during unexpected For
11	external directorship to ensure they have s company situations requiring substantial a Elect Director Carlos A. Rodriguez Elect Director Sandra S. Wijnberg Advisory Vote to Ratify Named Executive Officers' Compensation	sufficient time and ene mounts of time.  Mgmt  Mgmt  Mgmt  Mgmt  utives should be clearly	rgy to discharge their roles properly, particula  For  For  For  for  disclosed and include robust and stretching p	For For For
11	external directorship to ensure they have sompany situations requiring substantial at Elect Director Carlos A. Rodriguez Elect Director Sandra S. Wijnberg Advisory Vote to Ratify Named Executive Officers' Compensation  Voter Rationale: Incentive awards to executive	sufficient time and ene mounts of time.  Mgmt  Mgmt  Mgmt  Mgmt  utives should be clearly	rgy to discharge their roles properly, particula  For  For  For  for  disclosed and include robust and stretching p	For For For
11 2	external directorship to ensure they have sompany situations requiring substantial at Elect Director Carlos A. Rodriguez Elect Director Sandra S. Wijnberg Advisory Vote to Ratify Named Executive Officers' Compensation  Voter Rationale: Incentive awards to executive award strong performance and drive share	sufficient time and energenounts of time.  Mgmt  Mgmt  Mgmt  Mgmt  utives should be clearly reholder value over a su	For	For For For For For For For Derformance targets to

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.

## AutoZone, Inc.

Meeting Date: 12/20/2023

Country: USA

Meeting Type: Annual

Ticker: AZO

**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
	Voter Rationale: The nominee serves as N independence from the company and we		Chair and has long tenure. Long tenured direc Chairs to be independent.	tors could lack
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
	Voter Rationale: The nominee serves as R independence from the company and we		ee Chair and has long tenure. Long tenured di Chairs to be independent.	rectors could lack
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
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		a long period of time should consider a plan o	r tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
		reholder value over a s	y disclosed and include robust and stretching pufficiently long period of time. A larger percents a minimum good practice.	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		

## **Avantax, Inc.**

**Meeting Date:** 11/21/2023

Country: USA

Meeting Type: Special

Ticker: AVTA

**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

Meeting Type: Annual

Ticker: AVI

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
		the increase The fee	e Company is proposing a significant increase e structure is based on a set of criteria linked lex than shareholders would prefer.	
12	Approve Fees Payable to the Chairman of the Board	Mgmt	For	Against
		the increase The fee	e Company is proposing a significant increase e structure is based on a set of criteria linked lex than shareholders would prefer.	
13	Approve Fees Payable to the Members of the Remuneration, Nomination and Appointments Committee	Mgmt	For	Against
	Voter Rationale: A vote AGAINST these ite	ems is warranted: - Th	e Company is proposing a significant increase	in NED fee levels an

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.



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
		the increase The fee .	Company is proposing a significant increase in structure is based on a set of criteria linked to ex than shareholders would prefer.	
15	Approve Fees Payable to the Non-executive Members of the Social and Ethics Committee	Mgmt	For	Against
		the increase The fee .	Company is proposing a significant increase in structure is based on a set of criteria linked to ex than shareholders would prefer.	
16	Approve Fees Payable to the Chairman of the Remuneration, Nomination and Appointments Committee	Mgmt	For	Against
		the increase The fee .	Company is proposing a significant increase is structure is based on a set of criteria linked to ex than shareholders would prefer.	
17	Approve Fees Payable to the Chairman of the Audit and Risk Committee	Mgmt	For	Against
		the increase The fee .	Company is proposing a significant increase in structure is based on a set of criteria linked to ex than shareholders would prefer.	
18	Approve Fees Payable to the Chairman of the Social and Ethics Committee	Mgmt	For	Against
		the increase The fee .	Company is proposing a significant increase in structure is based on a set of criteria linked to ex than shareholders would prefer.	
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
			n remuneration-related proposals should enga in in the next annual report how the company	
34	Approve Implementation Report	Mgmt	For	Against
	addition to and above that expected of dir material changes in the business or in the	ectors as a normal part role and responsibilities should engage with the	performance and demonstrate shareholder was of their jobs. Significant salary increases shows of executive directors. Companies that receive ir key shareholders to understand the rational dress shareholder concerns.	uld be linked to ved high levels of

# **Avid Technology, Inc.**

**Meeting Date:** 11/02/2023 **Co.** 

Country: USA

Meeting Type: Special

Ticker: AVID

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

Meeting Type: Special

**Ticker:** 532215

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

Meeting Type: Special

Ticker: BANC

Primary ISIN: US05990K1060

Primary SEDOL: BCD47X4

1 Issue Shares in Connection with Merger Mgmt For 2 Amend Omnibus Stock Plan Mgmt For	For
2 Amend Omnibus Stock Plan Mgmt For	
	For
Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for event of a change of control. Incentive awards to executives should be clearly disclosed and include reperformance targets to reward strong performance and drive shareholder value over a sufficiently long	robust and stretching

For

4	Adjourn Meeting	Mgmt	For	For

Mgmt

### **Bank of Queensland Limited**

Amend Charter

Meeting Date: 12/05/2023

3

**Country:** Australia **Meeting Type:** Annual

Ticker: BOQ

Primary ISIN: AU000000BOQ8

Primary SEDOL: 6076243

For

# **Bank of Queensland Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Bruce Carter as Director	Mgmt	For	Against
		nominee is Chairm of th	ce, board and risk oversight with specific refer he Risk Committee and appears to have served he the board of 9 years.	
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive shar articulate how executives performed again prior year performance, as well as outlining plan is linked to a single performance targe	eholder value over a su st historic performance g forward-looking targe et. Companies should b	disclosed and include robust and stretching per fficiently long period of time. The remuneration targets. The board should articulate how bond ts that underpin long-term incentive plans. The ase vesting levels on multiple performance cri- mance criterion, and should stagger vesting to	n report does not us payments reflect ee long-term incentive teria that reflect both
4	Approve Grant of Executive Performance Rights to Patrick Allaway	Mgmt	For	Against
	reward strong performance and drive share	eholder value over a su	disclosed and include robust and stretching pe fficiently long period of time. Any increase in t companied by a corresponding increase in per	the size of awards
5	Approve Grant of Premium Priced Options to Patrick Allaway	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
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha articulate how executives performed again prior year performance, as well as outlinin	reholder value over a nst historic performa	a sufficiently long period of tim nce targets. The board should	e. The remuneration report does not articulate how bonus payments reflect
6	Approve Grant of FY23 Share Rights to Noel Meehan	Mgmt	For	For

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.

### **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

Meeting Type: Annual

Ticker: BEN

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	reward strong performance and drive sha linked to material changes in the business articulate how executives performed again	reholder value over a s s or in the role and resp nst historic performance	For visclosed and include robust and stretching pufficiently long period of time. Significant salationsibilities of executive directors. The remunder targets. The board should articulate how boots that underpin long-term incentive plans.	ary increases should be eration report does not
4	Approve Grant of Performance Rights to Marnie Baker	Mgmt	For	Against
	reward strong performance and drive sha		v disclosed and include robust and stretching pufficiently long period of time.	benormance targets to
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: BRJTVC5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Howard W. Lutnick	Mgmt	For	Withhold

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.

# **BGC Group, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director David P. Richards	Mgmt	For	For
	Voter Rationale: Companies should establi executives should be prohibited as it poten		on hedging of company stock by executives. ent alignment with shareholder interest.	Hedging activity by
1.3	Elect Director Arthur U. Mbanefo	Mgmt	For	For
	Voter Rationale: Companies should establi executives should be prohibited as it poten		on hedging of company stock by executives. ent alignment with shareholder interest.	Hedging activity by
1.4	Elect Director Linda A. Bell	Mgmt	For	For
	Voter Rationale: Companies should establi executives should be prohibited as it poten		on hedging of company stock by executives. ent alignment with shareholder interest.	Hedging activity by
1.5	Elect Director William Addas	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have had bringing in a new auditing firm.	d the same auditor for a	period of over 10 years should consider a pla	n or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	share-based awards should be time pro-ra awards to executives should be clearly dis and drive shareholder value over a sufficie it, should it identify any facts of manipulat	nted and tested for perficiosed and include robuently long period of time tion of reported indicato vere detrimental to the	cash or other non-equity vehicles. On early to ormance, including in the event of a change of est and stretching performance targets to rewe or. The company should put in place a procedure is or other bad faith actions on the part of an elong-term interests of its shareholders, to ensign	f control. Incentive ard strong performance re which would enable y of its executive

# **Bill Holdings, Inc.**

Meeting Date: 12/07/2023

Country: USA

Meeting Type: Annual

Ticker: BILL

**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
1.3	to shareholder approval. Specifically	, the board failed to re	move, or subject to a sunset re	e shareholders' rights and should be subject equirement, the supermajority vote rd, each of which adversely impacts For
1.4	Elect Director Scott Wagner	Mgmt	For	Withhold
•••	Voter Rationale: Nominees who also	o serve as executive of have sufficient time a	ficers at publicly listed compani	ies are expected to hold no more than one les properly, particularly during unexpected
2	Ratify PricewaterhouseCoopers LLP Auditors	as 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
		riable remuneration sho	incentivise long-term performance and should ould not contain a significant overlap of metri At least 50% is a minimum good practice.	

## **Bio-Techne Corporation**

Meeting Date: 10/26/2023

Country: USA

Meeting Type: Annual

Ticker: TECH

Primary ISIN: US09073M1045

Primary SEDOL: BSHZ3Q0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Fix Number of Directors at Nine	Mgmt	For	For
2a	Elect Director Robert V. Baumgartner	Mgmt	For	Against
	Voter Rationale: The Company should put minimum expectation is that women shou			ne board. In developed markets, our
2b	Elect Director Julie L. Bushman	Mgmt	For	For
2c	Elect Director John L. Higgins	Mgmt	For	For
2d	Elect Director Joseph D. Keegan	Mgmt	For	For
2e	Elect Director Charles R. Kummeth	Mgmt	For	For
2f	Elect Director Roeland Nusse	Mgmt	For	For
2g	Elect Director Alpna Seth	Mgmt	For	For
2h	Elect Director Randolph Steer	Mgmt	For	For
2i	Elect Director Rupert Vessey	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: Variable remuneration sh delivered via cash or other non-equity vel should not be allowed to vest within 3 yea include robust and stretching performance period of time.	nicles. Long-term in Ars since the date (	ncentive awards should be used of grant. Incentive awards to exe	to incentivise long-term performance and ecutives should be clearly disclosed and
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequenc	V.	
5	Ratify KPMG, LLP as Auditors	Mamt	For	For

# **Boss Energy Limited**

Meeting Date: 11/20/2023

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

Primary ISIN: AU000000BOE4

Primary SEDOL: B1XLCQ6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	not be granted to non-executive director	lirectors as a norma is as this may comp sed to incentivise lo v increases should l e remuneration rep articulate how bonu	al part of their jobs. Variabi romise their independence ang-term performance and be linked to material chang port does not articulate how as payments reflect prior ye	le remuneration and equity incentives should e and ability to hold management accountable. should not be allowed to vest within 3 years les in the business or in the role and w executives performed against historic
2	Elect Bryn Jones as Director	Mgmt	For	Against
	Voter Rationale: The audit committee shimpartiality and effectiveness.	ould be fully indepe	endent and this director's n	nembership could hamper the committee's
3	Approve Employee Incentive Plan	Mgmt	None	Against
	Voter Rationale: Variable remuneration a compromise their independence and abil			non-executive directors as this may
4	Approve Issuance of Director Rights to Duncan Craib	Mgmt	For	Against
		areholder value ove	er a sufficiently long period	e robust and stretching performance targets to of time. Variable remuneration and equity heir independence and ability to hold

## **Bowlero Corp.**

Meeting Date: 12/12/2023

Country: USA

Meeting Type: Annual

Ticker: BOWL

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
	minimum expectation is that women shou incorporation should not erode shareholde remove, or subject to a reasonable sunset	eld comprise at least 279 ers' rights and should be t requirement, the supe	rease gender diversity on the board. In develow of the board. Changes in company bylaws of es subject to shareholder approval. Specifically, ormajority vote requirement to enact certain claws, each of which adversely impacts shareh	or articles of the board failed to hanges to the charter,
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
	Voter Rationale: We oppose dual class strato allow for equal voting rights among sha		r enhanced voting rights. The company shoul	d amend its structure
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 **Meeting Type:** Annual

Ticker: BXB

Primary ISIN: AU000000BXB1

Primary SEDOL: B1FJ0C0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
				ed against historic performance targets. The s outlining forward-looking targets that underpin
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

Meeting Type: Annual

Ticker: BRG

Primary ISIN: AU000000BRG2 Primary SEDOL: 6158709

### **Breville Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	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.					
3a	Elect Tim Antonie as Director	Mgmt	For	For		
	Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.					
3b	Elect Dean Howell as Director	Mgmt	For	Against		
	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness.					
3c	Elect Tuula Rytila as Director	Mgmt	For	For		

#### **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	Mamt	For	Against

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

#### **Brickworks Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Grant of Performance Rights to Lindsay Partridge	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha	,	disclosed and include robust and stretching pufficiently long period of time.	performance targets to
<del>4</del> a	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.**

bringing in a new auditing firm.

Meeting Date: 11/09/2023 Country: USA Ticker: BR

Meeting Type: Annual

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. Duelks	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
		eholder value ove and should not b	r a sufficiently long period o e allowed to vest within 3 y	
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	on pay frequency	у.	
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

## C3.ai, Inc.

Meeting Date: 10/04/2023

Country: USA

Meeting Type: Annual

Ticker: AI

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
	minimum expectation is that women sho	ould comprise at lea Iders' rights and sho nent, the supermajo	est 27% of the board. Ch ould be subject to shareh rity vote requirement to	nolder approval. Specifically, the board failed to enact certain changes to the governing
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
	to shareholder approval. Specifically, the	e board failed to ren	nove, or subject to a sur	erode shareholders' rights and should be subject iset requirement, the supermajority vote d board, each of which adversely impacts
2	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	Against
	executive directors. Incentive awards to to reward strong performance and drive clearly linked to performance and demo normal part of their jobs. A larger perce minimum good practice. The company s manipulation of reported indicators or o	executives should L shareholder value of nstrate shareholder ontage of the equity should put in place a ther bad faith action	be clearly disclosed and a over a sufficiently long p value creation in additio awards should be tied to a procedure which would as on the part of any of a	the business or in the role and responsibilities of include robust and stretching performance targets veriod of time. All exceptional awards should be on to and above that expected of directors as a performance conditions. At least 50% is a lenable it, should it identify any facts of its executive directors and other key managers any funds wrongfully obtained in such manner
3	Amend Omnibus Stock Plan	Mgmt	For	Against
	incentive strategy and is not aligned wit Share options should not be granted to management accountable. On early teri including in the event of a change of co stretching performance targets to rewal plan could lead to excessive dilution. A is a minimum good practice. The compa manipulation of reported indicators or o	th the interests of sh non-executive direc mination, all share-b ntrol. Incentive awa d strong performan larger percentage of any should put in pla ther bad faith action	nareholders. Plan renewa tors as this may compro pased awards should be to profect to executives should ce and drive shareholder f the equity awards shou ace a procedure which w as on the part of any of i	r price has fallen undermines any employee al should be subject to shareholder approval. mise their independence and ability to hold time pro-rated and tested for performance, I be clearly disclosed and include robust and revalue over a sufficiently long period of time. This lid be tied to performance conditions. At least 50% ould enable it, should it identify any facts of its executive directors and other key managers any funds wrongfully obtained in such manner
4	Ratify Deloitte & Touche LLP as Auditor	s Mgmt	For	For

### **CACI International Inc**

Meeting Date: 10/19/2023 Country: USA

Meeting Type: Annual

Ticker: CACI

Primary ISIN: US1271903049 Primary SEDOL: 2159267

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael A. Daniels	Mgmt	For	For
	Voter Rationale: Companies should estab executives should be prohibited as it pote		licy on hedging of company stock by executive ment alignment with shareholder interest.	s. Hedging activity by
1b	Elect Director Lisa S. Disbrow	Mgmt	For	For
	Voter Rationale: Companies should estab executives should be prohibited as it pote		licy on hedging of company stock by executive ment alignment with shareholder interest.	s. Hedging activity by
1c	Elect Director Susan M. Gordon	Mgmt	For	For
1d	Elect Director William L. Jews	Mgmt	For	For
	Voter Rationale: Companies should estab executives should be prohibited as it pote		licy on hedging of company stock by executive ment alignment with shareholder interest.	s. Hedging activity by
1e	Elect Director Gregory G. Johnson	Mgmt	For	Against
	independence from the company and we	expect key committee recutives. Hedging act	Chair and has long tenure. Long tenured direc Chairs to be independent. Companies should ivity by executives should be prohibited as it p	establish and disclose a
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
	Voter Rationale: Companies should estab executives should be prohibited as it pote		licy on hedging of company stock by executive ment alignment with shareholder interest.	s. Hedging activity by
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
	shareholder approval. Variable remunerati	ion should not contain bust and stretching pe	ar's pay. Larger severance packages should be a significant overlap of metrics. Incentive awa erformance targets to reward strong performan	ords to executives
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

### **Calix Limited**

**Meeting Date:** 11/16/2023

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

**Primary ISIN:** AU0000017840

Primary SEDOL: BD3DLF8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive used to incentivise long-term perform increases should be linked to material should put in place a procedure which faith actions on the part of any of its its shareholders, to ensure that any fuarticulate how executives performed a prior year performance, as well as out	shareholder value o ance and should not changes in the busi would enable it, sh executive directors a funds wrongfully obta gainst historic perfo dining forward-lookin oproportion of the a	ver a sufficiently long period t be allowed to vest within 3 iness or in the role and respo ould it identify any facts of n ind other key managers whic nined in such manner are rep ormance targets. The board s ing targets that underpin long innual cash bonus into share.	e robust and stretching performance targets to of time. Long-term incentive awards should be years since the date of grant. Significant salary possibilities of executive directors. The company panaipulation of reported indicators or other bad when the were detrimental to the long-term interests of aid to it. The remuneration report does not should articulate how bonus payments reflect greaterm incentive plans. The remuneration is which would be more effective in retaining gned.
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

Meeting Type: Annual

Ticker: CPB

**Primary ISIN:** US1344291091

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 Text	Proponent	Mgmt Rec	Vote Instruction
Elect Director Archbold D. van Beuren	Mgmt	For	Against
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
		for a long period of time should	consider a plan or tender process for
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
Voter Rationale: We support an annual sa	y on pay frequenc	y.	
Report on 2025 Cage-Free Egg Goal	SH	Against	Against
			information to determine whether
Report on Climate Risk in Retirement	SH	Against	Against
	Elect Director Archbold D. van Beuren  Voter Rationale: The nominee is a former independent and this director's members!  Ratify PricewaterhouseCoopers LLP as Auditors  Voter Rationale: Companies that have habringing in a new auditing firm, ideally even an animal security officers' Compensation  Voter Rationale: The remuneration communerformance. Severance payments should shareholder approval.  Advisory Vote on Say on Pay Frequency  Voter Rationale: We support an annual search and search an	Elect Director Archbold D. van Beuren Mgmt  Voter Rationale: The nominee is a former executive and conindependent and this director's membership could hamper to the Ratify PricewaterhouseCoopers LLP as Mgmt Auditors  Voter Rationale: Companies that have had the same auditor bringing in a new auditing firm, ideally every 10 years.  Advisory Vote to Ratify Named Executive Mgmt Officers' Compensation  Voter Rationale: The remuneration committee should not all performance. Severance payments should not exceed two y shareholder approval.  Advisory Vote on Say on Pay Frequency Mgmt  Voter Rationale: We support an annual say on pay frequence Report on 2025 Cage-Free Egg Goal SH  Voter Rationale: At this time, we believe the company's current street and continued to the same auditor bringing in a new auditor bringing in	Elect Director Archbold D. van Beuren Mgmt For  Voter Rationale: The nominee is a former executive and considered to be non-independent. independent and this director's membership could hamper the committee's impartiality and examples and the same auditors.  Ratify PricewaterhouseCoopers LLP as Mgmt For Auditors  Voter Rationale: Companies that have had the same auditor for a long period of time should bringing in a new auditing firm, ideally every 10 years.  Advisory Vote to Ratify Named Executive Mgmt For Officers' Compensation  Voter Rationale: The remuneration committee should not allow vesting of incentive awards for performance. Severance payments should not exceed two years pay. Larger severance pack shareholder approval.  Advisory Vote on Say on Pay Frequency Mgmt One Year  Voter Rationale: We support an annual say on pay frequency.

## **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

Meeting Type: Annual

Ticker: CMM

Primary ISIN: AU000000CMM9 Primary SEDOL: BDD98W2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
		n for the company'	s market capitalization. As there	year under review, we note that the base is no pay for performance disconnect t at
2	Elect Mark Okeby as Director	Mgmt	For	For
	Voter Rationale: In the context of increa members who have a good and recent place a policy to increase gender divers	understanding of this ity on the board. In	ne accounting rules and of the an	udit process. The Company should put in um expectation is that women should
3	comprise at least 27% of the board. Givelet Comprise at least 27% of the board. Given 27% of the board 27% of the board. Given 27% of the board 27% of the b	,	,	his matter under review. For
3	comprise at least 27% of the board. Give Elect Jillian Irvin as Director  Approve Re-adoption of Performance Rights Plan	Mgmt Mgmt	stes to the board, we will keep t For For	
3	Elect Jillian Irvin as Director  Approve Re-adoption of Performance	Mgmt Mgmt and equity incentivility to hold manag	For For es should not be granted to non	For For n-executive directors as this may
3 4 5	Elect Jillian Irvin as Director  Approve Re-adoption of Performance Rights Plan  Voter Rationale: Variable remuneration compromise their independence and ab	Mgmt Mgmt and equity incentivility to hold manag	For For es should not be granted to non	For For n-executive directors as this may

### **Carsales.Com Limited**

**Meeting Date:** 10/27/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: CAR

Primary ISIN: AU000000CAR3

Primary SEDOL: BW0BGZ3

#### **Carsales.Com Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sha linked to material changes in the business	reholder value over a s or in the role and re nst historic performa	a sufficiently long perio esponsibilities of execu nce targets. The board	de robust and stretching performance targets to do of time. Significant salary increases should be tive directors. The remuneration report does not d should articulate how bonus payments reflect ng-term incentive plans.
3a	Elect Patrick O'Sullivan as Director	Mgmt	For	Against
	to discharge their role properly, particular should appoint a Lead Independent Direct	ly during unexpected tor to establish appro e Chairman, and act o	l company situations re opriate checks and bala as a point of contact fo	and ensure they have sufficient time and energy equiring substantial amounts of time. The board ances on the Board, support the Chairman, or shareholders, non-executive directors and man are considered inappropriate.
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
		reholder value over a	a sufficiently long perio	de robust and stretching performance targets to ad of time. Any increase in the size of awards rresponding increase in performance
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

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

## **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

Meeting Type: Annual

Ticker: CNI

Primary ISIN: AU000000CNI5

Primary SEDOL: 6518745

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	None	Against
	target. Companies should base vesting I	evels on multiple pe on, and should stagg s performed agains	erformance criteria that reflect L ger vesting to reward progressiv t historic performance targets.	
3	Elect Kristie Brown as Director	Mgmt	For	For
<del>4</del> a	Approve Grant of Tranche 11 Performance Rights to John McBain	Mgmt	For	For
	Voter Rationale: The long-term incentive multiple performance criteria that reflect should stagger vesting to reward progre	t both absolute and	relative financial metrics rather	npanies should base vesting levels on than a single performance criterion, and
4b	Approve Grant of Tranche 11 Performance Rights to Jason Huljich	Mgmt	For	For
	Performance Rights to Jason Huljich  Voter Rationale: The long-term incentive multiple performance criteria that reflect should stagger vesting to reward progre	t both absolute and	relative financial metrics rather	

## **Chalice Mining Limited**

**Meeting Date:** 11/23/2023

Country: Australia

Meeting Type: Annual

Ticker: CHN

Primary ISIN: AU000000CHN7

Primary SEDOL: B0ZGW28

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

# **Chalice Mining Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	addition to and above that expected of d deferring a proportion of the annual cash the annual and long-term performance o should it identify any facts of manipulatio directors and other key managers which wrongfully obtained in such manner are i	irectors as a normal pain bonus into shares which bjectives are aligned. The on of reported indicators were detrimental to the repaid to it. The remund should articulate how be	to performance and demonstrate shareholder of their jobs. The remuneration committee is the would be more effective in retaining execusive company should put in place a procedure is or other bad faith actions on the part of any long-term interests of its shareholders, to enteration report does not articulate how executions payments reflect prior year performance.	should consider tives and ensuring that which would enable it, of its executive Isure that any funds wes performed against
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
	reward strong performance and drive sha periods or allow re-testing of performance incentive plan is linked to a single perform reflect both absolute and relative financia progressively better performance. The re-	areholder value over a s te targets because this v mance target. Compania al metrics rather than a muneration report does rticulate how bonus pa	y disclosed and include robust and stretching pufficiently long period of time. Companies showeakens the effectiveness of incentive schemes should base vesting levels on multiple perfosingle performance criterion, and should stages not articulate how executives performed agasyments reflect prior year performance, as wellowed.	ould not extend vesting es. The long-term ormance criteria that ger vesting to reward inst historic
4	Approve Grant of Hurdled Performance Share Rights to Nicolas Hamilton	Mgmt	For	Against
	effectiveness of incentive schemes. Incentive	ntive awards to executiv	r allow re-testing of performance targets beca ves should be clearly disclosed and include rob areholder value over a sufficiently long period	oust and stretching
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	Mgmt	For	For

### **Charter Hall Group**

Meeting Date: 11/16/2023

Country: Australia

Meeting Type: Annual

Ticker: CHC

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

Meeting Type: Annual

Ticker: CLW

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

Meeting Type: Annual

Ticker: CQR

Primary ISIN: AU000000CQR9

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

Meeting Type: Special

Ticker: CCF

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

Meeting Type: Extraordinary Shareholders

Ticker: 2601

Primary ISIN: CNE1000009Q7

Primary SEDOL: B2Q5H56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt		
1	Approve High-Quality Development Plan for the Year 2023-2025	Mgmt	For	Against
	to shareholders as well as clear delineation or its key committees. As such, the Party	n of the roles, responsi Organization may be gr	ed to have adequately provided for accountab bilities and authorities between the Party Org anted legitimate authority to assert undue in I objectivity in decision making and exposing	anization and the board fluence over the board
2	Elect Chin Hung I David as Director	Mgmt	For	For
	support the Chairman, ensure orderly suc	ccession process for the	Director to establish appropriate checks and be Chairman, and act as a point of contact for s Innels of communication through the board Ch	shareholders,

### **Cintas Corporation**

**Meeting Date:** 10/24/2023

Country: USA

Meeting Type: Annual

Ticker: CTAS

**Primary ISIN:** US1729081059

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

# **Cintas Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Voter Rationale: The nominee serves as F independence from the company and we			re. Long tenured directors could lack
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
	Voter Rationale: The nominee is a former independent and this director's membersh			
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
	Voter Rationale: The Company should put minimum expectation is that women shou expectations. In particular, we note the co serious long-term risk that can impact sha relation to climate change.	ld comprise at lea Impany has failed	st 27% of the board. Company for to set interim reduction targets.	ails to meet our Net Zero Model Climate change presents an ongoing and
1i	Elect Director Todd M. Schneider	Mgmt	For	For
1j	Elect Director Ronald W. Tysoe	Mgmt	For	For
2	Voter Rationale: The nominee serves as A from the company and we expect key com  Advisory Vote to Ratify Named Executive Officers' Compensation	nmittee Chairs to l		enured directors could lack independenc For
	Voter Rationale: Long-term incentive awar within 3 years since the date of grant. Var			
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequenc	у.	
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally even		r for a long period of time should	consider a plan or tender process for
5	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	SH	Against	For
	Voter Rationale: The company should disc increase transparency and aid shareholder capital material risks and opportunities.			
6	Adopt Near and Long-Term Science-Based GHG Emissions Reduction Targets Aligned with Paris Agreement Goal	SH	Against	Against
	Voter Rationale: We are supportive of requestion does not directly circumvent material To meet the ambition of the Paris Agreemenexus between their climate aspirations all reduction targets. Current disclosure does	anagement discre ent and avoid mas nd business strate	tion or seek to entirely redefine th ssive risk to shareholder value, co gy via disclosure of credible Pari	ne company's existing business strategy. orporations should demonstrate the is- or 1.5 degree-aligned emissions

# Cisco Systems, Inc.

Meeting Date: 12/06/2023

Country: USA

Meeting Type: Annual

Ticker: CSCO

Primary ISIN: US17275R1023

roposal lumber	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
	Voter Rationale: The nominee serves a independence from the company and v			ong tenured directors could lack
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
	Voter Rationale: On early termination, a event of a change of control. Long-term allowed to vest within 3 years since the	n incentive awards sh		
3	event of a change of control. Long-term allowed to vest within 3 years since the Advisory Vote to Ratify Named Executi Officers' Compensation  Voter Rationale: Retention or recruitme performance targets to reward strong performation, all share-based awards should be control. Long-term incentive awards should be control.	n incentive awards she date of grant.  ve Mgmt  ent awards to executive formance and drive ould be time pro-rate	ould be used to incentivise long-t For res should be clearly disclosed are shareholder value over a sufficient and tested for performance, inc	For and include robust and stretching ently long period of time. On early
3	event of a change of control. Long-term allowed to vest within 3 years since the Advisory Vote to Ratify Named Executi Officers' Compensation  Voter Rationale: Retention or recruitme performance targets to reward strong performation, all share-based awards sh	n incentive awards she date of grant.  The Mgmt  The Mgmt awards to executive performance and drive ould be time pro-rate ould be used to incerting the mgmt.	For  res should be clearly disclosed are shareholder value over a sufficied and tested for performance, incitivise long-term performance and	For and include robust and stretching ently long period of time. On early luding in the event of a change of
	event of a change of control. Long-term allowed to vest within 3 years since the Advisory Vote to Ratify Named Execution Officers' Compensation  Voter Rationale: Retention or recruitment performance targets to reward strong petermination, all share-based awards should be control. Long-term incentive awards should be years since the date of grant.  Advisory Vote on Say on Pay Frequence Voter Rationale: We support an annual	n incentive awards she date of grant.  The Mgmt  The Mgmt awards to executive performance and drive ould be time pro-rate ould be used to incerting the mgmt.	For  res should be clearly disclosed are shareholder value over a sufficied and tested for performance, incitivise long-term performance and	For For and include robust and stretching ently long period of time. On early luding in the event of a change of a should not be allowed to vest within 3
	Advisory Vote to Ratify Named Execution Officers' Compensation  Voter Rationale: Retention or recruitmen performance targets to reward strong petermination, all share-based awards should control. Long-term incentive awards should be awards should be awards of the date of grant.  Advisory Vote on Say on Pay Frequence.	n incentive awards she date of grant.  The Mgmt  The Mgmt awards to executive performance and drive ould be time pro-rate ould be used to incerting the mgmt.	For  res should be clearly disclosed are shareholder value over a sufficied and tested for performance, incitivise long-term performance and	For For and include robust and stretching ently long period of time. On early luding in the event of a change of a should not be allowed to vest within 3
4	event of a change of control. Long-term allowed to vest within 3 years since the Advisory Vote to Ratify Named Execution Officers' Compensation  Voter Rationale: Retention or recruitment performance targets to reward strong petermination, all share-based awards shoutrol. Long-term incentive awards shoutrol. Long-term incentive awards shoutrol. Long-term incentive awards shoutrol.  Advisory Vote on Say on Pay Frequence Voter Rationale: We support an annual Ratify PricewaterhouseCoopers LLP as	n incentive awards she date of grant.  ve Mgmt  ent awards to executive performance and drive ould be time pro-rate ould be used to incert  y Mgmt  say on pay frequency  Mgmt  had the same auditor	For  yes should be clearly disclosed and a shareholder value over a sufficient dand tested for performance, including long-term performance and the state of the	For  for include robust and stretching ently long period of time. On early luding in the event of a change of a should not be allowed to vest within 3  One Year

## **Cleanaway Waste Management Limited**

Meeting Date: 10/20/2023

Country: Australia
Meeting Type: Annual

Ticker: CWY

Primary ISIN: AU000000CWY3

Primary SEDOL: BYQ8KW7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report board should articulate how bonus payme long-term incentive plans.			gainst historic performance targets. The tlining forward-looking targets that underpin
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

Meeting Type: Annual

Ticker: CUV

Primary ISIN: AU000000CUV3

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	executive directors. The remuneration board should articulate how bonus pa underpin long-term incentive plans. T into shares which would be more effe	n report does not artic yments reflect prior y he remuneration com ctive in retaining exec	culate how executives performed year performance, as well as out nmittee should consider deferring cutives and ensuring that the an	a proportion of the annual cash bonus nual and long-term performance objectives
	are aligned. Incentive awards to executive reward strong performance	utives snouia de cieai	riy aisciosea ana incluae rodust a	and stretching performance targets to
2	_	<i>utives snoula be cleal</i> Mgmt	riy disclosed and include robust a	and stretching performance targets to  Against
2	reward strong performance  Elect Willem Blijdorp as Director	Mgmt is not the first time tha	For at we have been unable to suppo	Against ort a pay related proposal at the company.

#### **Clinuvel Pharmaceuticals Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Performance Rights 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. 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.

#### **Cochlear Limited**

Meeting Date: 10/17/2023 C

Country: Australia

Meeting Type: Annual

Ticker: COH

Primary ISIN: AU000000COH5

Primary SEDOL: 6211798

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Approve Financial Statements and Reports of the Directors and Auditors	Mgmt	For	For	
2.1	Approve Remuneration Report	Mgmt	For	For	
	Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.				
3.1	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 **Meeting Type:** Annual

Ticker: CDA

Primary ISIN: AU000000CDA3

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

#### **Codan Limited**

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: 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.

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

Meeting Type: Annual

Ticker: COHR

Primary ISIN: US19247G1076 Primary SEDOL: BNG8Z81

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Joseph J. Corasanti	Mgmt	For	Against
	Voter Rationale: The nominee serves as A from the company and we expect key con			tenured directors could lack independence
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
	Voter Rationale: The remuneration comming performance. Severance payments should shareholder approval. Significant salary in responsibilities of executive directors. A la 50% is a minimum good practice.	' not exceed two ye creases should be	ears pay. Larger severance paci linked to material changes in ti	kages should be subject to a separate he business or in the role and
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency	<u>'</u>	

## **Coherent Corp.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4	Amend Omnibus Stock Plan	Mgmt	For	Against		
	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.					
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For		
6	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies who have had bringing in a new auditing firm.	d the same auditor for a	period of over 10 years should consider a pla	n or tender process for		

## **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
	reward strong performance and drive sha clearly linked to performance and demon normal part of their jobs. Significant sala responsibilities of executive directors.	strate shareholder va	alue creation in addition to and	d above that expected of directors as a
4	Approve Short-term Incentive Grant of STI Shares to Leah Weckert	Mgmt	For	For
5	Approve Long-term Incentive Grant of	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.

#### **Commonwealth Bank of Australia**

**Meeting Date:** 10/11/2023

**Country:** Australia

Meeting Type: Annual

Ticker: CBA

Primary ISIN: AU000000CBA7

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		
	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 Restricted Share Units and Performance Rights to Matt Comyn	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.					

## **Computershare Limited**

Meeting Date: 11/15/2023

Country: Australia

Meeting Type: Annual

Ticker: CPU

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	
	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.				
5	Approve LTI Grant to Stuart Irving	Mgmt	For	For	

## **Contact Energy Limited**

Meeting Date: 11/15/2023

Country: New Zealand

Meeting Type: Annual

Ticker: CEN

Primary ISIN: NZCENE0001S6

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		
	Voter Rationale: The average board ten- board refreshment and succession plant			t average, raising concerns regarding		
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		
		e market average, r e nominee serves a	aising concerns regarding board s Audit Committee Chair and ha			
1.5	Elect Director Daniel J. Englander	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. 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.					
1.6	Elect Director James E. Meeks	Mgmt	For	Against		
	Voter Rationale: The average board tend board refreshment and succession plant considered to be non-independent.					
1.7	Elect Director Thomas N. Tryforos	Mgmt	For	For		
1.8	Elect Director Diane M. Morefield	Mgmt	For	Against		
	Voter Rationale: The Company should p minimum expectation is that women sho significantly exceeds the market average director responsible.	ould comprise at lea	st 27% of the board. The avera			
	Floring' and a Charless Fisher	Mgmt	For	For		
1.9	Elect Director Stephen Fisher	riginic				
1.9 1.10	Elect Director Stephen Fisher  Elect Director Cherylyn Harley LeBon	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
	shareholders to understand the rationale for shareholder concerns. Retention or recruits	or opposition and explai ment awards to executiv	remuneration-related proposals should enga in in the next annual report how the company wes should be clearly disclosed and include ro eholder value over a sufficiently long period c	v intends to address bust and stretching
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	on pay frequency.		
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have had bringing in a new auditing firm.	the same auditor for a	period of over 10 years should consider a pla	n or tender process for

# **Corby Spirit and Wine Limited**

Meeting Date: 11/08/2023 Country: Canada Ticker: CSW.A

Meeting Type: Annual

**Primary ISIN:** CA2183491083 **Primary SEDOL:** BGFM9N8

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
		shareholders The au	ıdit committee should be fully ir.	The company should amend its structure independent and this director's membership
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
	could hamper the committee's impartia Remuneration Committee, which we ex impartiality and effectiveness. We are I long tenure. Long tenured directors co	nlity and effectivenes spect to be independ holding this director uld lack independend ingly complex interna	s. We are holding this director a dent, as non-independent direct accountable. The nominee serv ce from the company and we ex ational accounting standards, th	ors could hamper the committee's es as Nominating Committee Chair and has spect key committee Chairs to be ne audit committee benefits from members
1.8	Elect Director Helga Reidel	Mgmt	For	For
1.9	Elect Director Kate Thompson	Mgmt	For	Against
	Voter Rationale: We oppose dual class to allow for equal voting rights among		nired or enhanced voting rights.	The company should amend its structure
2	Approve KPMG LLP as Auditors and Authorize Board to Fix Their	Mgmt	For	For

#### **Core Lithium Ltd**

**Meeting Date:** 11/24/2023

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

Primary ISIN: AU000000CXO2

Primary SEDOL: B4XFS83

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive so used to incentivise long-term performan remuneration and equity incentives sho ability to hold management accountable role and responsibilities of executive dir any facts of manipulation of reported in managers which were detrimental to th manner are repaid to it. The remunerat The board should articulate how bonus underpin long-term incentive plans. The	hareholder value ove nce and should not be ould not be granted to esectors. The compan, dicators or other ba- ne long-term interests tion report does not of payments reflect pro- eremuneration comi	or a sufficiently long period of ting the allowed to vest within 3 years to non-executive directors as this increases should be linked to many to sold put in place a procedure of faith actions on the part of any to of its shareholders, to ensure to particulate how executives perform tor year performance, as well as mittee should consider deferring	may compromise their independence and terial changes in the business or in the e which would enable it, should it identify of its executive directors and other key that any funds wrongfully obtained in such med against historic performance targets. outlining forward-looking targets that
	are anginear			
2	Elect Gregory English as Director	Mgmt	For	Against
2	Elect Gregory English as Director  Voter Rationale: Nominees who also see external directorship to ensure they had company situations requiring substantial membership could hamper the committ accounting standards, the audit commit rules and of the audit process. The Commarkets, our minimum expectation is the we will keep this matter under review. It balances on the Board, support the Characteristics of the support the Characteristics.	rve as executive office ve sufficient time and all amounts of time. It is impartiality and the end of the end	ters at publicly listed companies of energy to discharge their roles of energy to discharge their roles of the audit committee should be fit effectiveness. In the context of embers who have a good and replace a policy to increase gender of the boar point a Lead Independent Directify succession process for the Chird where normal channels of comi	are expected to hold no more than one properly, particularly during unexpected ully independent and this director's increasingly complex international cent understanding of the accounting a diversity on the board. In developed to Given the recent updates to the board for to establish appropriate checks and pairman, and act as a point of contact for munication through the board Chairman
2	Elect Gregory English as Director  Voter Rationale: Nominees who also see external directorship to ensure they had company situations requiring substantic membership could hamper the committ accounting standards, the audit commit rules and of the audit process. The Commarkets, our minimum expectation is the we will keep this matter under review. It balances on the Board, support the Chashareholders, non-executive directors a	rve as executive office ve sufficient time and all amounts of time. It is impartiality and the end of the end	ters at publicly listed companies of energy to discharge their roles of energy to discharge their roles of the audit committee should be fit effectiveness. In the context of embers who have a good and replace a policy to increase gender of the boar point a Lead Independent Directify succession process for the Chird where normal channels of comi	are expected to hold no more than one properly, particularly during unexpected ully independent and this director's increasingly complex international cent understanding of the accounting a diversity on the board. In developed and Given the recent updates to the board, for to establish appropriate checks and pairman, and act as a point of contact for munication through the board Chairman

### **Corporate Travel Management Limited**

Meeting Date: 10/25/2023

Country: Australia

Meeting Type: Annual

Ticker: CTD

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			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

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

2a	Elect Jonathan (Jon) Brett as Director	Mgmt	For	For
2b	Elect Laura Ruffles as Director	Mgmt	For	For
3	Approve Omnibus Incentive Plan	Mamt	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 Mgmt For Laura Ruffles

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

#### **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		
	Voter Rationale: Directors are expected to board and fulfilling fiduciary duties.	attend all board r	meetings. Attendance is crucial t	or making valuable contributions to the		
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		
	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					
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		for a long period of time should	d consider a plan or tender process for		
	Report on Efforts to Reduce Plastic Use	SH	Against	Against		

management and the board are considering attendant material risks.

## **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		
	Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. In developed markets, our minimum expectation is that women should comprise at least 27% of the board.					
2	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year		
	Voter Rationale: We support an annual sa	y on pay frequency.				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For		

## **Cromwell Property Group**

**Meeting Date:** 11/01/2023

Country: Australia

Meeting Type: Annual

Ticker: CMW

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	
	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.				
	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

Meeting Type: Annual

Ticker: CSL

Primary ISIN: AU000000CSL8 Primary SEDOL: 6185495

#### **CSL Limited**

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					

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

executives and ensuring that the annual and long-term performance objectives are aligned.

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
	Voter Rationale: The Company should p minimum expectation is that women sho			y on the board. In developing markets, our
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
	Voter Rationale: The audit committee si independent.	hould be at least th	ree-fourths independent an	d companies should strive to make them fully
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

Meeting Type: Special

Ticker: 8984

**Primary ISIN:** JP3046390005

**Primary SEDOL:** B0Z6WY0

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	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

Meeting Type: Special

Ticker: 8986

**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

Meeting Type: Special

Ticker: DEG

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

Meeting Type: Annual

Ticker: DEG

Primary ISIN: AU000000DEG6

Primary SEDOL: 6534837

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

Voter Rationale: 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.

# **De Grey Mining Ltd**

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			
	members who have a good and recent ur first time that we have been unable to su taken by the remuneration committee cha place a policy to increase gender diversity	nderstanding of the acc apport a pay related pro air, we are not inclined on the board. In deve	ional accounting standards, the audit committ counting rules and of the audit process. In rec oposal at the company. Due to ongoing conce to support their re-election to the board. The eloped markets, our minimum expectation is to the board, we will keep this matter under re	ent years, this is not the rns regarding decisions Company should put in hat women should			
4	Elect Simon Lill as Director	Mgmt	For	Against			
	impartiality and effectiveness. Directors a	re expected to hold or	ent and this directors membership could hamp nly a small number of directorships and ensure ring unexpected company situations requiring	e they have sufficient			
5	Approve Issuance of Share Rights to Emma Scotney	Mgmt	For	For			
6	Approve Issuance of Performance Rights to Glenn Jardine	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. 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.						
7	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For			
8	Approve Employee Securities Incentive Plan	Mgmt	For	Against			
	Voter Rationale: Long-term incentive awards should be used to incentivise long-term performance and should not be allowed to vest within 3 years since the date of grant. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.						
9	Approve Potential Termination Benefits to Glenn Jardine	Mgmt	For	Against			
	Voter Rationale: Severance payments should not exceed one year's salary and benefits. Larger severance packages should be subject to a separate shareholder approval.						
10	Approve Potential Termination Benefits to Peter Canterbury	Mgmt	For	Against			
	Voter Rationale: Severance payments should not exceed one year's salary and benefits. Larger severance packages should be subject to a separate shareholder approval.						
11	Approve Potential Termination Benefits to Peter Holmes	Mgmt	For	Against			
	Voter Rationale: Severance payments sho to a separate shareholder approval.	ould not exceed one ye	ar's salary and benefits. Larger severance pac	kages should be subject			
12	Approve Potential Termination Benefits to Philip Tornatora	Mgmt	For	Against			
	Voter Rationale: Severance payments sho to a separate shareholder approval.	ould not exceed one ye	ar's salary and benefits. Larger severance pac	kages should be subject			
13	Approve Potential Termination Benefits to Craig Nelmes	Mgmt	For	Against			
	Voter Rationale: Severance payments sho to a separate shareholder approval.	ould not exceed one ye	ar's salary and benefits. Larger severance pac	kages should be subject			

### **Deterra Royalties Ltd.**

Meeting Date: 10/31/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: DRR

**Primary ISIN:** AU0000107484

Primary SEDOL: BJP5T05

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	addition to and above that expected of di	rectors as a normal part formance targets. The b	o performance and demonstrate shareholder v t of their jobs. The remuneration report does loard should articulate how bonus payments i derpin long-term incentive plans.	not articulate how
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 **Meeting Type:** Annual

Ticker: DXS

Primary ISIN: AU000000DXS1

Primary SEDOL: B033YN6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive shall		ly disclosed and include robust and stretching sufficiently long period of time.	performance targets to
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 **Meeting Type:** Annual

Ticker: DXI

**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

Meeting Type: Annual

Ticker: DMP

Primary ISIN: AU000000DMP0

Primary SEDOL: B07SFG7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Abstain
	,	port does not articu	ılate how executives perfor	e business or in the role and responsibilities of med against historic performance targets. The coutlining forward-looking targets that
2	Elect Grant Bryce Bourke as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sho impartiality and effectiveness.	ould be fully indepe	ndent and this director's m	nembership could hamper the committee's
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
	Voter Rationale: The quantum of the CEC	D's maximum LTI o <sub>l</sub>	pportunity remains excessi	ve relative to peer medians

## **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
	minimum expectation is that women show this matter under review. In the context of	ıld comprise at least 30 of increasingly complex	rease gender diversity on the board. In develows of the board. Given the recent updates to a international accounting standards, the audit e accounting rules and of the audit process.	the board, we will keep
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
	Voter Rationale: Incentive awards to exec	cutives should be clearly	disclosed and include robust and stretching p	performance targets to

## **Earthstone Energy, Inc.**

**Meeting Date:** 10/30/2023

Country: USA

Meeting Type: Special

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

Ticker: ESTE

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
			hough cash severance is double trigger and recelerate on a single-trigger basis and perform	
3	Adjourn Meeting	Mgmt	For	For

### easyJet Plc

Meeting Date: 12/19/2023

Country: United Kingdom

Meeting Type: Special

Ticker: EZJ

Primary ISIN: GB00B7KR2P84

Primary SEDOL: B7KR2P8

## easyJet Plc

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 Meeting Type: Annual Ticker: EBO

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
		es would further contrib	and NED fees are higher than New Zealand m ute to put NED fees at this company above m	
3	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For

### **Elastic N.V.**

Meeting Date: 10/05/2023

**Country:** Netherlands Meeting Type: Annual

Ticker: ESTC

**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
		e board's failure to rem	orporation should not erode shareholders' righ ove, or subject to a reasonable sunset require	
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
	performance targets to reward strong perf	ormance and drive sha	nould be clearly disclosed and include robust reholder value over a sufficiently long period o onditions. At least 50% is a minimum good pre	of time. A larger

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
	reward strong performance and drive sha clearly linked to performance and demons	reholder value ov strate shareholden ntive awards shou ant. Significant sa directors. The ren should articulate h	er a sufficiently long period of ti r value creation in addition to an ald be used to incentivise long-te alary increases should be linked nuneration report does not articu now bonus payments reflect prion	nd above that expected of directors as a erm performance and should not be allowed to material changes in the business or in ulate how executives performed 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 exec reward strong performance and drive sha			oust 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
	reward strong performance and drive shar clearly linked to performance and demons	reholder value over a su trate shareholder value itive awards should be u	disclosed and include robust and stretching p fficiently long period of time. All exceptional a creation in addition to and above that expect used to incentivise long-term performance and	nwards should be ed of directors as a
6	Approve Issuance of Securities Under Long-Term Incentive Plan	Mgmt	For	Against
	reward strong performance and drive share	disclosed and include robust and stretching p fficiently long period of time. Long-term incer wed to vest within 3 years since the date of g	ntive awards should be	
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		
	Voter Rationale: The board does not support his nomination					
4	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Incentive awards to exer reward strong performance and drive sha		y disclosed and include robust and stretching sufficiently long period of time.	performance targets to		
5	Approve Grant of Performance Share Rights to Steve Donohue	Mgmt	For	Against		
Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance target reward strong performance and drive shareholder value over a sufficiently long period of time.						
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

# **Energisa SA**

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

Meeting Type: Special

**Ticker:** 8892

**Primary ISIN:** JP3688330004

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		
	Voter Rationale: The Company should put in place a policy to increase gender diversity on the board. In developing markets, our minimum expectation is that women should comprise at least 13.5% of the board.					
2.2	Elect Director 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 Meeting Type: Annual Ticker: ET

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	
	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).				
1.3	Elect Director Christopher M. Colclough	Mgmt	For	Withhold	
Voter Rationale: The average board tenure at the company significantly exceeds the market average board refreshment and succession planning. We are holding this director responsible. The nomine Committee Chair and has long tenure. Long tenured directors could lack independence from the committee Chairs to be independent.				Remuneration	
1.4	Elect Director Thomas V. Pistor	Mgmt	For	For	
1.5	Elect Director Ian L. McWalter	Mgmt	For	Withhold	
	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.				
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

Meeting Type: Annual

Ticker: EVN

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 Text** 

Proposal Number

Mullibei	1 Toposui Text	Торонсис	Rec	Instruction				
	performance. Significant salary increase executive directors. The remuneration re board should articulate how bonus payn underpin long-term incentive plans. The of manipulation of reported indicators of which were detrimental to the long-tern are repaid to it. The remuneration comm	s should be linked to eport does not articu ments reflect prior ye company should pu r other bad faith act n interests of its sha mittee should conside	low vesting of incentive awards for substantial or material changes in the business or in the roulate how executives performed against history ar performance, as well as outlining forward it in place a procedure which would enable it, ions on the part of any of its executive directive	ole and responsibilities of ric performance targets. The -looking targets that . should it identify any facts ors and other key managers ly obtained in such manner bonus into shares which				
2	Elect Jacob (Jake) Klein as Director	Mgmt	For	For				
3	Elect Thomas (Tommy) McKeith as Director	Mgmt	For	Against				
	Voter Rationale: The Company should p minimum expectation is that women sho	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.						
4	Elect James (Jim) Askew as Director	Mgmt	For	For				
5	Elect Peter Smith as Director	Mgmt	For	For				
6	Approve Issuance of Performance Right to Jacob (Jake) Klein	s Mgmt	For	Against				
	performance. The company should put i reported indicators or other bad faith ac	in place a procedure tions on the part of	low vesting of incentive awards for substantia which would enable it, should it identify any any of its executive directors and other key no ensure that any funds wrongfully obtained in	facts of manipulation of managers which were				
7	Approve Issuance of Performance Right to Lawrence (Lawrie) Conway	s Mgmt	For	Against				
	performance. The company should put i reported indicators or other bad faith ac	low vesting of incentive awards for substantia which would enable it, should it identify any any of its executive directors and other key no ensure that any funds wrongfully obtained in	facts of manipulation of managers which were					
8	Approve Employee Share Option and Performance Rights Plan	Mgmt	For	Against				
	performance. The company should put i reported indicators or other bad faith ac	in place a procedure tions on the part of	ow vesting of incentive awards for substantia which would enable it, should it identify any any of its executive directors and other key no ensure that any funds wrongfully obtained in	facts of manipulation of managers which were				
EVT Lin	nited							
Meeting Date	: 10/20/2023 Country: Australia Meeting Type: An	nual	Ticker: EVT					
			Primary ISIN: AU000000EVT1	Primary SEDOL: BDG0N49				
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction				
2	Approve Remuneration Report	Mgmt	For	Against				
_	Approve Remaileration Report	riginic	. 01	/ igainisc				

Mgmt Rec

Proponent

Vote Instruction

#### **EVT Limited**

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

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

3	Elect Brett David Chenoweth as Director	Mgmt	For	For
4	Elect Valerie Anne Davies as Director	Mgmt	For	Against
		ation committee should	dent and this directors membership could han be majority independent and this directors m	
5	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For
6	Approve Issuance of Performance Rights to Jane Megan Hastings	Mgmt	For	For

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

#### **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		
	Voter Rationale: The average board te board refreshment and succession pla			rket average, raising concerns regarding		
2	Ratify PricewaterhouseCoopers ABAS Ltd. as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.					
3	Advisory Vote to Ratify Named Execut Officers' Compensation	ive Mgmt	For	Against		
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.					

#### **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

Meeting Type: Annual

Ticker: FDS

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
		reholder value over a s	or disclosed and include robust and stretching pufficiently long period of time. A larger percents a minimum good practice.	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	y on pay frequency.		

#### **FAST RETAILING CO., LTD.**

Meeting Date: 11/30/2023 Country: Japan

Meeting Type: Annual

Ticker: 9983

Primary ISIN: JP3802300008

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Yanai, Tadashi	Mgmt	For	Against		
	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.					
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		

# **FAST RETAILING CO., LTD.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.5	Elect Director Kathy Mitsuko Koll	Mgmt	For	Against		
	Voter Rationale: The board should estain objectivity.	blish one-third board	d independence to ensure ap	propriate balance of independence and		
1.6	Elect Director Kurumado, Joji	Mgmt	For	Against		
	Voter Rationale: The board should estate objectivity.	blish one-third board	d independence to ensure ap	propriate balance of independence and		
1.7	Elect Director Kyoya, Yutaka	Mgmt	For	Against		
	Voter Rationale: The board should estate objectivity.	blish one-third board	d independence to ensure ap	propriate balance of independence and		
1.8	Elect Director Okazaki, Takeshi	Mgmt	For	Against		
	Voter Rationale: The board should estar objectivity.	blish one-third board	d independence to ensure ap	propriate balance of independence and		
1.9	Elect Director Yanai, Kazumi	Mgmt	For	Against		
	Voter Rationale: The board should estate objectivity.	blish one-third board	d independence to ensure ap	propriate balance of independence and		
1.10	Elect Director Yanai, Koji	Mgmt	For	Against		
	Voter Rationale: The board should estar objectivity.	blish one-third board	d independence to ensure ap	propriate balance of independence and		
2.1	Appoint Statutory Auditor Mizusawa, Masumi	Mgmt	For	Against		
	Voter Rationale: The Kansayaku statuto directors to ensure a robust system of o			ndent and work closely with the independer		
2.2	Appoint Statutory Auditor Tanaka, Tomohiro	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.					

### **Ferguson Plc**

Ticker: FERG Meeting Date: 11/28/2023 Country: Jersey

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

# **Ferguson Plc**

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		
<b>1</b> g	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		
6	targets to reward strong performance and  Advisory Vote on Say on Pay Frequency		learly disclosed and include robust and stretce over a sufficiently long period of time.  One Year	One Year		
	Voter Rationale: We support an annual sag	y on pay frequency.				
7	Approve Omnibus Stock Plan	Mgmt	For	For		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.					
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

Meeting Type: Annual

**Ticker:** 7148

**Primary ISIN:** JP3166990006

Primary SEDOL: B54LCZ2

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

Meeting Type: Annual

Ticker: FSR

Primary ISIN: ZAE000066304

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
Voter Rationale: Companies that have had the same auditor for a period of over 10 years should consider a plan or tende bringing in a new auditing firm.				an or tender process for
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
	Advisory Endorsement	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	For
	Voter Rationale: While the policy allows for	or ex-gratia awards, the	company has not granted them since COVID.	
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

Meeting Type: Annual

Ticker: FBU

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

Meeting Type: Annual

Ticker: 3563

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

# **Fortescue Metals Group Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.				
2	Elect Andrew Forrest as Director	Mgmt	For	For	
	n-independent The board should hairman, ensure ctors and senior				
3	Elect Mark Barnaba as Director	Mgmt	For	Against	
	Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness.				
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

Elect Director Margaret "Peggy" L.

Johnson

Meeting Type: Annual

Ticker: FOXA

Primary ISIN: US35137L1052

Primary SEDOL: BJJMGL2

For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	to allow for equal voting rights among s	hareholders Nomine ernal directorship to e	es who also serve as exe ensure they have sufficien	Against  ights. The company should amend its structure ecutive officers at publicly listed companies are nt time and energy to discharge their roles ounts of time.	
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	

For

Mgmt

### **Fox Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1g	Elect Director Paul D. Ryan	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. Given the recent updates to the board, we will keep this matter under review.				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	
	Voter Rationale: While CEO pay appears of	eers, pay is aligned with performance at this t	time.		

### **Freedom Holding Corp.**

**Meeting Date:** 11/07/2023

Country: USA

Meeting Type: Annual

Ticker: FRHC

**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

Meeting Type: Annual

Ticker: FRPT

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	
	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.				
1.4	Elect Director David J. West	Mgmt	For	For	
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	
	Voter Rationale: Companies who ha bringing in a new auditing firm.	ve had the same audito	or for a period of over 10 y	vears should consider a plan or tender process for	

### Freshpet, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	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. 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.

### FuelCell Energy, Inc.

Meeting Date: 10/10/2023 Country: USA

Meeting Type: Special

Ticker: FCEL

**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

Meeting Type: Annual

Ticker: 6289

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
	Voter Rationale: The Kansayaku statutor directors to ensure a robust system of o	,	be three-fourths independent and work closely ntrol.	with the independent
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
	Voter Rationale: This plan does not effect		v to performance. The board should introduce	stretching performance

### **Global One Real Estate Investment Corp.**

Meeting Date: 12/14/2023

Country: Japan

Meeting Type: Special

Ticker: 8958

**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

Meeting Type: Annual

**Ticker:** 3769

**Primary ISIN:** JP3385890003

Primary SEDOL: B06CMQ9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 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
	Voter Rationale: The board should establish objectivity.	ish one-third board inde	ependence to ensure appropriate balance of in	dependence and
2.4	Elect Director Isozaki, Satoru	Mgmt	For	Against
	Voter Rationale: The board should establish objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
2.5	Elect Director Yasuda, Masashi	Mgmt	For	Against
	Voter Rationale: The board should establing objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
2.6	Elect Director Yamashita, Hirofumi	Mgmt	For	Against
	Voter Rationale: The board should establish objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
2.7	Elect Director Arai, Teruhiro	Mgmt	For	Against
	Voter Rationale: The board should establish objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
2.8	Elect Director Inagaki, Noriko	Mgmt	For	Against
	Voter Rationale: The board should establish objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
2.9	Elect Director Kawasaki, Yuki	Mgmt	For	Against
	Voter Rationale: The board should establish objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
2.10	Elect Director Shimahara, Takashi	Mgmt	For	Against
	Voter Rationale: The board should establing objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
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
	Voter Rationale: The board should establious objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
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

# **Goodman Group**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Appoint KPMG as Auditor of Goodman Logistics (HK) Limited	Mgmt	For	Against
	Voter Rationale: Companies that have habringing in a new auditing firm, ideally even		a long period of time should consider a plan or	tender process for
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
	responsive over several consecutive years	to shareholder concerr	TIP grants, remains a concern, we note the constant and made significant improvements to execute the company to continue to look critically and the critically and the continue to look critically and the critically and t	rutive compensation.
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 Ticke

Meeting Type: Annual

Ticker: GOZ

Primary ISIN: AU000000GOZ8 Primary SEDOL: B1Y9BC8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
	executive directors. The remuneration	n report does not arti	iculate how executives perfori	e business or in the role and responsibilities of med against historic performance targets. The outlining forward-looking targets that
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
	impartiality and effectiveness. Nominees	who also serve as exect nsure they have sufficie	nt and this directors membership could hampe utive officers at publicly listed companies are nt time and energy to discharge their roles pr unts of time.	expected to hold no
3c	Elect Michelle Tierney as Director	Mgmt	For	For
3d	Elect Norbert Sasse as Director	Mgmt	For	Against
		e sufficient time and ene	at publicly listed companies are expected to hergy to discharge their roles properly, particula	
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

TICKEL GWILL

Primary ISIN: US40171V1008 Primary SEDOL: B7JYSG3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Marcus S. Ryu	Mgmt	For	For
	Voter Rationale: The nominee is a former	executive and consider	red to be non-independent.	
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
	Voter Rationale: Companies who have had bringing in a new auditing firm.	d the same auditor for a	period of over 10 years should consider a pla	n or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Long-term incentive awar within 3 years since the date of grant.	rds should be used to in	centivise long-term performance and should I	not be allowed to vest
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	robust and stretching performance targets of time. Long-term incentive awards should	s to reward strong perfo ld be used to incentivise mination, all share-base	ive awards to executives should be clearly dis rmance and drive shareholder value over a su e long-term performance and should not be al ed awards should be time pro-rated and tested	ıfficiently long period llowed to vest within 3

### **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
	support the Chairman, ensure orderly	succession process	s for the Chairman, and act as	appropriate checks and balances on the Board, is a point of contact for shareholders, ion through the board Chairman are considered
2	Authorize Board to Fix Remuneration Liu Chung Mun	of 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

Meeting Type: Annual

Ticker: HRB

**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. Mends	Mgmt	For	Against
		sufficient time and ene	at publicly listed companies are expected to he ergy to discharge their roles properly, particula	
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
	Voter Rationale: Companies who have had bringing in a new auditing firm.	the same auditor for	a period of over 10 years should consider a pi	lan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha		y disclosed and include robust and stretching pufficiently long period of time.	performance targets to
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		

#### **Hafnia Ltd.**

Meeting Date: 11/06/2023

Country: Bermuda

Meeting Type: Special

Ticker: HAFNI

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 **Meeting Type:** Special Ticker: 665

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
	COURT-ORDERED MEETING	Mgmt		
1	Approve Scheme of Arrangement	Mgmt	For	For

#### **Hamamatsu Photonics KK**

Meeting Date: 12/22/2023

Country: Japan

Meeting Type: Annual

Ticker: 6965

Primary ISIN: JP3771800004

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	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
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	
	Voter Rationale: The board should esta objectivity.	blish one-third board	d independence to ensu	ure appropriate balance of independence and	
2.5	Elect Director Suzuki, Takayuki	Mgmt	For	Against	
	Voter Rationale: The board should esta objectivity.	blish one-third board	d independence to ensu	ure appropriate balance of independence and	
2.6	Elect Director Mori, Kazuhiko	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
2.7	Elect Director Koibuchi, Ken	Mgmt	For	Against	
	Voter Rationale: The board should esta objectivity.	blish one-third board	d independence to ensu	ure appropriate balance of independence and	
2.8	Elect Director 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
Meeting Type: Annual

Ticker: HSN

Primary ISIN: AU000000HSN3

Primary SEDOL: 6243252

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

Voter Rationale: Incentive awards to executives should be 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.

#### **Hansen Technologies Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect David Trude as Director	Mgmt	For	Against
	appropriate balance of independence and board. In developed markets, our minimur should move towards a three-committee s independent board committees that report committee(s). The board should appoint a support the Chairman, ensure orderly suc	objectivity. The Company expectation is that wastructure (audit, remunes annually on their activated Independent Direction process for the	clude at least 50% independent non-executive any should put in place a policy to increase ge omen should comprise at least 27% of the boa eration and nomination) in line with regional be ities. We hold this nominee responsible for the ector to establish appropriate checks and bala e Chairman, and act as a point of contact for sones of communication through the board Chairman.	nder diversity on the ard. The company ast practice, with a lack of key ances on the Board, shareholders,
3	Elect David Howell as Director	Mgmt	For	Against
			have been unable to support a pay related pro neration committee chair, we are not inclined t	
	Elect Don Rankin as Director	Mgmt	For	For
4				

#### **Harvey Norman Holdings Limited**

of Non-Executive Directors

Approve the Increase in Remuneration

Meeting Date: 11/29/2023 Country: Australia Ticker: HVN

Meeting Type: Annual

Primary ISIN: AU000000HVN7 Primary SEDOL: 6173508

For

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

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. 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 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.

# **Harvey Norman Holdings Limited**

**Proposal Text** 

Proposal Number

3	Elect Gerald Harvey 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. The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.						
4	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			
		both absolute and relat	le performance target. Companies should bas tive financial metrics rather than a single perf nce.				
7	Approve Grant of Performance Rights to Kay Lesley Page and Permit to Acquire Shares in the Company	Mgmt	For	For			
		both absolute and relat	le performance target. Companies should bas tive financial metrics rather than a single perf nce.				
8	Approve Grant of Performance Rights to Matthew David Ackery and Permit to Acquire Shares in the Company	Mgmt	For	For			
		both absolute and relat	le performance target. Companies should bas tive financial metrics rather than a single perf nce.				
9	Approve Grant of Performance Rights to John Evyn Slack-Smith and Permit to Acquire Shares in the Company	Mgmt	For	For			
		both absolute and relat	le performance target. Companies should bas tive financial metrics rather than a single perf nce.				
10	Approve Grant of Performance Rights to Chris Mentis and Permit to Acquire Shares in the Company	Mgmt	For	For			
		both absolute and relat	le performance target. Companies should bas tive financial metrics rather than a single perf nce.				
11	Approve Grant of Security Interest Over Certain Assets of the Company to Secure the Indemnity Obligation to Each Eligible Person		For	For			
Healius L	imited						

Mgmt Rec

Proponent

**Meeting Date:** 11/28/2023 Country: Australia Ticker: HLS

Meeting Type: Annual

**Primary ISIN:** AU0000033359 **Primary SEDOL:** BFZYRL1

Vote Instruction

#### **Healius Limited**

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

Meeting Type: Annual

Ticker: HMC

**Primary ISIN:** AU0000058943

Primary SEDOL: BJRBL61

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Abstain		
	Voter Rationale: Significant salary increas executive directors. The remuneration rep board should articulate how bonus payme underpin long-term incentive plans.	oort does not artic	ulate how executives performed	against historic performance targets. The		
2	Elect Susan Roberts as Director	Mgmt	For	For		
3	Elect Kelly O'Dwyer as Director	Mgmt	For	Against		
4	Voter Rationale: A non-independent direct non-independent directors could hamper  Approve Issuance of Performance Rights to David Di Pilla	the committees in				
	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 Employee Equity Plan	Mgmt	For	Against		
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha incentives should not be granted to non-e management accountable.	reholder value ove	er a sufficiently long period of tin	me. Variable remuneration and equity		
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

Meeting Type: Annual

Ticker: HUB

Primary ISIN: AU000000HUB4 Pri

Primary SEDOL: BD4T5X1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
		ort does not articul	ate how executives per	the business or in the role and responsibilities of formed against historic performance targets. The as outlining forward-looking targets that
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
	reward strong performance and drive shar procedure which would enable it, should it	reholder value over t identify any facts o other key managers	a sufficiently long perio of manipulation of repo which were detrimenta	ude robust and stretching performance targets to od of time. The company should put in place a orted indicators or other bad faith actions on the al to the long-term interests of its shareholders, to
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

Meeting Type: Annual

Ticker: IEL

Primary ISIN: AU000000IEL5 Prim

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

Meeting Type: Annual

Ticker: IGO

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
	Voter Rationale: Long-term incentive awar within 3 years since the date of grant.	ds should be used to in	centivise long-term performance and should	not be allowed to vest
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
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same auditor for a	period of over 10 years should consider a pla	an or tender process for

#### **IMDEX Limited**

Meeting Date: 10/19/2023

Country: Australia

Meeting Type: Annual

Ticker: IMD

Primary ISIN: AU000000IMD5

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

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.

#### **Impala Platinum Holdings Ltd.**

Meeting Date: 10/30/2023 Country: South Africa Ticker: IMP

Meeting Type: Annual

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.  Re-elect Boitumelo Koshane as Director Mgmt For For  Re-elect Preston Speckmann as Director Mgmt For For  Re-elect Dawn Earp as Member of the Mgmt For For Audit and Risk Committee Re-elect Ralph Havenstein as Member of the Audit and Risk Committee Re-elect Ralph Havenstein as Member of the Audit and Risk Committee Re-elect Preston Speckmann as Member of the Audit and Risk Committee Re-elect Preston Speckmann as Member of the Audit and Risk Committee Authorise Ratification of Approved Mgmt For For Resolutions Approve Remuneration Policy Mgmt For For Approve Remuneration Implementation Mgmt For For Approve Remuneration Implementation Mgmt For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported s fatalities during the year, five of which occurred at Impala operations, and one at a joint verture operation. We question the appropriateness of full payout under the safety element in the context of fatalities that have occurred during the reporting period. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt Approve Remuneration of the Mgmt For For	Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
with Sphiwe Stemela as the Designated Auditor  Re-elect Thandi Orleyn as Director Mgmt For Against  Voter Rationale: The company should amend its memorandum of incorporation to call for re-election of all directors, including executive directors, on a regular basis. We are holding this director accountable.  Re-elect Boitumelo Koshane as Director Mgmt For For  Re-elect Dawn Earp as Member of the Audit and Risk Committee  Re-elect Dawn Earp as Member of the Audit and Risk Committee  Re-elect Mametja Moshe as Member of the Audit and Risk Committee  Re-elect Mametja Moshe as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Re-elect Rametja Moshe as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Authorise Ratification of Approved Mgmt For For  Resolutions  Approve Remuneration Policy Mgmt For For  Approve Remuneration Implementation Mgmt For For  Approve Remuneration Implementation Mgmt For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported s fatalities during the year, five of which occurred at Impala operations, and one at a joint venture operation. We question the appropriateness of full populu under the safety element in the context of fatalities that have occurred during the reporting period. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For		Ordinary Resolutions	Mgmt		
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.  Re-elect Boitumelo Koshane as Director Mgmt For For  Re-elect Preston Speckmann as Director Mgmt For For  Re-elect Dawn Earp as Member of the Mgmt For For Audit and Risk Committee Re-elect Ralph Havenstein as Member of the Audit and Risk Committee Re-elect Ralph Havenstein as Member of the Audit and Risk Committee Re-elect Preston Speckmann as Member of the Audit and Risk Committee Re-elect Preston Speckmann as Member of the Audit and Risk Committee Authorise Ratification of Approved Mgmt For For Resolutions Approve Remuneration Policy Mgmt For For Approve Remuneration Implementation Mgmt For For Approve Remuneration Implementation Mgmt For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported s fatalities during the year, five of which occurred at Impala operations, and one at a joint verture operation. We question the appropriateness of full payout under the safety element in the context of fatalities that have occurred during the reporting period. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt Approve Remuneration of the Mgmt For For	1	with Sphiwe Stemela as the Designated	Mgmt	For	For
executive directors, on a regular basis. We are holding this director accountable.  Re-elect Boitumelo Koshane as Director Mgmt For For  Re-elect Preston Speckmann as Director Mgmt For For  Re-elect Dawn Earp as Member of the Audit and Risk Committee  Re-elect Ralph Havenstein as Member of the Audit and Risk Committee  Re-elect Mametja Moshe as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Authorise Ratification of Approved Mgmt For For For Resolutions  Approve Remuneration Policy Mgmt For For  Approve Remuneration Implementation Mgmt For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported so 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For	2.1	Re-elect Thandi Orleyn as Director	Mgmt	For	Against
Re-elect Preston Speckmann as Director Mgmt For For  Re-elect Dawn Earp as Member of the Audit and Risk Committee Re-elect Ralph Havenstein as Member of the Audit and Risk Committee Re-elect Mametja Moshe as Member of the Audit and Risk Committee Re-elect Preston Speckmann as Member of the Audit and Risk Committee Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Authorise Ratification of Approved Mgmt For For For Resolutions Approve Remuneration Policy Mgmt For For Approve Remuneration Implementation Mgmt For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported s 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt Approve Remuneration of the Mgmt For For					n of all directors, including
Re-elect Dawn Earp as Member of the Audit and Risk Committee  Re-elect Ralph Havenstein as Member of the Audit and Risk Committee  Re-elect Mametja Moshe as Member of the Audit and Risk Committee  Re-elect Mametja Moshe as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Authorise Ratification of Approved Mgmt For For Resolutions  Approve Remuneration Policy Mgmt For For Approve Remuneration Implementation Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported so 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For	2.2	Re-elect Boitumelo Koshane as Director	Mgmt	For	For
Audit and Risk Committee  Re-elect Ralph Havenstein as Member of the Audit and Risk Committee  Re-elect Mametja Moshe as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Authorise Ratification of Approved Mgmt For For For Resolutions  Approve Remuneration Policy Mgmt For For  Approve Remuneration Implementation Mgmt For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported s 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For	2.3	Re-elect Preston Speckmann as Director	Mgmt	For	For
the Audit and Risk Committee  Re-elect Mametja Moshe as Member of the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Mgmt For For  Authorise Ratification of Approved Mgmt For For Resolutions  Approve Remuneration Policy Mgmt For For  Approve Remuneration Implementation Mgmt For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported so 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For	3.1		Mgmt	For	For
the Audit and Risk Committee  Re-elect Preston Speckmann as Member of the Audit and Risk Committee  Authorise Ratification of Approved Mgmt For For Resolutions  Approve Remuneration Policy Mgmt For For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported so 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For	3.2	•	Mgmt	For	For
Authorise Ratification of Approved Mgmt For For Resolutions  Approve Remuneration Policy Mgmt For For Approve Remuneration Implementation Mgmt For Abstain Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported so 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For	3.3		Mgmt	For	For
Resolutions  Approve Remuneration Policy  Mgmt  For  Approve Remuneration Implementation Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported s 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions  Mgmt  Approve Remuneration of the  Mgmt  For  For	3.4		Mgmt	For	For
Approve Remuneration Implementation Mgmt For Abstain  Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported so 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For	4		Mgmt	For	For
Report  Voter Rationale: While safety has improved across the company relative to the previous year, the company nonetheless reported so 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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions  Mgmt  Approve Remuneration of the  Mgmt  For  For	5.1	Approve Remuneration Policy	Mgmt	For	For
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. would expect the company to exercise discretion to reduce this payout given the loss of life.  Special Resolutions Mgmt  Approve Remuneration of the Mgmt For For	5.2		Mgmt	For	Abstain
Approve Remuneration of the Mgmt For For		fatalities during the year, five of which occ appropriateness of full payout under the s	curred at Impala operates afety element in the	erations, and one at a joint venture op e context of fatalities that have occurr	peration. We question the
		Special Resolutions	Mgmt		
Chair person of the board	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
	corresponding increase in performance e shareholder value creation in addition to does not articulate how executives perfo	xpectations. All exception and above that expected rmed against historic pe	ort-term/long-term incentive scheme(s) shoul onal awards should be clearly linked to perfort ed of directors as a normal part of their jobs. I erformance targets. The board should articular ing targets that underpin long-term incentive	mance and demonstrate The remuneration report te how bonus payments
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: AU0000001FL2 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	
	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.				
4	***Withdrawn Resolution*** Approv Grant of Performance Rights to Renat Mota				

### insource Co., Ltd.

Meeting Date: 12/15/2023

Country: Japan

Ticker: 6200

Meeting Type: Annual

### insource Co., Ltd.

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 Hirotomi, 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

Meeting Type: Annual

Ticker: IAG

Primary ISIN: AU000000IAG3

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
	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.			
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

Meeting Type: Annual

Ticker: INTA

**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

Meeting Type: Special

Ticker: 8963

**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

Meeting Type: Court

Ticker: IVC

Primary ISIN: AU000000IVC8

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

#### ioneer Ltd.

**Meeting Date:** 11/03/2023

Country: Australia
Meeting Type: Annual

Ticker: INR

**Primary ISIN:** AU0000028946

Primary SEDOL: BGYBHZ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
2	Approve Remuneration Report	Mgmt	For	Against			
	reward strong performance and drive sha procedure which would enable it, should	areholder value ove it identify any facts other key manager d in such manner a rformance targets.	er a sufficiently long period of tir of manipulation of reported inc s which were detrimental to the re repaid to it. The remuneratio The board should articulate ho	licators or other bad faith actions on the e long-term interests of its shareholders, to on report does not articulate how ow bonus payments reflect prior year			
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	5	For	For			
4b	Approve Issuance of Performance Rights to Alan Davies in Lieu of Directors' Fees	5 Mgmt	For	Against			
	Voter Rationale: Variable remuneration a compromise their independence and abil			-executive directors as this may			
4c	Approve Issuance of Performance Rights to Stephen Gardiner in Lieu of Directors' Fees		For	Against			
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.						
4d	Approve Issuance of Performance Rights to Rose McKinney-James in Lieu of Directors' Fees	s Mgmt	For	Against			
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.						
4e	Approve Issuance of Performance Rights to Margaret R. Walker in Lieu of Directors' Fees	s Mgmt	For	Against			
	Voter Rationale: Variable remuneration a compromise their independence and abil		_	-executive directors as this may			
5	Approve Grant of Performance Rights to Bernard Rowe	Mgmt	For	Against			

#### ioneer Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Grant of Performance Rights to James D. Calaway	Mgmt	For	Against
	Voter Rationale: Incentive awards to exec	cutives should be clear	rly disclosed and include robust and stretching	g performance targets to

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

#### **IPH Limited**

Meeting Date: 11/15/2023

Country: Australia

Meeting Type: Annual

Ticker: IPH

Primary ISIN: AU000000IPH9

Primary SEDOL: BS7K5S1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Elect David Wiadrowski 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		
	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					
6	Approve the Remuneration Report	Mgmt	For	For		
	reported indicators or other bad faith actic detrimental to the long-term interests of its The remuneration report does not articula articulate how bonus payments reflect pric incentive plans. The remuneration commi	ons on the part of ar is shareholders, to e te how executives p or year performance ttee should conside	ny of its executive dire nsure that any funds performed against hist e, as well as outlining r deferring a proportio	e it, should it identify any facts of manipulation of actors and other key managers which were wrongfully obtained in such manner are repaid to it. toric performance targets. The board should forward-looking targets that underpin long-term on of the annual cash bonus into shares which ong-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

### **Jack Henry & Associates, Inc.**

Meeting Date: 11/14/2023

Country: USA

to reward progressively better performance.

Meeting Type: Annual

Ticker: JKHY

**Primary ISIN:** US4262811015

### 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
	Voter Rationale: The remuneration commit performance.	ittee should not allow ve	esting of incentive awards for substantially bel	ow median
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
4	Ratify 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

Meeting Type: Special

Ticker: 8967

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

Meeting Type: Special

Ticker: 8953

**Primary ISIN:** JP3039710003

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 **Meeting Type:** Annual

Ticker: JBH

Primary ISIN: AU000000JBH7

Primary SEDOL: 6702623

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Stephen Goddard as Director	Mgmt	For	Against
	Voter Rationale: In recent years, this is Due to ongoing concerns regarding decre-election to the board.			ort a pay related proposal at the company. we are not inclined to support their
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
3	Voter Rationale: Incentive awards to ex reward strong performance and drive so used to incentivise long-term performan	hareholder value ov nce and should not	er a sufficiently long period of ting be allowed to vest within 3 years	
4a	Voter Rationale: Incentive awards to ex reward strong performance and drive si used to incentivise long-term performan remuneration report does not articulate how bonus payments reflect prior year plans  Approve Allocation of Restricted Shares	hareholder value of nce and should not how executives pe performance, as w	er a sufficiently long period of tir be allowed to vest within 3 years rformed against historic performa	me. Long-term incentive awards should b s since the date of grant. The
	Voter Rationale: Incentive awards to ex reward strong performance and drive su used to incentivise long-term performal remuneration report does not articulate how bonus payments reflect prior year plans  Approve Allocation of Restricted Shares to Terry Smart  Voter Rationale: Incentive awards to ex	hareholder value on nce and should not how executives pe performance, as wo Mgmt ecutives should be nareholder value on	er a sufficiently long period of tir be allowed to vest within 3 years rformed against historic performa ell as outlining forward-looking ta For clearly disclosed and include rob ver a sufficiently long period of tin	me. Long-term incentive awards should be a since the date of grant. The ance targets. The board should articulate argets that underpin long-term incentive Against bust and stretching performance targets to the. Long-term incentive awards should be

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.

### Jins Holdings, Inc.

Meeting Date: 11/29/2023 Country: Japan Ticker: 3046

Meeting Type: Annual

# Jins Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of IPY 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: BYPHBX3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.					
3a	Elect Peter Nash as Director	Mgmt	For	For		
3b	Elect Curtis Mudd as Director	Mgmt	For	Against		
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity. 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.					
3c	Elect Peter Dixon as Director	Mgmt	For	Against		
3c	Voter Rationale: For widely held comp	panies, the board shou and objectivity. The au	ld include at least 50% independ udit committee should be fully in	Against dent non-executive directors to ensure ndependent and this directors membership		
3c 3d	Voter Rationale: For widely held compappropriate balance of independence	panies, the board shou and objectivity. The au	ld include at least 50% independ udit committee should be fully in	dent non-executive directors to ensure		

# **Johns Lyng Group Limited**

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4a	Approve Employee and Executive Incentive Plan	Mgmt	None	Against
	reward strong performance and drive s incentives should not be granted to no management accountable. On early ten including in the event of a change of co should not be allowed to vest within 3 target. Companies should base vesting rather than a single performance criter should put in place a procedure which	chareholder value over a control of the control of	ver a sufficiently long period of the sasthis may compromise their shased awards should be time procentive awards should be used to be of grant. The long-term incention performance criteria that reflect to ager vesting to reward progressionald it identify any facts of maniford other key managers which we	independence and ability to hold to-rated and tested for performance, to incentivise long-term performance and tive plan is linked to a single performance both absolute and relative financial metrics tively better performance. The company bulation of reported indicators or other bad tere detrimental to the long-term interests of
4b	Approve Employee Loan Plan	Mgmt	None	Against
	reward strong performance and drive s incentives should not be granted to no management accountable. The compa manipulation of reported indicators or	hareholder value ov n-executive director ny should put in pla other bad faith actic	er a sufficiently long period of to s as this may compromise their ce a procedure which would ena ons on the part of any of its exec	independence and ability to hold
5a	Approve Issuance of Performance Righto Scott Didier	nts Mgmt	For	Against
	reward strong performance and drive s awards should be time pro-rated and t plan is linked to a single performance t	shareholder value ov ested for performan target. Companies s	rer a sufficiently long period of to ce, including in the event of a co hould base vesting levels on mu	bust and stretching performance targets to ime. On early termination, all share-based hange of control. The long-term incentive ltiple performance criteria that reflect both uld stagger vesting to reward progressively
5b	Approve Issuance of Performance Righto Adrian Gleeson	nts Mgmt	For	Against
	reward strong performance and drive s awards should be time pro-rated and t plan is linked to a single performance t	shareholder value ov ested for performan target. Companies s	rer a sufficiently long period of to ce, including in the event of a co hould base vesting levels on mu	bust and stretching performance targets to ime. On early termination, all share-based hange of control. The long-term incentive ltiple performance criteria that reflect both uld stagger vesting to reward progressively
5c	Approve Issuance of Performance Righto Nicholas Carnell	nts Mgmt	For	Against
	reward strong performance and drive s awards should be time pro-rated and t plan is linked to a single performance t	shareholder value ov ested for performan arget. Companies s	rer a sufficiently long period of the ce, including in the event of a co hould base vesting levels on mu	bust and stretching performance targets to ime. On early termination, all share-based hange of control. The long-term incentive ltiple performance criteria that reflect both uld stagger vesting to reward progressively
6	Approve Issuance of Loan Shares to Peter Nash	Mgmt	For	Against
	Voter Rationale: Variable remuneration			-executive directors as this may
	compromise their independence and all	bility to hold manag	ement accountable.	
7		bility to hold manage Mgmt	ement accountable. For	For

### **Judo Capital Holdings Ltd.**

Meeting Date: 10/25/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: JDO

**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
	reward strong performance and drive sh linked to material changes in the busine linked to a single performance target. Co absolute and relative financial metrics ra	areholder value ov os or in the role ar ompanies should b ther than a single eport does not art	ver a sufficiently long period nd responsibilities of executiv pase vesting levels on multipi performance criterion, and s piculate how executives perfo	should stagger vesting to reward progressively ormed against historic performance targets. The
4	Approve Leaving Entitlements	Mgmt	For	Against
	Voter Rationale: On early termination, as event of a change of control.	l share-based awa	ards should be time pro-rated	d and tested for performance, including in the

### **Jumbo Interactive Limited**

Meeting Date: 11/09/2023

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

Primary ISIN: AU000000JIN0

Primary SEDOL: 6524474

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

### **Jyske Bank A/S**

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 **Meeting Type:** Special

**Ticker:** 105560

**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

Meeting Type: Annual

Ticker: KRNY

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
	independence from the company and we to increase gender diversity on the board. 27% of the board. Given the recent upda	expect key committee ( In developed markets, tes to the board, we wil	e Chair and has long tenure. Long tenured dir Chairs to be independent. The Company shou our minimum expectation is that women sho Il keep this matter under review. The average rns regarding board refreshment and success	ld put in place a policy uld comprise at least board tenure at the
1.2	Elect Director Curtland E. Fields	Mgmt	For	For
1.3	Elect Director Joseph P. Mazza	Mgmt	For	For
	Voter Rationale: The average board tenur board refreshment and succession planning		ficantly exceeds the market average, raising o	oncerns regarding
1.4	Elect Director Charles J. Pivirotto	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
		executives should be a	rs pay. Larger severance packages should be learly disclosed and include robust and stretc e over a sufficiently long period of time.	

### **Kelsian Group Limited**

Meeting Date: 10/24/2023

Country: Australia Meeting Type: Annual Ticker: KLS

**Primary ISIN:** AU0000186678

Primary SEDOL: BPBKR80

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
		ort does not artic	ulate how executives perforn	business or in the role and responsibilities of ned against historic performance targets. The outlining forward-looking targets that
3	Elect Jeffrey Ellison as Director	Mgmt	For	Against
4	checks and balances on the Board, suppo	rt the Chairman, e	ensure orderly succession pr	Independent Director to establish appropriate ocess for the Chairman, and act as a point of hannels of communication through the board  Against
•		es, the board shou		pendent non-executive directors to ensure
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
	Chillian i Caciniciae			

#### Kennametal, Inc.

**Meeting Date:** 10/24/2023

Country: USA

Ticker: KMT

Meeting Type: Annual

Primary ISIN: US4891701009 Primary SEDOL: 2488121

## Kennametal, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph Alvarado	Mgmt	For	For
	Voter Rationale: Companies should estable executives should be prohibited as it pote		y on hedging of company stock by executives nent alignment with shareholder interest.	. Hedging activity by
1.2	Elect Director Cindy L. Davis	Mgmt	For	For
	Voter Rationale: Companies should estable executives should be prohibited as it pote		y on hedging of company stock by executives nent alignment with shareholder interest.	. Hedging activity by
1.3	Elect Director William J. Harvey	Mgmt	For	Withhold
	minimum expectation is that women shou	ld comprise at least 27	rease gender diversity on the board. In develows of the board. Companies should establish accutives should be prohibited as it potentially secutives should be prohibited as it potentially secutives.	and disclose a policy on
1.4	Elect Director William M. Lambert	Mgmt	For	For
1.5	Elect Director Lorraine M. Martin	Mgmt	For	For
	Voter Rationale: Companies should estable executives should be prohibited as it pote		y on hedging of company stock by executives nent alignment with shareholder interest.	. Hedging activity by
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
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally evo		a long period of time should consider a plan o	r tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		

# **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

## **KLA Corporation**

control.

**Meeting Date:** 11/01/2023

Country: USA

Meeting Type: Annual

Ticker: KLAC

Primary ISIN: US4824801009

Primary SEDOL: 2480138

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robert Calderoni	Mgmt	For	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
		sufficient time and		panies are expected to hold no more than one roles properly, particularly during unexpected
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
	Voter Rationale: Companies that have ha bringing in a new auditing firm, ideally ev		r for a long period of time s	should consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	For
	Voter Rationale: The remuneration common performance. Severance payments shous shareholder approval.			rards for substantially below median ce packages should be subject to a separate
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual s	ay on pay frequend	су.	
5	Approve Omnibus Stock Plan	Mgmt	For	For
	eliminated. The remuneration committee	should not allow v	esting of incentive awards	consistent with good practice and should be for substantially below median performance. Co formance, including in the event of a change of

## Koshidaka Holdings Co., Ltd.

Meeting Date: 11/28/2023

Country: Japan

Meeting Type: Annual

Ticker: 2157

**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	
	Voter Rationale: The Company should puminimum expectation is that women sho			n the board. In developing markets, our	
2.2	Elect Director Koshidaka, Miwako	Mgmt	For	Against	
	Voter Rationale: The board should estab objectivity.	lish one-third board	I independence to ensure appi	ropriate balance of independence and	
2.3	Elect Director Doi, Yoshihito	Mgmt	For	Against	
	Voter Rationale: The board should estable objectivity.	lish one-third board	l independence to ensure appi	ropriate balance of independence and	
2.4	Elect Director Zama, Akira	Mgmt	For	Against	
	Voter Rationale: The board should estable objectivity.	lish one-third board	l independence to ensure appi	ropriate balance of independence and	
2.5	Elect Director Kobayashi, Kenji	Mgmt	For	Against	
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.				
3.1	Elect Director and Audit Committee Member Nishi, Tomohiko	Mgmt	For	Against	
	Voter Rationale: The board should estab objectivity. The audit committee should independent.				
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	

#### Kweichow Moutai Co., Ltd.

Meeting Date: 12/06/2023

Country: China

Meeting Type: Special

Ticker: 600519

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 **Co** 

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
	Voter Rationale: The average board ten- board refreshment and succession plant			et average, raising concerns regarding
1.2	Elect Director James E. Hanson, II	Mgmt	For	For
1.3	Elect Director Janeth C. Hendershot	Mgmt	For	Withhold
	Voter Rationale: The average board ten- board refreshment and succession plant			et average, raising concerns regarding
1.4	Elect Director Robert B. Nicholson, III	Mgmt	For	Withhold
	Voter Rationale: The Company should p minimum expectation is that women sho significantly exceeds the market average director responsible. The nominee serve independence from the company and w	ould comprise at lead e, raising concerns r es as Nominating Col	st 27% of the board. The avera egarding board refreshment an mmittee Chair and has long ten	age board tenure at the company nd succession planning. We are holding this
2	Advisory Vote to Ratify Named Executiv Officers' Compensation	e Mgmt	For	Against
	the event of a change of control. A large a minimum good practice. The company manipulation of reported indicators or o which were detrimental to the long-tern	ld not exceed two y ion, all share-based er percentage of the should put in place ther bad faith action	ears pay. Larger severance pac awards should be time pro-rat equity awards should be tied t a procedure which would enal s on the part of any of its exec	ckages should be subject to a separate ged and tested for performance, including in to performance conditions. At least 50% is
	are repaid to it.			

### **Lam Research Corporation**

Meeting Date: 11/07/2023 Country: USA Ticker: LRCX

Meeting Type: Annual

Primary ISIN: US5128071082

#### **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
<b>1</b> j			ber of directorships and ensure they have suft ompany situations requiring substantial amoun For	
1k	Elect Director Leslie F. Varon	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For esting of incentive awards for substantially be	For
	reported indicators or other bad faith action	ons on the part of any o	h would enable it, should it identify any facts of its executive directors and other key manag ure that any funds wrongfully obtained in such	ers which were
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		long period of time should consider a plan or	tender process for

#### **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	Flect Director Pobert I Fov	Mamt	For	Withhold

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.

## **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
		executives should be	ars pay. Larger severance packages should be clearly disclosed and include robust and stret lue over a sufficiently long period of time.	
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
4	Ratify Deloitte & Touche, LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally ev		a long period of time should consider a plan of	or tender process for

#### **LaSalle LOGIPORT REIT**

**Meeting Date:** 11/22/2023

Country: Japan

Meeting Type: Special

Ticker: 3466

**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

Meeting Type: Annual

Ticker: JYEU

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
	Voter Rationale: Companies should development and executive management levels,		aimed at encouraging greater diversity, includants	ling gender, at the
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
	Voter Rationale: Any increase in capital of circumstances only and fully justified by to		out pre-emption rights should be undertaken	in exceptional

### **Lendlease Group**

**Meeting Date:** 11/17/2023

Country: Australia

Meeting Type: Annual

Ticker: LLC

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
	reward strong performance and drive sha articulate how executives performed aga	areholder value over a . inst historic performan	ly disclosed and include robust and stretching sufficiently long period of time. The remunera ce targets. The board should articulate how bu gets that underpin long-term incentive plans.	tion report does not
4	Approve Allocation of Performance Rights to Anthony Lombardo	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe	cutives should be clear	ly disclosed and include robust and stretching	performance targets to

#### **Lifestyle Communities Ltd.**

Meeting Date: 11/14/2023

Country: Australia
Meeting Type: Annual

Ticker: LIC

Primary ISIN: AU000000LIC9

Primary SEDOL: 6137195

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sh linked to material changes in the busine	nareholder value over o ess or in the role and ro ainst historic performa	a sufficiently long pe esponsibilities of exe ance targets. The boa	clude robust and stretching performance targets to veriod of time. Significant salary increases should be ecutive directors. The remuneration report does not ard should articulate how bonus payments reflect long-term incentive plans.
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

Meeting Type: Annual

Ticker: LNK

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
	reward strong performance and drive clearly linked to performance and der normal part of their jobs. The remun	shareholder value o monstrate sharehold eration report does r how bonus payments	over a sufficiently long period of ler value creation in addition to not articulate how executives pe	robust and stretching performance targets to of time. All exceptional awards should be and above that expected of directors as a erformed against historic performance e, as well as outlining forward-looking targets
3	Approve Issuance of Performance Sh Rights to Vivek Bhatia	are Mgmt	For	Against
	Voter Rationale: We have concerns re	egarding the quantui	m of the awards.	

#### **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			
	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.						
2	Elect Craig Williams as Director	Mgmt	For	Against			
	Voter Rationale: For widely held companies, the board should include at least 50% independent non-executive directors to ensure appropriate balance of independence and objectivity.						
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 Shareholde Proposals/Nominations	r Mgmt	For	Against		
	Voter Rationale: The policy as currently	constructed could	d negatively impact sharehol	lder interest and is unnecessarily restrictive.		
4	Provide Directors May Only Be Remove for Cause	d Mgmt	For	Against		
	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.					
_			_	_		
5	Amend Quorum Requirements	Mgmt	For	For		
6	Adjourn Meeting	Mgmt	For	For		

## **Lovisa Holdings Limited**

**Meeting Date:** 11/22/2023

Country: Australia
Meeting Type: Annual

Ticker: LOV

Primary ISIN: AU000000LOV7

Primary SEDOL: BT9PVP0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	shareholders to understand the rational shareholder concerns. Incentive awards targets to reward strong performance a should be used to incentivise long-term remuneration report does not articulate how bonus payments reflect prior year, plans. The remuneration committee sho more effective in retaining executives au incentive plan is linked to a single perfo	le for opposition and to executives shou nd drive shareholde performance and s how executives per performance, as we buld consider deferr and ensuring that the rmance target. Con	d explain in the next annual uld be clearly disclosed and it er value over a sufficiently lo should not be allowed to ves rformed against historic pert ell as outlining forward-looki ing a proportion of the annu e annual and long-term perf panies should base vesting	ed proposals should engage with their key report how the company intends to address include robust and stretching performance ong period of time. Long-term incentive awards at within 3 years since the date of grant. The formance targets. The board should articulate and targets that underpin long-term incentive hal cash bonus into shares which would be formance objectives are aligned. The long-term levels on multiple performance criteria that iterion, and should stagger vesting to reward
3a	Elect John Charlton as Director	Mgmt	For	For
3b	Elect Tracey Blundy as Director	Mgmt	For	Against
	impartiality and effectiveness. In recent the company. Due to ongoing concerns support their re-election to the board. C	years, this is not the regarding decisions Companies that rece understand the ratio	he first time that we have be s taken by the remuneration eived high levels of dissent o	nembership could hamper the committee's een unable to support a pay related proposal at committee chair, we are not inclined to on remuneration-related proposals should lain in the next annual report how the company
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

Meeting Type: Annual

Ticker: LITE

Primary ISIN: US55024U1097

Primary SEDOL: BYM9ZP2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Penelope A. Herscher	Mgmt	For	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	
<b>1</b> i	Elect Director Janet S. Wong	Mgmt	For	For	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. Incentive awards to executives should be 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.				
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	
	Voter Rationale: We support an annual say	on pay frequency.			
4	Amend Omnibus Stock Plan	Mgmt	For	Against	
	ance, including in the I stretching If time. Long-term If years since the date				
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 Text	Proponent	Mgmt Rec	Vote Instruction
Elect Director Victor S. Trione	Mgmt	For	For
Elect Director Simone Lagomarsino	Mgmt	For	For
Elect Director Renu Agrawal	Mgmt	For	For
Elect Director John C. Erickson	Mgmt	For	For
Elect Director Anita Gentle Newcomb	Mgmt	For	For
Elect Director Bradley M. Shuster	Mgmt	For	Withhold
	Elect Director Victor S. Trione  Elect Director Simone Lagomarsino  Elect Director Renu Agrawal  Elect Director John C. Erickson  Voter Rationale: Companies should estate executives should be prohibited as it posterior Director Anita Gentle Newcomb	Elect Director Victor S. Trione Mgmt  Elect Director Simone Lagomarsino Mgmt  Elect Director Renu Agrawal Mgmt  Elect Director John C. Erickson Mgmt  Voter Rationale: Companies should establish and disclose a executives should be prohibited as it potentially severs man	Elect Director Victor S. Trione Mgmt For Elect Director Simone Lagomarsino Mgmt For Elect Director Renu Agrawal Mgmt For Elect Director John C. Erickson Mgmt For  Voter Rationale: Companies should establish and disclose a policy on hedging of companiex executives should be prohibited as it potentially severs management alignment with share Elect Director Anita Gentle Newcomb Mgmt For

Voter Rationale: Nominees who also serve as executive officers at publicly listed companies are expected to hold no more than one external directorship to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time. 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.

# **Luther Burbank Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.7	Elect Director Thomas C. Wajnert	Mgmt	For	For			
	Voter Rationale: Companies should establis executives should be prohibited as it poten		on hedging of company stock by executives. ent alignment with shareholder interest.	Hedging activity by			
1.8	Elect Director M. Max Yzaguirre	Mgmt	For	For			
	Voter Rationale: Companies should establis executives should be prohibited as it poten		on hedging of company stock by executives. ent alignment with shareholder interest.	Hedging activity by			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against			
	Voter Rationale: Significant salary increases should be linked to material changes in the business or in the role and responsibilities of executive directors. 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.						
3	Advisory Vote on Say on Pay Frequency	Mgmt	Two Years	One Year			
	Voter Rationale: We support an annual say on pay frequency.						
4	Ratify Crowe LLP as Auditors	Mgmt	For	For			
	Voter Rationale: Companies who have had bringing in a new auditing firm.	the same auditor for a	period of over 10 years should consider a pla	n or tender process for			

# **Lynas Rare Earths Ltd**

Meeting Date: 11/29/2023 Country: Australia

Meeting Type: Annual

Ticker: LYC

Primary ISIN: AU000000LYC6

Primary SEDOL: 6121176

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
		port does not articu	ılate how executives perfo	he business or in the role and responsibilities of formed against historic performance targets. The as outlining forward-looking targets that
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

Meeting Type: Annual

Ticker: 6080

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
	Voter Rationale: The Company should put minimum expectation is that women shou		rease gender diversity on the board. In develo .5% of the board.	oping markets, our
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

Meeting Type: Annual

Ticker: 9552

**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

Meeting Type: Annual

Ticker: MGH

**Primary ISIN:** AU0000118564

Primary SEDOL: BLD4919

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive sha procedure which would enable it, should it part of any of its executive directors and of ensure that any funds wrongfully obtained executives performed against historic performance, as well as outlining forward	reholder value over a s t identify any facts of n other key managers wh d in such manner are re formance targets. The l clooking targets that un the annual cash bonus	disclosed and include robust and stretching pufficiently long period of time. The company sinanipulation of reported indicators or other basich were detrimental to the long-term interestingaid to it. The remuneration report does not abourd should articulate how bonus payments rederpin long-term incentive plans. The remuneration shares which would be more effective in layer are aligned.	hould put in place a d faith actions on the s of its shareholders, to articulate how eflect prior year ration committee		
2	Elect David Keir as Director	Mgmt	For	Against		
	ped markets, our					
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		
	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.					
5	Approve Issuance of Performance Rights to Tanya Gale	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 company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
6	Approve 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
	Voter Rationale: Companies should es executives should be prohibited as it			any stock by executives. Hedging activity by hareholder interest.
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. Vinciquerra	Mgmt	For	Withhold		
	Voter Rationale: Nominees who also serve as executive officers at publicly listed companies are expected to hold no more than external directorship to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexp company situations requiring substantial amounts of time.					
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For		
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	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. 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.					

## **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
	board should articulate how bonus paym underpin long-term incentive plans. The of manipulation of reported indicators or which were detrimental to the long-term	ents reflect prior y company should po other bad faith ac interests of its sha	ear performance, as well ut in place a procedure v tions on the part of any o areholders, to ensure tha	med against historic performance targets. The Il as outlining forward-looking targets that which would enable it, should it identify any facts of its executive directors and other key managers at any funds wrongfully obtained in such manner the business or in the role and responsibilities of
3a	Elect John Eales as Director	Mgmt	For	Against
		and effectiveness ect to be independ	s. We are holding this dire lent, as non-independent	ully independent, as non-independent directors ector accountable. An executive sits on the t directors could hamper the committees
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

# **Magnit PJSC**

Meeting Date: 12/28/2023

Country: Russia

Meeting Type: Annual

Ticker: MGNT

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

Meeting Type: Annual

**Ticker:** 7730

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

Meeting Type: Special

Ticker: MARA

**Primary ISIN:** US5657881067

Primary SEDOL: BLR7B52

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Omnibus Stock Plan	Mgmt	For	For
	event of a change of control. Incentive performance targets to reward strong p should put in place a procedure which v	awards to executive performance and dri would enable it, sho pecutive directors ar	es should be clearly disclosed ive shareholder value over a st ould it identify any facts of man and other key managers which	ufficiently long period of time. The company nipulation of reported indicators or other bad were detrimental to the long-term interests of
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
Meeting Type: Annual

Ticker: MMS

Primary ISIN: AU000000MMS5

Primary SEDOL: B00G1Q0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive shat articulate how executives performed again prior year performance, as well as outlinin in place a procedure which would enable i	reholder value over a s ast historic performanc ag forward-looking targ it, should it identify an directors and other ke	y disclosed and include robust and stretching suffciently long period of time. The remunerate targets. The board should articulate how betts that underpin long-term incentive plans. A facts of manipulation of reported indicators by managers which were detrimental to the louch manner are repaid to it.	tion report does not onus payments reflect The company should put or other bad faith
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
	Committee and shareholders may hold to the cyber crime incident in FY23. Th	ST the re-election o directors accountab is has resulted in m ioner, and the impos	f Tracey Batten (Item 3) is warn ple for material failures of gover ultiple class actions against the	we are not inclined to support their ranted. She is a member of the Board Risk nance, board and risk oversight with regard company and an investigation by the Office arge and other remediation requirements b
4	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: Incentive awards to exreward strong performance and drive s			bust and stretching performance targets to
	articulate how executives performed ag prior year performance, as well as outl	aainst historic perfoi	rmance targets. The board shou	ıld articulate how bonus payments reflect

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.

# **Medtronic plc**

**Meeting Date:** 10/19/2023

**Country:** Ireland **Meeting Type:** Annual

Ticker: MDT

Primary ISIN: IE00BTN1Y115

Primary SEDOL: BTN1Y11

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
<b>1</b> i	Elect Director Elizabeth G. Nabel	Mgmt	For	For
1j	Elect Director Denise M. O'Leary	Mgmt	For	Against
	Voter Rationale: The nominee serves as A from the company and we expect key col			tenured directors could lack independence
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
	Voter Rationale: Companies that have habringing in a new auditing firm, ideally evo		for a long period of time shoul	d consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Officers' Compensation	ould not exceed two o executives should didrive shareholder	o years pay. Larger severance d be clearly disclosed and inclu value over a sufficiently long p	packages should be subject to a separate de robust and stretching performance eriod of time. A larger percentage of the
3	Officers' Compensation  Voter Rationale: Severance payments sh shareholder approval. Incentive awards to targets to reward strong performance and	ould not exceed two o executives should d drive shareholder nce conditions. At I	o years pay. Larger severance d be clearly disclosed and inclu value over a sufficiently long p	packages should be subject to a separate de robust and stretching performance period of time. A larger percentage of the
	Officers' Compensation  Voter Rationale: Severance payments sh shareholder approval. Incentive awards to targets to reward strong performance and equity awards should be tied to performance.	ould not exceed two o executives should d drive shareholder nce conditions. At I	o years pay. Larger severance d be clearly disclosed and inclu value over a sufficiently long p east 50% is a minimum good p	packages should be subject to a separate de robust and stretching performance eriod of time. A larger percentage of the ractice.
4	Officers' Compensation  Voter Rationale: Severance payments sh shareholder approval. Incentive awards to targets to reward strong performance and equity awards should be tied to performance.  Approve Employee Stock Purchase Plan  Renew the Board's Authority to Issue	ould not exceed two executives should drive shareholder nce conditions. At a Mgmt	o years pay. Larger severance d be clearly disclosed and inclu value over a sufficiently long p east 50% is a minimum good p	packages should be subject to a separate de robust and stretching performance eriod of time. A larger percentage of the tractice.
4 5	Officers' Compensation  Voter Rationale: Severance payments sh shareholder approval. Incentive awards to targets to reward strong performance and equity awards should be tied to performance.  Approve Employee Stock Purchase Plan  Renew the Board's Authority to Issue Shares Under Irish Law  Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under	ould not exceed two o executives should drive shareholder nee conditions. At a Mgmt  Mgmt  Mgmt  Mgmt  Mgmt	o years pay. Larger severance d be clearly disclosed and incluvalue over a sufficiently long peast 50% is a minimum good peast 50%. For	packages should be subject to a separate de robust and stretching performance eriod of time. A larger percentage of the tractice.  For  For  Against

## **Megaport Ltd.**

Meeting Date: 11/01/2023

Country: Australia
Meeting Type: Annual

Ticker: MP1

Primary ISIN: AU000000MP15

Primary SEDOL: BZ5ZWZ3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	reward strong performance and drive sha used to incentivise long-term performance awards should be clearly linked to perforn directors as a normal part of their jobs. Th performance targets. The board should a	reholder value ove e and should not b nance and demone ne remuneration re ticulate how bonu- term incentive plach would be more	er a sufficiently long period of a e allowed to vest within 3 year strate shareholder value creat port does not articulate how e s payments reflect prior year p ans. The remuneration commi	ion in addition to and above that expected of executives performed against historic performance, as well as outlining ttee should consider deferring a proportion
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
	Voter Rationale: Variable remuneration ar compromise their independence and abilit			n-executive directors as this may
5a	Approve Issuance of 517,680 Performance Restricted Stock Units to Michael Reid	Mgmt	None	Against
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha			obust and stretching performance targets to time.
5b	Approve Issuance of 460,160 Performance Restricted Stock Units to Michael Reid	Mgmt	None	Against

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

#### **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
			s pay. Larger severance packages should be s low vesting of incentive awards for substantia	
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	on pay frequency.		
4	Amend Omnibus Stock Plan	Mgmt	For	For
			ould be time pro-rated and tested for performa I not allow vesting of incentive awards for sub	
5	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have had bringing in a new auditing firm.	the same auditor for a	period of over 10 years should consider a pla	n or tender process for
6	Other Business	Mgmt	For	Against
	Voter Rationale: Any Other Business' shou	ld not be a voting item.		

## **Meridian Energy Limited**

Meeting Date: 10/12/2023 Country: New Zealand

Meeting Type: Annual

Ticker: MEL

Primary ISIN: NZMELE0002S7

Primary SEDOL: BWFD052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mark Verbiest as Director	Mgmt	For	Against
				remuneration and nomination) in line with activities. We hold this nominee responsible
2	Elect David Carter as Director	Mgmt	For	For

#### Mesoblast Ltd.

Meeting Date: 11/28/2023 Country: Australia Ticker: MSB

Meeting Type: Annual

Primary ISIN: AU000000MSB8 Primary SEDOL: B04SF48

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
2	Approve Remuneration Report	Mgmt	For	Against			
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.						
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			
	Voter Rationale: The Company should put minimum expectation is that women shou			the board. In developed markets, our			
5a	Approve Issuance of Options to Silviu Itescu in Connection with his Long-Term	Mgmt	For	Against			
	Incentive Remuneration for the 2023/2024 Financial Year	L'araba Idha					
	Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execute reward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which wood	reholder value ove e and should not b uld enable it, shou utive directors and	er a sufficiently long period of ti ne allowed to vest within 3 year uld it identify any facts of manip d other key managers which we	is since the date of grant. The company culation of reported indicators or other bad are detrimental to the long-term interests o			
5b	Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execute reward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which work faith actions on the part of any of its execute.	reholder value ove e and should not b uld enable it, shou utive directors and	er a sufficiently long period of ti ne allowed to vest within 3 year uld it identify any facts of manip d other key managers which we	ime. Long-term incentive awards should be is since the date of grant. The company pulation of reported indicators or other bad are detrimental to the long-term interests o			
5b 6a	Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execute reward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which work faith actions on the part of any of its executes shareholders, to ensure that any funds.  Approve Issuance of Options to Silviu	reholder value ove e and should not b uld enable it, shou utive directors and wrongfully obtain	er a sufficiently long period of ti ne allowed to vest within 3 year uld it identify any facts of manip d other key managers which we ned in such manner are repaid t	ime. Long-term incentive awards should be is since the date of grant. The company pulation of reported indicators or other bad ere detrimental to the long-term interests o to it.			
_	Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execureward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which won faith actions on the part of any of its executes shareholders, to ensure that any funds.  Approve Issuance of Options to Silviu Itescu in Lieu of 30% of Base Salary  Approve Issuance of Options to Eric Rose in Connection with his Long-Term Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execute reward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which won	reholder value over and should not build enable it, should it, shoultive directors and wrongfully obtain Mgmt  Mgmt  Mgmt  utives should be coreholder value over and should not build enable it, shoultive directors and utive directors and should not build enable it, shoultive directors and should not build enable it, shoultive directors and	er a sufficiently long period of ti the allowed to vest within 3 year, ald it identify any facts of manif ald other key managers which we ted in such manner are repaid to For For For For For Elearly disclosed and include robe are a sufficiently long period of ti the allowed to vest within 3 year, ald it identify any facts of manif ald other key managers which we	ime. Long-term incentive awards should be as since the date of grant. The company outlation of reported indicators or other bad are detrimental to the long-term interests of it.  For  Against  District and stretching performance targets to the company outlation of reported indicators or other bad are detrimental to the long-term interests of the date of grant. The company outlation of reported indicators or other bad are detrimental to the long-term interests of the long-term			
_	Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execureward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which won faith actions on the part of any of its executes shareholders, to ensure that any funds.  Approve Issuance of Options to Silviu Itescu in Lieu of 30% of Base Salary  Approve Issuance of Options to Eric Rose in Connection with his Long-Term Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execureward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which won faith actions on the part of any of its executed.	reholder value over and should not build enable it, should it, shoultive directors and wrongfully obtain Mgmt  Mgmt  Mgmt  utives should be coreholder value over and should not build enable it, shoultive directors and utive directors and should not build enable it, shoultive directors and should not build enable it, shoultive directors and	er a sufficiently long period of ti the allowed to vest within 3 year, ald it identify any facts of manif ald other key managers which we ted in such manner are repaid to For For For For For Elearly disclosed and include robe are a sufficiently long period of ti the allowed to vest within 3 year, ald it identify any facts of manif ald other key managers which we	ime. Long-term incentive awards should be as since the date of grant. The company outlation of reported indicators or other bad are detrimental to the long-term interests of it.  For  Against  District and stretching performance targets to the company outlation of reported indicators or other bad are detrimental to the long-term interests of the date of grant. The company outlation of reported indicators or other bad are detrimental to the long-term interests of the long-term			
6a	Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execureward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which wor faith actions on the part of any of its executes shareholders, to ensure that any funds  Approve Issuance of Options to Silviu Itescu in Lieu of 30% of Base Salary  Approve Issuance of Options to Eric Rose in Connection with his Long-Term Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execureward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which wor faith actions on the part of any of its executes shareholders, to ensure that any funds	reholder value over and should not build enable it, should it, shoultive directors and wrongfully obtain.  Mgmt  Mgmt  Mgmt  utives should be over and should not build enable it, should it, should it, should it wild enable it, should it wild enable it, should wrongfully obtain wrongfully obtain.	er a sufficiently long period of ti- pe allowed to vest within 3 year, ald it identify any facts of manip d other key managers which we bed in such manner are repaid to  For  For  For  For  For  elearly disclosed and include rob, ar a sufficiently long period of ti be allowed to vest within 3 year, ald it identify any facts of manip d other key managers which we bed in such manner are repaid to	ime. Long-term incentive awards should be as since the date of grant. The company pulation of reported indicators or other bad are detrimental to the long-term interests of the continuous it.  For  Against  Against  Against  Against  Against the date of grant. The company pulation of reported indicators or other bad are detrimental to the long-term interests of the company pulation of reported indicators or other bad are detrimental to the long-term interests of the continuous it.			
6a 6b	Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execute reward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which work faith actions on the part of any of its executes shareholders, to ensure that any funds.  Approve Issuance of Options to Silviu Itescu in Lieu of 30% of Base Salary  Approve Issuance of Options to Eric Rose in Connection with his Long-Term Incentive Remuneration for the 2023/2024 Financial Year  Voter Rationale: Incentive awards to execute reward strong performance and drive shall used to incentivise long-term performance should put in place a procedure which work faith actions on the part of any of its executes shareholders, to ensure that any funds.  Approve Issuance of Options to Eric Rose in Lieu of 30% of Base Salary  Approve Issuance of Options to	reholder value over and should not build enable it, should it will enable it, should be common and should be common and should not build enable it, should not build enable it, should it will enable it, should it will enable it, should wrongfully obtain it Mgmt  Mgmt  Mgmt  d equity incentive	er a sufficiently long period of ti- ne allowed to vest within 3 year- uld it identify any facts of manip d other key managers which we need in such manner are repaid to  For  For  For  For  For  Idearly disclosed and include rob- ne allowed to vest within 3 year- uld it identify any facts of manip d other key managers which we need in such manner are repaid to  For  For  For  For	ime. Long-term incentive awards should be as since the date of grant. The company pulation of reported indicators or other bad are detrimental to the long-term interests of the control of it.  For  Against  Against  Bust and stretching performance targets to the long-term incentive awards should be as since the date of grant. The company pulation of reported indicators or other bad are detrimental to the long-term interests of the long-term interest			

#### **Mesoblast Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
9	Ratify Past Issuance of Shares to	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
	Voter Rationale: The nominee is a former	executive and con	sidered to be non-independent.	
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
	Voter Rationale: On early termination, all sevent of a change of control. Long-term in allowed to vest within 3 years since the day	ncentive awards sl		
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequenc	<i>y.</i>	
4	Ratify Deloitte and & Touche as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		for a long period of time should	consider a plan or tender process for
5	Report on Gender-Based Compensation and Benefits Inequities	SH	Against	Against

# **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
	Voter Rationale: At this time, we believe n	management and the bo	oard are adequately considering attendant ma	terial risks.
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
			ure is in accordance with the internationally retheless, we understand that country by countr	
11	Report on Risks of Operating in Countries with Significant Human Rights Concerns	SH	Against	Abstain
			s in its global operations. Good practice includ g with a narrative on how impacts are monito	
12	Adopt a Policy Requiring Third Party Groups to Report Their Political Expenditures	SH	Against	Against
			its political donations. However, it should enh with trade associations that engage on lobbyir	
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

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

Meeting Type: Annual

Ticker: MIN

**Primary SEDOL:** B17ZL56

Primary ISIN: AU000000MIN4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
	executive directors. The remuneration board should articulate how bonus pe	n report does not artic ayments reflect prior y The long-term incentiv ce criteria that reflect l	culate how executives perform year performance, as well as o ye plan is linked to a single pe both absolute and relative fin	
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
	impartiality and effectiveness. Though Min and initiated a materiality assessment and	Res has acknowledged accounting process to	and this director's membership could hampe the significance of understanding its indirect measure scope 3 emissions, we do expect con his sector to have set scope 3 targets/goals.	scope 3 GHG emissions
6	Approve Grant of FY24 Share Rights to Chris Ellison	Mgmt	For	For
		ooth absolute and relativ	performance target. Companies should base ve financial metrics rather than a single perfor e.	
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
		, y receive excise tax gros	ough NEOs' potential cash severance is doubless-up payments, which is a recent enhanceme e on a single trigger basis.	
3	Adjourn Meeting	Mgmt	For	For

### **Mirvac Group**

Meeting Date: 11/16/2023

Country: Australia Meeting Type: Annual Ticker: MGR

Primary ISIN: AU000000MGR9 Primary SEDOL: 6161978

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Rob Sindel as Director	Mgmt	For	For
2.2	Elect Christine Bartlett as Director	Mgmt	For	Against

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.

#### **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
	reward strong performance and drive s linked to material changes in the busin clearly linked to performance and demo normal part of their jobs. The remunen	hareholder value ov ess or in the role an onstrate shareholde ation report does no w bonus payments	ver a sufficiently long period nd responsibilities of executiv or value creation in addition t ot articulate how executives	le robust and stretching performance targets to of time. Significant salary increases should be ive directors. All exceptional awards should be to and above that expected of directors as a sperformed against historic performance ince, as well as outlining forward-looking targets
4	Approve Participation of Campbell Han in the Long-Term Performance Plan	an Mgmt	For	Against
4				

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.

### 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
	Voter Rationale: In the context of increase members who have a good and recent un		nal accounting standards, the audit committe unting rules and of the audit process.	e benefits from
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
	reward strong performance and drive shan clearly linked to performance and demons normal part of their jobs. Long-term incer- to vest within 3 years since the date of gr	reholder value over a su strate shareholder value ntive awards should be u ant. The remuneration i ticulate how bonus pay.	disclosed and include robust and stretching p ifficiently long period of time. All exceptional a creation in addition to and above that expect used to incentivise long-term performance and report does not articulate how executives performance, as well ments reflect prior year performance, as well	awards should be ted of directors as a d should not be allowed formed against historic

## 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
	Voter Rationale: The Company should p minimum expectation is that women sh		,	n the board. In developing markets, our
2.2	Elect Director Saito, Nobuhiko	Mgmt	For	Against
	Voter Rationale: The board should estate objectivity.	blish one-third boa	rd independence to ensure app	propriate balance of independence and
2.3	Elect Director Asai, Katsuji	Mgmt	For	Against
	Voter Rationale: The board should estate objectivity.	blish one-third boa	rd independence to ensure app	propriate balance of independence and
2.4	Elect Director Yamamoto, Yasuyoshi	Mgmt	For	Against
	Voter Rationale: The board should estate objectivity.	blish one-third boa	rd independence to ensure app	propriate balance of independence and
2.5	Elect Director Shintani, Kinya	Mgmt	For	Against
	Voter Rationale: The board should estal objectivity.	blish one-third boa	rd independence to ensure app	propriate balance of independence and

#### Nagaileben Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2.6	Elect Director Yamamura, Hiroyuki	Mgmt	For	Against	

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

#### **Nanosonics Limited**

Meeting Date: 11/03/2023

Country: Australia

Meeting Type: Annual

Ticker: NAN

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
	reward strong performance and drive sha articulate how executives performed agai	reholder value over a . nst historic performan	ly disclosed and include robust and stretching sufficiently long period of time. The remunera ce targets. The board should articulate how bo gets that underpin long-term incentive plans.	tion report does not
6	reward strong performance and drive sha articulate how executives performed agai	reholder value over a . nst historic performan	sufficiently long period of time. The remunera ce targets. The board should articulate how bo	tion report does not
6	reward strong performance and drive sha articulate how executives performed agai prior year performance, as well as outlining Approve Issuance of Service Rights to	reholder value over a nst historic performan ng forward-looking tan	sufficiently long period of time. The remunera ce targets. The board should articulate how bo gets that underpin long-term incentive plans.	tion report does not onus payments reflect

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

#### NanoXplore Inc.

Meeting Date: 12/07/2023

Country: Canada

Meeting Type: Annual

Ticker: GRA

Primary ISIN: CA63010G1000

Primary SEDOL: BDG7511

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

# NanoXplore Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
		, ,	nt and this director's membership could hampe ependent to serve as the independent lead di	
1b	Elect Director Cameron Harris	Mgmt	For	For
1c	Elect Director Catherine Loubier	Mgmt	For	For
	Voter Rationale: In the context of increasi members who have a good and recent un		onal accounting standards, the audit committe ounting rules and of the audit process.	ee benefits from
1d	Elect Director Arinder S. Mahal	Mgmt	For	For
	board and fulfilling fiduciary duties. In the benefits from members who have a good should put in place a policy to increase ge	e context of increasingly and recent understand ender diversity on the b	ings. Attendance is crucial for making valuable complex international accounting standards, fing of the accounting rules and of the audit poard. In developed markets, our minimum explates to the board, we will keep this matter up	the audit committee rocess. The Company pectation is that women
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

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Primary ISIN: US6304021057 Primary SEDOL: 2622253

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loped markets, our the company ing.
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#### **National Australia Bank Limited**

Meeting Date: 12/15/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: NAB

Primary ISIN: AU000000NAB4

Primary SEDOL: 6624608

oposal ımber	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
		Mamt	For	For
2	Approve Remuneration Report  Voter Rationale: The remuneration report	Mgmt does not articulate		
2	Approve Remuneration Report  Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. The l vesting levels on multiple performance cr. performance criterion, and should stagge	does not articulate i ents reflect prior year ong-term incentive p iteria that reflect bot	now executives performed again performance, as well as outlin lan is linked to a single perforn h absolute and relative financia	nst historic performance targets. The ing forward-looking targets that nance target. Companies should base Il metrics rather than a single
	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. The l vesting levels on multiple performance cr	does not articulate i ents reflect prior year ong-term incentive p iteria that reflect bot	now executives performed again performance, as well as outlin lan is linked to a single perforn h absolute and relative financia	nst historic performance targets. The ing forward-looking targets that nance target. Companies should base Il metrics rather than a single
2 3a 3b	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. The levesting levels on multiple performance criperformance criterion, and should stagged.  Approve Grant of Deferred Rights to	edoes not articulate i ents reflect prior yea ong-term incentive p iteria that reflect bot r vesting to reward p	now executives performed again performance, as well as outlin lan is linked to a single perform h absolute and relative financia progressively better performanc	nst historic performance targets. The ing forward-looking targets that nance target. Companies should base Il metrics rather than a single e.
3a	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. The levesting levels on multiple performance criperformance criterion, and should stagged.  Approve Grant of Deferred Rights to Ross McEwan  Approve Grant of Performance Rights to	does not articulate i ents reflect prior yea. iong-term incentive p iteria that reflect bot r vesting to reward p Mgmt	now executives performed again performance, as well as outlin lan is linked to a single perform th absolute and relative financia progressively better performance For	nst historic performance targets. The ing forward-looking targets that nance target. Companies should base Il metrics rather than a single e.
3a	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. The levesting levels on multiple performance criperformance criterion, and should stagge.  Approve Grant of Deferred Rights to Ross McEwan  Approve Grant of Performance Rights to Ross McEwan	does not articulate i ents reflect prior yea. iong-term incentive p iteria that reflect bot r vesting to reward p Mgmt	now executives performed again performance, as well as outlin lan is linked to a single perform th absolute and relative financia progressively better performance For	nst historic performance targets. The ing forward-looking targets that nance target. Companies should base Il metrics rather than a single e.
3a 3b	Voter Rationale: The remuneration report board should articulate how bonus payme underpin long-term incentive plans. The levesting levels on multiple performance criperformance criterion, and should stagged.  Approve Grant of Deferred Rights to Ross McEwan  Approve Grant of Performance Rights to Ross McEwan  Voter Rationale: .  Consideration of Financial Report,	does not articulate i ents reflect prior yea. ong-term incentive p iteria that reflect bot r vesting to reward p Mgmt Mgmt	now executives performed again performance, as well as outlin lan is linked to a single perform th absolute and relative financia progressively better performance For	nst historic performance targets. The ing forward-looking targets that nance target. Companies should base Il metrics rather than a single e.

### **National Beverage Corp.**

Meeting Date: 10/06/2023

Country: USA

Meeting Type: Annual

Ticker: FIZZ

Primary ISIN: US6350171061 Primary SEDOL: 2638625

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Nick A. Caporella	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. 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.

### **National Beverage Corp.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	to cast an informed vote. The company sh manipulation of reported indicators or oth	nould put in place a er bad faith actions	n procedure which would son the part of any of it	advance of the meeting to enable shareholders d enable it, should it identify any facts of ts executive directors and other key managers t any funds wrongfully obtained in such manner
3	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year
	Voter Rationale: We support an annual sa	y on pay frequency	<i>'</i> .	

### **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
	Resolutions for National Storage Holdings Limited (Company) Only	Mgmt		
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive s of awards, thus failing to encourage pn The remuneration report does not artic articulate how bonus payments reflect incentive plans. The company should p reported indicators or other bad faith a	hareholder value of ogressive performatulate how executivorior year performatulation place a processions on the part of the part of the	over a sufficiently long peri ance. Higher vesting levels wes performed against histo ance, as well as outlining f edure which would enable of any of its executive direc	lude robust and stretching performance targets to food of time. Remuneration policy allows cliff-vesting is should be linked to scaled performance targets. Oric performance targets. The board should forward-looking targets that underpin long-term it, should it identify any facts of manipulation of cotors and other key managers which were prongfully obtained in such manner are repaid to it.

Elect Howard Brenchley as Director Mgmt For For For For For Resolutions for National Storage Holdings Limited (Company) and National Storage Property Trust (NSPT)

# **National Storage REIT**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of Stapled Securities to Andrew Catsoulis	Mgmt	For	For
	reported indicators or other bad faith action	ons on the part of any o	which would enable it, should it identify any fact of its executive directors and other key manago ure that any funds wrongfully obtained in such	ers which were
6	Approve Issuance of Stapled Securities to Claire Fidler	Mgmt	For	For
	reported indicators or other bad faith action	ons on the part of any o	which would enable it, should it identify any fac of its executive directors and other key manago ure that any funds wrongfully obtained in such	ers which were
7	Approve Issuance of FY26 Performance Rights to Andrew Catsoulis	Mgmt	For	For
	reported indicators or other bad faith action	ons on the part of any o	which would enable it, should it identify any factifies the secutive directors and other key manageure that any funds wrongfully obtained in such	ers which were
8	Approve Issuance of FY26 Performance Rights to Claire Fidler	Mgmt	For	For
	reported indicators or other bad faith action	ons on the part of any o	which would enable it, should it identify any fac of its executive directors and other key managu ure that any funds wrongfully obtained in such	ers which were
9	Ratify Past Issuance of Placement Securities to Existing and New Institutional and Professional Investors	Mgmt	For	For
Neogen Co	orporation			
Meeting Date: 10/2	25/2023 <b>Country:</b> USA <b>Meeting Type:</b> Ann	ual	Ticker: NEOG	
			<b>Primary ISIN:</b> US6404911066	Primary SEDOL: 2630085
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

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
	Voter Rationale: The Company should put minimum expectation is that women shoul		ncrease gender diversity on the board. In deve 17% of the board.	eloped markets, our
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
	executive directors. Incentive awards to exto reward strong performance and drive si awards should be tied to performance con procedure which would enable it, should it	xecutives should be contractives should be contracted by the should be contracted by t	material changes in the business or in the rollearly disclosed and include robust and stretch a sufficiently long period of time. A larger pelis a minimum good practice. The company shemanipulation of reported indicators or other behich were detrimental to the long-term interesting to it.	hing performance targets prentage of the equity hould put in place a bad faith actions on the
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sag	y on pay frequency.		
4	Approve Omnibus Stock Plan	Mgmt	For	Against
	ability to hold management accountable. Operformance, including in the event of a crobust and stretching performance targets of time. A larger percentage of the equity practice. The company should put in place indicators or other bad faith actions on the	On early termination, hange of control. Ince to reward strong per awards should be tied a procedure which w part of any of its ext	recutive directors as this may compromise the all share-based awards should be time pro-raentive awards to executives should be clearly reformance and drive shareholder value over a d to performance conditions. At least 50% is a would enable it, should it identify any facts of recutive directors and other key managers whit funds wrongfully obtained in such manner are	ted and tested for disclosed and include sufficiently long period a minimum good manipulation of reported ich were detrimental to
5	Ratify BDO USA P.A. as Auditors	Mgmt	For	For
NI de la coltata	Group Limited			

#### **Netwealth Group Limited**

Meeting Date: 11/22/2023 Country: Australia Ticker: NWL

Meeting Type: Annual

Primary ISIN: AU000000NWL7 Primary SEDOL: BF52PL1

Proposal Mgmt Number **Proposal Text** Proponent Rec Instruction 2 Approve Remuneration Report Mgmt For Against Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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. Elect Tim Antonie as Director Mgmt For For 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		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.					
6	Approve the Increase in Non-Executive Directors' Aggregate Fee Pool	Mgmt	None	For		

### **New Relic, Inc.**

Meeting Date: 11/01/2023

Country: USA

Meeting Type: Special

Ticker: NEWR

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

Meeting Type: Extraordinary Shareholders

Ticker: 17

**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

Meeting Type: Annual

Ticker: 17

**Primary ISIN:** HK0000608585

Primary SEDOL: BM94GQ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	
2	Approve Final Dividend	Mgmt	For	For	
3a	Elect Cheng Kar-Shun, Henry as Director	Mgmt	For	For	
	Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate. 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.				
3b	Elect Cheng Chi-Heng as Director	Mgmt	For	Against	
	Voter Rationale: The board should include independence and objectivity.	at least 33% independe	ent non-executive directors to ensure appropr	riate balance of	
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	
	Voter Rationale: Any issuance of shares at issuance and not as a part of routine share		o the market price should be approved by sha	areholders prior to such	
7	Approve Grant of Options Under the Share Option Scheme	Mgmt	For	Against	
Voter Rationale: Long-term incentive awards should be used to incentivise long-term performance and should not be allow within 3 years since the date of grant. Incentive awards to executives should be clearly disclosed and include robust and s performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Sha should not be granted to non-executive directors as this may compromise their independence and ability to hold managen accountable.				obust and stretching of time. Share options	

## **Newcrest Mining Ltd.**

Meeting Date: 10/13/2023 Country: Australia Ticker: NCM

Meeting Type: Court

Primary ISIN: AU000000NCM7 Primary SEDOL: 6637101

## **Newcrest Mining Ltd.**

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

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	Mgmt	For	Withhold			
	to allow for equal voting rights among board. In developed markets, our mini also serve as executive officers at publ they have sufficient time and energy to substantial amounts of time. The comp in line with regional best practice, with	shareholders The Co mum expectation is t icly listed companies a discharge their role vany should move too independent board of	mpany should put in place a poi hat women should comprise at a are expected to hold no more to s properly, particularly during ur wards a three-committee structu committees that report annually	The company should amend its structure licy to increase gender diversity on the least 27% of the board. Nominees who han one external directorship to ensure nexpected company situations requiring ure (audit, remuneration and nomination, on their activities. We hold this nominee board should include between 5 and 15			
1.2	Elect Director Virginia S. Bauer	Mgmt	For	For			
	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.						
1.3	Elect Director Kenneth A. McIntyre	Mgmt	For	For			
	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.						
1.4	Elect Director Jay Itzkowitz	Mgmt	For	For			
	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.						
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For			
3	Advisory Vote to Ratify Named Executi Officers' Compensation	ve Mgmt	For	Against			
	Voter Rationale: Severance payments should not exceed two years pay. Larger severance packages should be subject to a separate shareholder approval. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.

## **Newmont Corporation**

Meeting Date: 10/11/2023

Country: USA

Meeting Type: Special

Ticker: NEM

**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

Meeting Type: Annual

Ticker: NXT

Primary ISIN: AU000000NXT8

Primary SEDOL: B5LMKP4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	addition to and above that expected of di executives performed against historic per performance, as well as outlining forward linked to a single performance target. Col	irectors as a normal par formance targets. The L l-looking targets that un mpanies should base ve	o performance and demonstrate shareholder of their jobs. The remuneration report does to their jobs. The remuneration report does to and should articulate how bonus payments of derpin long-term incentive plans. The long-testing levels on multiple performance criteria to mance criterion, and should stagger vesting to	not articulate how reflect prior year rm incentive plan is hat reflect both		
2	Elect Stuart Davis as Director	Mgmt	For	Against		
	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.					
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

Meeting Type: Annual

Ticker: NHF

Primary ISIN: AU000000NHF0

Primary SEDOL: B28ZM60

# **NIB Holdings Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
	executive directors. The remuneration repo	ort does not articulate h	naterial changes in the business or in the role ow executives performed against historic perf formance, as well as outlining forward-looking	ormance targets. The
2	Elect Brad Welsh as Director	Mamt	For	For
3	Elect brad Weish as Director	Mgmt	FOI	FOI
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
	Voter Rationale: The audit committee should impartiality and effectiveness.	uld be fully independent	and this director's membership could hamper	the committee's
7	Approve Participation of Mark Fitzgibbon in Long-Term Incentive Plan	Mgmt	For	For

## **Nick Scali Limited**

Meeting Date: 10/19/2023

Country: Australia

Meeting Type: Annual

Ticker: NCK

Primary ISIN: AU000000NCK1

Primary SEDOL: B00VZV8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	reward strong performance and drive shat to a single performance target. Companies relative financial metrics rather than a sing performance. The remuneration report do should articulate how bonus payments ref long-term incentive plans The company s manipulation of reported indicators or othe	reholder value over a s s should base vesting I gle performance criteri es not articulate how e flect prior year perform should put in place a p er bad faith actions on	I disclosed and include robust and stretching ufficiently long period of time. The long-term evels on multiple performance criteria that reon, and should stagger vesting to reward proexecutives performed against historic performance, as well as outlining forward-looking tarrocedure which would enable it, should it ide the part of any of its executive directors and lders, to ensure that any funds wrongfully ob	incentive plan is linked iffect both absolute and gressively better lance targets. The board gets that underpin ntify any facts of lother key managers
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 **Meeting Type:** Annual

Ticker: NEC

Primary ISIN: AU000000NEC4

Primary SEDOL: BGQV183

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	Voter Rationale: Incentive awards to exec reward strong performance and drive sha			de robust and stretching performance targets to d of time.		
2	Elect Peter Costello as Director	Mgmt	For	Against		
	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 Mandy Pattinson as Director	Mgmt	For	For		
4	Approve Grant of Performance Rights to Michael Sneesby	Mgmt	For	Against		
	Voter Rationale: Incentive awards to exec	rutives should be clea	arly disclosed and includ	de robust and stretching performance targets to		

# Nippon Parking Development Co., Ltd.

Meeting Date: 10/26/2023

Country: Japan

Meeting Type: Annual

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

Ticker: 2353

**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
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of ov		be three-fourths independent and work closely ntrol.	with the independent
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
	Voter Rationale: This plan does not effect targets that reward strong performance of		v to performance. The board should introduce alue over time.	stretching performance

## **Nishio Holdings Co., Ltd.**

Meeting Date: 12/20/2023

Country: Japan

Meeting Type: Annual

Ticker: 9699

**Primary ISIN:** JP3657500009

Primary SEDOL: 6638320

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

### **Noevir Holdings Co., Ltd.**

**Meeting Date:** 12/08/2023

Country: Japan

Meeting Type: Annual

Ticker: 4928

Primary ISIN: JP3760450001 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

Meeting Type: Annual

Ticker: NST

Primary ISIN: AU000000NST8

**Primary SEDOL:** 6717456

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: All exceptional awards s addition to and above that expected of a incentivise long-term performance and s committee should consider deferring a p executives and ensuring that the annual	lirectors as a norm hould not be allow roportion of the ar	nal part of their jobs. Long-ten wed to vest within 3 years sinc nnual cash bonus into shares (	m incentive awards should be used to e the date of grant. The remuneration which would be more effective in retaining
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

Meeting Type: Annual

Ticker: NTNX

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

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.

# **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
	reward strong performance and drive sha not allow vesting of incentive awards for s	reholder value over a su Substantially below med	disclosed and include robust and stretching pufficiently long period of time. The remuneration performance. Long-term incentive awards west within 3 years since the date of grant.	ion committee should
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
3c	during unexpected company situations red independent and this director's membersh	quiring substantial amo hip could hamper the co	nt time and energy to discharge their roles pro nunts of time. The nomination committee shou ommittee's impartiality and effectiveness. Dire able contributions to the board and fulfilling fio For	uld be majority ectors are expected to
	Voter Rationale: The nomination committe committee's impartiality and effectiveness		ndependent and this director's membership co	ould hamper the
3d	Elect Ho Gilbert Chi Hang as Director	Mgmt	For	For
		sufficient time and ene	at publicly listed companies are expected to horgy to discharge their roles properly, particula	
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
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		long period of time should consider a plan or	tender process for
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the	•	out pre-emption rights should be undertaken	in exceptional
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	Voter Rationale: Any increase in capital of circumstances only and fully justified by the		out pre-emption rights should be undertaken	in exceptional

# **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
	Voter Rationale: The Company should purminimum expectation is that women should pure the company shoul		crease gender diversity on the board. In devel 3.5% of the board.	loping markets, our
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
	Voter Rationale: The Kansayaku statutory directors to ensure a robust system of ov		be three-fourths independent and work closely ntrol.	with the independent
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

Meeting Type: Special

Ticker: LKOH

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

Meeting Type: Annual

Ticker: OBL

Primary ISIN: AU0000082489

Primary SEDOL: BM95XH7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	event of a change of control. All exce creation in addition to and above tha linked to material changes in the bus articulate how executives performed prior year performance, as well as ou committee should consider deferring executives and ensuring that the ann procedure which would enable it, sho	ptional awards should t expected of directors iness or in the role and against historic perforn utlining forward-looking a proportion of the and hual and long-term pen buld it identify any facts and other key manage.	be clearly linked to performant as a normal part of their jobs. If responsibilities of executive of mance targets. The board shout a targets that underpin long-te nual cash bonus into shares we formance objectives are aligned of manipulation of reported its which were detrimental to the	nd tested for performance, including in the nace and demonstrate shareholder value is. Significant salary increases should be directors. The remuneration report does not uld articulate how bonus payments reflect term incentive plans. The remuneration which would be more effective in retaining end. The company should put in place a indicators or other bad faith actions on the the long-term interests of its shareholders, to

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

Meeting Type: Annual

Ticker: 3288

Primary ISIN: JP3173540000 Prim

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
	Voter Rationale: The board should establis objectivity.	sh one-third board inde	pendence to ensure appropriate balance of in	dependence and
2.3	Elect Director Wakatabi, Kotaro	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board inde,	pendence to ensure appropriate balance of ind	dependence and
2.4	Elect Director Imamura, Hitoshi	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board inde,	pendence to ensure appropriate balance of in	dependence and
2.5	Elect Director Fukuoka, Ryosuke	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board inde,	pendence to ensure appropriate balance of ind	dependence and
2.6	Elect Director Munemasa, Hiroshi	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board inde,	pendence to ensure appropriate balance of ind	dependence and
2.7	Elect Director Ishimura, Hitoshi	Mgmt	For	Against
	Voter Rationale: The board should establis objectivity.	sh one-third board inde,	pendence to ensure appropriate balance of in	dependence and
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

Meeting Type: Annual

Ticker: ORCL

Primary ISIN: US68389X1054

Primary SEDOL: 2661568

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

# **Oracle Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Jeffrey S. Berg	Mgmt	For	Withhold
	board refreshment and succession planning concerning and raises questions about audit	ng. We are holding this dit committee effective	ficantly exceeds the market average, raising co director responsible. The lack of a robust anti ness in carrying out its risk oversight function. ting the pledging of company shares by execu	pledging policy is We encourage the
1.3	Elect Director Michael J. Boskin	Mgmt	For	Withhold
	board refreshment and succession planning concerning and raises questions about audit	ng. We are holding this dit committee effective	ficantly exceeds the market average, raising co director responsible. The lack of a robust anti ness in carrying out its risk oversight function. ting the pledging of company shares by execu	pledging policy is We encourage the
1.4	Elect Director Safra A. Catz	Mgmt	For	For
1.5	Elect Director Bruce R. Chizen	Mgmt	For	Withhold
	board refreshment and succession planning	ng. We are holding this have sufficient time and	ficantly exceeds the market average, raising co director responsible. Directors are expected to d energy to discharge their role properly, partic time.	hold only a small
1.6	Elect Director George H. Conrades	Mgmt	For	Withhold
			on remuneration-related proposals should enga ain in the next annual report how the compan	
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
	shareholders to understand the rationale i	for opposition and expl rds should be clearly li	on remuneration-related proposals should enga ain in the next annual report how the compan, nked to performance and demonstrate shareho t of their jobs.	v intends to address
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	Voter Rationale: This plan could lead to extested for performance, including in the e		orly termination, all share-based awards should ntrol.	be time pro-rated and
5	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		a long period of time should consider a plan or	tender process for

# **Oracle Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Report on Median and Adjusted Gender/Racial Pay Gaps	SH	Against	For
	Voter Rationale: The proposed enhanced risks related to human capital management	,	ne board and shareholders better assess exist	ing and potential future
7	Require Independent Board Chair	SH	Against	For
		fully independent Chair	ful interim step, but the board should move to man. A board headed by management canno	

## **ORIX JREIT, Inc.**

Meeting Date: 11/29/2023

Country: Japan

Meeting Type: Special

Ticker: 8954

**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

Meeting Type: Annual

Ticker: ORA

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

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.

### **PacWest Bancorp**

Meeting Date: 11/22/2023

Country: USA

Meeting Type: Special

Ticker: PACW

**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

Meeting Type: Annual

Ticker: PDN

Primary ISIN: AU000000PDN8

Primary SEDOL: 6668468

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	or 15 months. Furthermore, the company executive. Retention grants are not consis	does not provide stent with market s. Finally, the com	a breakdown of how many practice and if used, should	rformance conditions and will vest after only 9 retention rights were granted to each d be accompanied by performance conditions ance rights that vest after two years, which we
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

Meeting Type: Annual

Ticker: PANW

Primary ISIN: US6974351057

Primary SEDOL: B87ZMX0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Nikesh 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
	Voter Rationale: Companies who have had bringing in a new auditing firm.	d the same auditor for a	a period of over 10 years should consider a pla	an or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	circumstances, we note that the grant to t	the CEO is fully perform out if substantial value	ent awards to executives should be used only nance based, does not vest at all if the CEO le is created. The downside risk and potential lo s the use of a retention grant is justified.	aves before the 5 year
4	Amend Omnibus Stock Plan	Mgmt	For	For

## **Parker-Hannifin Corporation**

**Meeting Date:** 10/25/2023

Country: USA

Meeting Type: Annual

Ticker: PH

**Primary ISIN:** US7010941042

Primary SEDOL: 2671501

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1a	Elect Director Lee C. Banks	Mgmt	For	For	
1b	Elect Director Jillian C. Evanko	Mgmt	For	For	
1c	Elect Director Denise Russell Fleming	Mgmt	For	For	
1d	Elect Director Lance M. Fritz	Mgmt	For	For	
1e	Elect Director Linda A. Harty	Mgmt	For	For	
	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.				
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	
	Votor Pationalas The nominee consecue	Romunaration Committ	too Chair and has long tonura. Long tonurad a	liractora cauld lack	

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.

# **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		
11	Elect Director James L. Wainscott	Mgmt	For	For		
1m	Elect Director Thomas L. Williams	Mgmt	For	For		
		sufficient time and energ	at publicly listed companies are expected to h gy to discharge their roles properly, particularl			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
2	shareholder approval. On early termination the event of a change of control.	n, all share-based awar	rs pay. Larger severance packages should be ds should be time pro-rated and tested for pe	rformance, including in		
3	Ratify Deloitte & Touche LLP as Auditors	мдт	For	For		
	Voter Rationale: Companies who have had for bringing in a new auditing firm.	d the same auditor for a	n period of over 10 years should consider a pla	an or tender process		
4	Approve Omnibus Stock Plan	Mgmt	For	For		
	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.					
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For		
6	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year		
	Voter Rationale: We support an annual sa	y on pay frequency.				

# 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
	Voter Rationale: The nominee is a forr	mer executive and cor	nsidered to be non-indepo	endent.
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			
	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.						
1e	Elect Director John B. Gibson	Mgmt	For	For			
1f	Elect Director B. Thomas Golisano	Mgmt	For	For			
	Voter Rationale: The nominee is a former company significantly exceeds the market		ered to be non-independent. The average of cerns regarding board refreshment and suc				
1g	Elect Director Pamela A. Joseph	Mgmt	For	For			
		d comprise at least 2 ard tenure at the com	ncrease gender diversity on the board. In d 7% of the board. Given the recent updates pany significantly exceeds the market avera	to the board, we will keep			
1h	Elect Director Theresa M. Payton	Mgmt	For	For			
1h 1i	Elect Director Theresa M. Payton Elect Director Kevin A. Price	Mgmt Mgmt	For For	For For			
	·	•					
1i	Elect Director Kevin A. Price Elect Director Joseph M. Tucci	Mgmt Mgmt emuneration Commit	For For tee Chair and has long tenure. Long tenure	For Against			
<b>1</b> i	Elect Director Kevin A. Price Elect Director Joseph M. Tucci Voter Rationale: The nominee serves as Re	Mgmt Mgmt emuneration Commit	For For tee Chair and has long tenure. Long tenure	For Against			
1i 1j	Elect Director Kevin A. Price  Elect Director Joseph M. Tucci  Voter Rationale: The nominee serves as Reindependence from the company and we expected.	Mgmt Mgmt emuneration Committee	For For tee Chair and has long tenure. Long tenure Chairs to be independent.	For Against  and directors could lack			
1i 1j 1k	Elect Director Kevin A. Price  Elect Director Joseph M. Tucci  Voter Rationale: The nominee serves as Reindependence from the company and we described the Elect Director Joseph M. Velli	Mgmt Mgmt  emuneration Committee expect key committee Mgmt  Mgmt	For For tee Chair and has long tenure. Long tenure te Chairs to be independent. For	For Against  od directors could lack  For			
1i 1j 1k 1l	Elect Director Kevin A. Price  Elect Director Joseph M. Tucci  Voter Rationale: The nominee serves as Reindependence from the company and we elect Director Joseph M. Velli  Elect Director Kara Wilson  Advisory Vote to Ratify Named Executive Officers' Compensation  Voter Rationale: Retention or recruitment	Mgmt Mgmt  emuneration Committee expect key committee Mgmt Mgmt Mgmt Mgmt awards to executives formance and drive si closed and include ro ently long period of til	For For  tee Chair and has long tenure. Long tenure the Chairs to be independent.  For For For Should be clearly disclosed and include roth the chareholder value over a sufficiently long perbust and stretching performance targets to the cong-term incentive awards should be	For Against  Ind directors could lack  For For Against  Soust and stretching Priod of time. Incentive To reward strong performance			
1i 1j 1k 1l	Elect Director Kevin A. Price  Elect Director Joseph M. Tucci  Voter Rationale: The nominee serves as Raindependence from the company and we describe Elect Director Joseph M. Velli  Elect Director Kara Wilson  Advisory Vote to Ratify Named Executive Officers' Compensation  Voter Rationale: Retention or recruitment operformance targets to reward strong per awards to executives should be clearly disand drive shareholder value over a sufficie	Mgmt Mgmt  emuneration Committee expect key committee Mgmt Mgmt Mgmt Mgmt awards to executives formance and drive si closed and include ro ently long period of til	For For  tee Chair and has long tenure. Long tenure the Chairs to be independent.  For For For Should be clearly disclosed and include roth the chareholder value over a sufficiently long perbust and stretching performance targets to the cong-term incentive awards should be	For Against  Ind directors could lack  For For Against  Soust and stretching Priod of time. Incentive To reward strong performance			
1i 1j 1k 1l 2	Elect Director Kevin A. Price  Elect Director Joseph M. Tucci  Voter Rationale: The nominee serves as Rindependence from the company and we define the Elect Director Joseph M. Velli  Elect Director Kara Wilson  Advisory Vote to Ratify Named Executive Officers' Compensation  Voter Rationale: Retention or recruitment of performance targets to reward strong performance and should not be	Mgmt Mgmt  emuneration Committee expect key committee Mgmt  Mgmt  Mgmt  awards to executives formance and drive so closed and include ro ently long period of til allowed to vest withi	For For  tee Chair and has long tenure. Long tenure of Chairs to be independent.  For For For Should be clearly disclosed and include roth that and stretching performance targets to the cong-term incentive awards should be in 3 years since the date of grant.	For Against  Ind directors could lack  For For Against  Soust and stretching Period of time. Incentive To reward strong performance To used to incentivise			

# **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	
	independence from the company and we e	expect key committee C In developed markets,	Thair and has long tenure. Long tenured direct Chairs to be independent. The Company should our minimum expectation is that women shou I keep this matter under review.	d put in place a policy	
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	
			ould be time pro-rated and tested for performa I not allow vesting of incentive awards for sub		
4	Approve Omnibus Stock Plan	Mgmt	For	Against	
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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.				
5	Provide Directors May Be Removed With or Without Cause	Mgmt	For	For	

#### **Perenti Limited**

Meeting Date: 10/13/2023 Country: Australia

Meeting Type: Annual

Ticker: PRN

**Primary ISIN:** AU0000061897

Primary SEDOL: BKRKNV4

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

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.

#### **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

Meeting Type: Annual

Ticker: PPT

Primary ISIN: AU000000PPT9

Primary SEDOL: 6682394

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
	executive directors. The long-term incenti multiple performance criteria that reflect I should stagger vesting to reward progress	ive plan is linked to a : both absolute and rela sively better performa argets. The board sho	material changes in the business or in the ro single performance target. Companies should ative financial metrics rather than a single per nce. The remuneration report does not articu buld articulate how bonus payments reflect pr m incentive plans.	base vesting levels on formance criterion, and late how executives
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

# **Perseus Mining Limited**

Meeting Date: 11/21/2023

Country: Australia

Meeting Type: Annual

Ticker: PRU

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
	reward strong performance and drive shar awards should be time pro-rated and teste increases should be linked to material char remuneration report does not articulate ho how bonus payments reflect prior year per plans. The long-term incentive plan is linke	eholder value over a sui of for performance, inclu- nges in the business or a low executives performed formance, as well as ou ed to a single performan lute and relative financia	disclosed and include robust and stretching pufficiently long period of time. On early terminal uding in the event of a change of control. Signin the role and responsibilities of executive directly discounties that underping the targets. The boutlining forward-looking targets that underpinate target. Companies should base vesting levial metrics rather than a single performance could be a supplementation.	ntion, all share based nificant salary rectors. The nard should articulate long-term incentive rels on multiple
2	Elect Elissa Cornelius as Director	Mgmt	For	Against
	appropriate balance of independence and	objectivity. The audit co and effectiveness. The i	ude at least 50% independent non-executive immittee should be fully independent and this remuneration committee should be independe veness.	directors membership
3	Elect David Ransom as Director	Mgmt	For	For
4	Approve Renewal of Performance Rights Plan	Mgmt	For	Against
	event of a change of control. The long-term	m incentive plan is linke t reflect both absolute a	uld be time pro-rated and tested for performad d to a single performance target. Companies and relative financial metrics rather than a sing er performance.	should base vesting
5	Approve Issuance of Performance Rights to Jeffrey Quartermaine	Mgmt	For	Against
	event of a change of control. The long-term	m incentive plan is linke t reflect both absolute a	uld be time pro-rated and tested for performad d to a single performance target. Companies and relative financial metrics rather than a sing er performance.	should base vesting

## **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
	Meeting for ADR Holders	Mgmt		
1	Amend Articles and Consolidate Bylaws	Mgmt	For	Against
	Voter Rationale: Changes in company's ar	rticles or by-laws si	hould not erode shareholder	rights.
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 **Meeting Type:** Annual

Ticker: PXA

**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	
	Voter Rationale: The audit committee sho impartiality and effectiveness.	uld be fully independen	t and this directors membership could hampe	r the committees	
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.				
5	Approve Grant of Performance Rights to Glenn King	Mgmt	For	For	

### **Pilbara Minerals Ltd.**

**Meeting Date:** 11/23/2023

Country: Australia

Meeting Type: Annual

Ticker: PLS

Primary ISIN: AU000000PLS0 Prim

Primary SEDOL: B2368L5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	how executives performed against historic performance, as well as outlining forward	rectors as a normal p e role and responsibill c performance target: -looking targets that the annual cash bont	art of their jobs. Significa ties of executive directors s. The board should articu underpin long-term incent us into shares which would	nt salary increases should be linked to . The remuneration report does not articulate late how bonus payments reflect prior year
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
	Voter Rationale: On early termination, all event of a change of control.	share-based awards	should be time pro-rated a	and tested for performance, including in the
5	Amend Existing Securities Under the Pilbara Minerals Limited Award Plan	Mgmt	None	Against
	Voter Rationale: On early termination, all event of a change of control.	share-based awards	should be time pro-rated a	and tested for performance, including in the

### **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
	Voter Rationale: On early termination, all event of a change of control.	share-based awards sh	ould be time pro-rated and tested for perform	nance, including in the
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			
	reward strong performance and drive sh articulate how executives performed ago prior year performance, as well as outlin committee should consider deferring a per executives and ensuring that the annual procedure which would enable it, should	nareholder value ove nainst historic perform ning forward-looking proportion of the anr l and long-term perf d it identify any facts d other key manager	r a sufficiently long period of time nance targets. The board should targets that underpin long-terme nual cash bonus into shares which formance objectives are aligned. It of manipulation of reported indess which were detrimental to the	articulate how bonus payments reflect incentive plans. The remuneration h would be more effective in retaining The company should put in place a			
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			
	Andrew Chambers  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.						

# **PKSHA Technology, Inc.**

**Meeting Date:** 12/22/2023

Country: Japan

**Ticker:** 3993

Meeting Type: Annual

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

3

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

For

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
	Voter Rationale: Incentive awards to	executives should be c	elearly disclosed and include rol	bust and stretching performance targets to

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

Approve 2023 Short-Term Incentive Mgmt For 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

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.

# **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		
	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.					
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		
	within 3 years since the date of grant. The	long-term incentive teria that reflect bot	e plan is linked to a singl th absolute and relative f	performance and should not be allowed to vest e performance target. Companies should base inancial metrics rather than a single performance		
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		
	within 3 years since the date of grant. The	long-term incentiv teria that reflect bot	e plan is linked to a sing th absolute and relative f	performance and should not be allowed to vest e performance target. Companies should base inancial metrics rather than a single performance		

criterion, and should stagger vesting to reward progressively better performance.

# **Polynovo Limited**

Meeting Date: 11/03/2023 Country: Australia Ticker: PNV

Meeting Type: Annual

Primary ISIN: AU000000PNV0 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**

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

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

Approve Employee Share Option Plan For Against Mgmt

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.

#### **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	
	Approve Remuneration Report Mgmt For Against  Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a suffciently long period of time. 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.

Elect Solomon Lew as Director 3a Mgmt For

> Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly 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.

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		
	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.					
4	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For		

# Premier, Inc.

Meeting Date: 12/01/2023

Country: USA

Meeting Type: Annual

Ticker: PINC

Primary ISIN: US74051N1028

Primary SEDOL: BDZDRC5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director 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		
		e sufficient time and ene	at publicly listed companies are expected to he ergy to discharge their roles properly, particula			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.					
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. Incentive awards to executives should be 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 to Ratify Named Executive Officers' Compensation	e Mgmt	For	For		
		to executives should be	ars pay. Larger severance packages should be clearly disclosed and include robust and streto ue over a sufficiently long period of time.			

## **Pressance Corp.**

Meeting Date: 12/15/2023

Country: Japan

Meeting Type: Annual

Ticker: 3254

**Primary ISIN:** JP3833300001

Primary SEDOL: B29H1T1

# **Pressance Corp.**

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

### **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	
С	Approve Stock Option 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. 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.				
d	Authorize Board to Adopt the Neces Measures so that Some Items of th New Company's Stock Option Plan Be Applied to the Share Grant Prog and Company's Stock Option Contra Entered into Up to the Date of the	e Can Irams acts	For	For	

#### **Pro Medicus Limited**

Meeting Date: 11/20/2023

Country: Australia
Meeting Type: Annual

Ticker: PME

Primary ISIN: AU000000PME8

Primary SEDOL: 6292782

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

Meeting Type: Annual

Ticker: PWH

Primary ISIN: AU000000PWH0

Primary SEDOL: BZ168Z2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
	executive directors. The company should of reported indicators or other bad faith a detrimental to the long-term interests of it. The remuneration report does not articulate how bonus payments reflect princentive plans. The remuneration commits	out in place a procedure ctions on the part of an ts shareholders, to ensu ulate how executives pe or year performance, as ttee should consider del	naterial changes in the business or in the role which would enable it, should it identify any y of its executive directors and other key mar ure that any funds wrongfully obtained in such erformed against historic performance targets s well as outlining forward-looking targets tha ferring a proportion of the annual cash bonus t the annual and long-term performance object	r facts of manipulation nagers which were In manner are repaid to The board should It underpin long-term Into shares which
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

Meeting Type: Annual

Ticker: QAN

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 executive reward strong performance and drive share		disclosed and include robust and stretching p fficiently long period of time.	erformance targets to	
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. 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 permits 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	
	Voter Rationale: Any share repurchase req justified by the company	uest in excess of 10% s	should be undertaken in exceptional circumsta	ances only and be fully	

# **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		
	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		
	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 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

Meeting Type: Annual

Ticker: 4384

Primary ISIN: JP3967180005 Prima

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		
	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.					
4	Approve Restricted Stock Plan	Mgmt	For	Against		
	Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.					
5	Approve Restricted Stock Plan	Mgmt	For	Against		
	Voter Rationale: Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable. This plan does not effectively link executive pay to performance. The board should introduce stretching performance targets that reward strong performance and build shareholder value over time.					
6	Appoint Deloitte Touche Tohmatsu LLC as New External Audit Firm	Mgmt	For	For		

### **Ramelius Resources Limited**

**Meeting Date:** 11/23/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: RMS

Primary ISIN: AU000000RMS4

Primary SEDOL: 6586872

1						
	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive used to incentivise long-term perform awards should be clearly linked to per directors as a normal part of their job and responsibilities of executive directore performance targets. The board should forward-looking targets that underpin Companies should base vesting levels than a single performance criterion, a	shareholder value ov vance and should not formance and demor s. Significant salary i tors. The remuneratic da articulate how bom long-term incentive i on multiple performa and should stagger ve a proportion of the ar	were a sufficiently long period of tile be allowed to vest within 3 years astrate shareholder value creation increases should be linked to made to the people of the people of the long-term incentive people of t	lan is linked to a single performance target solute and relative financial metrics rather tter performance. The remuneration ich would be more effective in retaining		
2	Elect Colin Francis Moorhead as Direc	ctor Mgmt	For	Against		
		ave sufficient time an		s are expected to hold no more than one s properly, particularly during unexpected		
3	Elect David Clifford Southam as Direct	tor Mgmt	For	Against		
	Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.					
4	Approve Grant of Performance Rights Mark William Zeptner	to Mgmt	For	Against		

# **Ramsay Health Care Limited**

**Meeting Date:** 11/28/2023

Country: Australia

Meeting Type: Annual

Ticker: RHC

Primary ISIN: AU000000RHC8

Primary SEDOL: 6041995

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

Meeting Type: Annual

Ticker: REA

Primary ISIN: AU000000REA9

**Primary SEDOL:** 6198578

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive linked to material changes in the busir articulate how executives performed a prior year performance, as well as out in place a procedure which would ena	shareholder value ove ness or in the role and gainst historic perforr lining forward-looking ble it, should it identii tive directors and oth	er a sufficiently long period of ting If responsibilities of executive ding If the board should If targets that underpin long-term If yany facts of manipulation of re If they managers which were de	trimental to the long-term interests of its		
3	Elect Nick Dowling as Director	Mgmt	For	Against		
J	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.					
		ess.				
4			For	Against		
4	committees impartiality and effectiven Approve Grant of Performance Rights Owen Wilson	to Mgmt	elearly disclosed and include rob	oust and stretching performance targets to		

### 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: 10/26/2023Country: AustraliaTicker: REHMeeting 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	
	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.				
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
	Voter Rationale: The remuneration report does not articulate how executives performed against historic performance targets. The board should articulate how bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans.			
2	***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

Meeting Type: Annual

Ticker: RRL

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	
	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.				
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	
	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.				
6	Approve Grant of Long Term Incentive Performance Rights to Jim Beyer	Mgmt	For	Against	
	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.				
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	
	Postal Ballot	Mgmt			
1	Elect Isha M. Ambani as Director	Mgmt	For	For	
	Voter Rationale: The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.				
2	Elect Akash M. Ambani as Director	Mgmt	For	For	
3	Elect Anant M. Ambani as Director	Mgmt	For	Against	

# **Reliance Worldwide Corporation Limited**

Meeting Date: 10/26/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: RWC

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 Sh	arp 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.

#### ResMed Inc.

**Meeting Date:** 11/16/2023

Country: USA

Meeting Type: Annual

Ticker: RMD

**Primary ISIN:** US7611521078

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 forme	er executive and conside	ered 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 independence from the company and w		ee Chair and has long tenure. Long tenured o Chairs to be independent.	lirectors could lack
1i	Elect Director Desney Tan	Mgmt	For	For

#### ResMed Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1j	Elect Director Ronald "Ron" Taylor	Mgmt	For	Against		
	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.					
2	Ratify KPMG LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: Long-term incentive awa within 3 years since the date of grant.	rds should be used i	to incentivise long-term per	formance and should not be allowed to vest		
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year		
	Voter Rationale: We support an annual sa	ny on pay frequency.				

# **Riot Platforms, Inc.**

Meeting Date: 12/14/2023 Ticker: RIOT Country: USA

Meeting Type: Special

**Primary ISIN:** US7672921050 Primary SEDOL: BD9F675

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Amend Omnibus Stock Plan	Mgmt	For	For	
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the				

event of a change of control.

#### **Rosneft Oil Co.**

Ticker: ROSN Meeting Date: 12/22/2023 Country: Russia

Meeting Type: Special

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

Meeting Type: Annual

Ticker: RPM

**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
	Voter Rationale: Companies that received shareholders to understand the rationale fishareholder concerns.			
1.2	Elect Director Frederick R. Nance	Mgmt	For	Withhold
	Voter Rationale: The nominee serves as N independence from the company and we s			Long tenured directors could lack
1.3	Elect Director William B. Summers, Jr.	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	Voter Rationale: Severance payments shot shareholder approval. On early termination the event of a change of control. Incentive performance targets to reward strong performed incentive awards should be used to incent of grant. Companies that received high leverage to understand the rationale for opposition acconcerns.	n, all share-based a awards to executive ormance and drive s ivise long-term perf vels of dissent on rea	wards should be time pro-rate es should be clearly disclosed shareholder value over a suffic ormance and should not be all muneration-related proposals	l and include robust and stretching ciently long period of time. Long-term lowed to vest within 3 years since the date should engage with their key shareholders
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	y on pay frequency.		

### **RPT Realty**

**Meeting Date:** 12/12/2023

Country: USA

Meeting Type: Special

Ticker: RPT

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	
	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.				
3	Adjourn Meeting	Mgmt	For	For	

# Ryohin Keikaku Co., Ltd.

**Meeting Date:** 11/23/2023

Country: Japan

Meeting Type: Annual

Ticker: 7453

**Primary ISIN:** JP3976300008

Primary SEDOL: 6758455

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	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

Meeting Type: Annual

Ticker: SFR

Primary ISIN: AU000000SFR8

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
	reward strong performance and drive sha clearly linked to performance and demon normal part of their jobs. Long-term ince to vest within 3 years since the date of g the role and responsibilities of executive	areholder value over a s strate shareholder valu ntive awards should be rant. Significant salary i directors. The remunen should articulate how be	y disclosed and include robust and stretching pufficiently long period of time. All exceptional e creation in addition to and above that expective used to incentivise long-term performance an increases should be linked to material changes ation report does not articulate how executive onus payments reflect prior year performance,	awards should be ted of directors as a nd should not be allowed s in the business or in s performed against
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
	reward strong performance and drive sha	areholder value over a s	y disclosed and include robust and stretching pufficiently long period of time. Remuneration programmers formance. Higher vesting levels should be link	policy allows
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
7	Approve Leaving Entitlements	Mgmt	For	

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

Meeting Date: 12/29/2023 Country: China

Meeting Type: Special

Ticker: 002648

Primary ISIN: CNE100001B07 Primary SEDOL: B6585B6

Proposal Number Pr	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Amend Working System for Independent Directors	Mgmt	For	Against

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

### **Sayona Mining Limited**

Meeting Date: 11/30/2023 Ticker: SYA Country: Australia

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			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

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

2 Elect James Brown as Director 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.

Elect Philip Lucas as Director Mgmt For For

Approve the Increase in Maximum Mgmt None For

Approve the Increase in Maximum Mgmt None For Aggregate Remuneration of Non-Executive Directors

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
		e sufficient time ar		npanies are expected to hold no more than one eir roles properly, particularly during unexpected
1d	Elect Director Judy Bruner	Mgmt	For	For
1e	Elect Director Michael R. Cannon	Mgmt	For	For
	Voter Rationale: The nominee is a forme	er executive and co	onsidered to be non-indep	endent.
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
<b>1</b> i	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			
	shareholder approval. Incentive awards to targets to reward strong performance and awards to executives should be clearly dist	oter Rationale: Severance payments should not exceed two years pay. Larger severance packages should be subject to a separate pareholder approval. Incentive awards to executives should be clearly disclosed and include robust and stretching performance argets to reward strong performance and drive shareholder value over a sufficiently long period of time. Retention or recruitment wards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.					
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year			
	Voter Rationale: We support an annual say	on pay frequency.					
4	Ratify Ernst & Young LLP as Auditors and Authorise Their Remuneration	Mgmt	For	For			
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.						
5	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For			

#### **Seek Limited**

**Meeting Date:** 11/15/2023

Country: Australia

Meeting Type: Annual

Ticker: SEK

Primary ISIN: AU000000SEK6

Primary SEDOL: B0767Y3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance and drive sh clearly linked to performance and demor normal part of their jobs. The long-term	areholder value ove nstrate shareholder incentive plan is lin lect both absolute a	r a sufficiently long period of t value creation in addition to a ked to a single performance to nd relative financial metrics ra	bust and stretching performance targets to time. All exceptional awards should be nd above that expected of directors as a arget. Companies should base vesting levels ther than a single performance criterion,		
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		
	Voter Rationale: Incentive awards to exercise reward strong performance and drive sh			bust and stretching performance targets to time.		
6	Approve Grant of Wealth Sharing Plan Options and Rights to Ian Narev	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.					

#### **Seven Group Holdings Limited**

**Meeting Date:** 11/16/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: SVW

Primary ISIN: AU000000SVW5

Primary SEDOL: B432QW4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Elect Chris Mackay as Director	Mgmt	For	Against	
	Voter Rationale: The audit committee should impartiality and effectiveness.	uld be fully independent	and this directors membership could hamper	the committees	
3	Elect Warwick Smith as Director	Mgmt	For	Against	
	Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness.				
4	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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.				
5	Approve Grant of Deferred Share Rights to Ryan Stokes	Mgmt	For	For	

#### **Seven West Media Limited**

**Meeting Date:** 11/09/2023

**Country:** Australia **Meeting Type:** Annual

Ticker: SWM

Primary ISIN: AU000000SWM4

Primary SEDOL: 6949431

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Kerry Stokes as Director	Mgmt	For	For
	support the Chairman, ensure orderly	succession process	for the Chairman, and act as a	opriate checks and balances on the Board, point of contact for shareholders, through the board Chairman are considered
3	Elect Teresa Dyson as Director	Mgmt	For	For
4	Elect Michael Ziegelaar as Director	Mgmt	For	Against

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.

#### **Seven West Media Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus payme long-term incentive plans. The long-term i	ents reflect prior year pe Incentive plan is linked t It reflect both absolute a	r executives performed against historic perforn rformance, as well as outlining forward-lookin to a single performance target. Companies sh and relative financial metrics rather than a sing er performance.	g targets that underpin ould base vesting
6	Approve Grant of Performance Rights to James Warburton under the FY24 Short Term Incentive Plan	Mgmt	For	For
			executives performed against historic perforn rformance, as well as outlining forward-lookin	
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
	Voter Rationale: Top management is respo	onsible for the company	s unfavourable ROE performance	
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
	Voter Rationale: The audit committee sho independent.	uld be at least three-fou	urths independent and companies should striv	e to make them fully
3.2	Elect Director and Audit Committee Member Yanaka, Naoko	Mgmt	For	For

## SHIFT, Inc.

Prop Num	osal Iber	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

Meeting Type: Annual

**Ticker:** 7839

**Primary ISIN:** JP3360900009

Primary SEDOL: B01C253

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

Meeting Type: Annual

Ticker: SHP

Primary ISIN: ZAE000012084

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	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 Sipho Maseko as Director	Mgmt	For	For

# **Shoprite Holdings Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4.1	Re-elect Christo Wiese as Director	Mgmt	For	Against
	Voter Rationale: Directors are expected to to discharge their role properly, particularly			d ensure they have sufficient time and energy iring substantial amounts of time.
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
	Voter Rationale: While we would still like to performance period of the EDI awards and feedback following dissent at the 2022 AG continue to monitor executive pay.	d disclosure of fin	ancial targets, we note the c	company has been responsive to shareholder
2	Approve Implementation Report of the Remuneration Policy	Mgmt	For	For
	Voter Rationale: Significant salary increase executive directors.	es should be linke	ed to material changes in the	business or in the role and responsibilities of
	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
11	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

Meeting Type: Annual

Ticker: SLX

Primary ISIN: AU000000SLX4 Primary SEDOL: 6111735

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and dri	ive shareholder value o ed against historic perfo	ver a sufficiently long period of t irmance targets. The board shou	bust and stretching performance targets to ime. The remuneration report does not Ild articulate how bonus payments reflect m incentive plans.
2	Elect Craig Roy as Director	Mgmt	For	Against
	regional best practice, with indeper	ndent board committee	s that report annually on their ac	emuneration and nomination) in line with ctivities. We hold this nominee responsible nder diversity on the board. In developed

markets, our minimum expectation is that women should comprise at least 27% of the board.

# **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

Meeting Type: Annual

Ticker: SLR

Primary ISIN: AU000000SLR6

Primary SEDOL: B28RMY4

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	event of a change of control. The ren targets. The board should articulate h that underpin long-term incentive pla base vesting levels on multiple perfor performance criterion, and should sta consider deferring a proportion of the ensuring that the annual and long-ter	nuneration report does now bonus payments rons. The long-term ince mance criteria that ref gger vesting to reward annual cash bonus in the performance object of facts of manipulation	not articulate how executives peffect prior year performance, a entive plan is linked to a single peffect both absolute and relative of progressively better performanto shares which would be more vives are aligned. The company of reported indicators or other	nce. The remuneration committee should e effective in retaining executives and should put in place a procedure which bad faith actions on the part of any of its
	executive directors and other key ma funds wrongfully obtained in such ma		rimental to the long-term inter	ests of its shareholders, to ensure that any

#### **Sims Limited**

**Meeting Date:** 11/01/2023

Country: Australia

Meeting Type: Annual

Ticker: SGM

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	
	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				
4	Approve Grant of Performance Rights to Stephen Mikkelsen	Mgmt	For	For	

# **Singapore Exchange Limited**

Meeting Date: 10/05/2023

Country: Singapore

Meeting Type: Annual

Ticker: S68

**Primary ISIN:** SG1J26887955

Primary SEDOL: 6303866

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect 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

Meeting Type: Annual

Ticker: 83

**Primary ISIN:** HK0083000502

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			
	Voter Rationale: The nomination committee impartiality and effectiveness. Nominees we more than one external directorship to enduring unexpected company situations rec Attendance is crucial for making valuable	who also serve as e sure they have suft quiring substantial a	xecutive officers at publicly listed comp ficient time and energy to discharge the amounts of time. Directors are expected	anies are expected to hold no eir roles properly, particularly			
3.2	Elect Ronald Joseph Arculli as Director	Mgmt	For	Against			
	Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.						
3.3	Elect Nikki Ng Mien Hua as Director	Mgmt	For	Against			
	Voter Rationale: The board should include independence and objectivity.	e at least 33% indep	pendent non-executive directors to enso	ure appropriate balance of			
3.4	Elect Adrian David Li Man-kiu as Director	Mgmt	For	Against			
3.5	independence and objectivity. The audit of committee's impartiality and effectiveness hamper the committee's impartiality and effectiveness hamper the committee instead companies are expected to hold no discharge their roles properly, particularly Elect Thomas Tang Wing Yung as	. The remuneration effectiveness. The r 's impartiality and e more than one exte	committee should be independent and nomination committee should be indepe effectiveness. Nominees who also serve ernal directorship to ensure they have s	If this director's membership could endent and this director's e as executive officers at publicly pufficient time and energy to			
	Director  Voter Rationale: Nominees who also serve external directorship to ensure they have company situations requiring substantial a	sufficient time and					
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			
	Voter Rationale: Any increase in capital of circumstances only and fully justified by to		without pre-emption rights should be u	Indertaken in exceptional			
5.3	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against			
	Voter Rationale: Any increase in capital of circumstances only and fully justified by to		without pre-emption rights should be u	undertaken in exceptional			

### **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		
	impartiality and effectiveness. 'Nominees	who also serve as exe sure they have suffici	endent and this director's membership could h ccutive officers at publicly listed companies are ent time and energy to discharge their roles p ounts of time.	e expected to hold no		
3.1b	Elect Lau Yeuk-hung, Fiona as Director	Mgmt	For	For		
3.1c	Elect Siu Hon-wah, Thomas as Director	Mgmt	For	Against		
	Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.					
3.1d	Elect Ng Leung-sing as Director	Mgmt	For	Against		
	hamper the committee's impartiality and omembership could hamper the committee	effectiveness. The nor 's impartiality and eff ing markets, our mini	ommittee should be independent and this dire mination committee should be independent an ectiveness. The Company should put in place mum expectation is that women should compa matter under review.	d this director's a policy to increase		
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		
	Voter Rationale: Companies should provide sufficient information at least 21 days in advance of the meeting to enable shareholders to cast an informed vote.					
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For		
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against		
	Voter Rationale: Any increase in capital or circumstances only and fully justified by t		thout pre-emption rights should be undertake	n in exceptional		
8	Adopt New Amended and Restated Bye-Laws	Mgmt	For	For		

## **Smiths Group Plc**

**Meeting Date:** 11/16/2023 **Country:** United Kingdom

Meeting Type: Annual

Ticker: SMIN

# **Smiths Group Plc**

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

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		
8	Reelect Federico J. Gonzalez Tejera as Director	Mgmt	lity and effectiveness. We are holding this dir	For		
9	Elect Gilles Pelisson as Director	Mgmt	For	For		
10	Approve Compensation of Sophie Bellon, Chairman and CEO	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. 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.					
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

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.

	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
į	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		

# **Solvay SA**

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	
	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.				
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	
	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.				
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

Meeting Type: Annual

Ticker: SHL

Primary ISIN: AU000000SHL7

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	
	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.				
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

Meeting Type: Special

Ticker: SOVO

**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 **Meeting Type:** Annual

Ticker: SPK

Primary ISIN: NZTELE0001S4

Primary SEDOL: 6881436

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

### **Sphere Entertainment Co.**

Meeting Date: 12/08/2023

Country: USA

Meeting Type: Annual

Ticker: SPHR

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	
	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.				
1.2	Elect Director Joel M. Litvin	Mgmt	For	For	
1.3	Elect Director John L. Sykes	Mgmt	For	For	
	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.				
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		
	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.					
4	Amend Non-Employee Director Omni Stock Plan	bus Mgmt	For	Against		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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.					
5	Advisory Vote to Ratify Named Execu Officers' Compensation	tive Mgmt	For	Against		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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.					

# **Splunk Inc.**

Meeting Date: 11/29/2023 Country: USA Ticker: SPLK

Meeting Type: Special

Primary SEDOL: B424494 **Primary ISIN:** US8486371045

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

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
	Voter Rationale: Companies should develo board and executive management levels,		cy aimed at encouraging greater diversity, i organisation.	including gender, at the
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
	executive directors. The remuneration rep	oort does not articulate	material changes in the business or in the role how executives performed against historic pe erformance, as well as outlining forward-lookil	rformance targets. The
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 **Meeting Type:** Annual

Ticker: SGP

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
	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.			
6	Approve Grant of Performance Rights to Tarun Gupta	Mgmt	For	For
		both absolute and relat	e performance target. Companies should bassive financial metrics rather than a single perfoce.	

## Stride, Inc.

Meeting Date: 12/07/2023

Country: USA

Ticker: LRN

Meeting Type: Annual

Primary ISIN: US86333M1080 Prima

Primary SEDOL: BLD5321

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Aida M. Alvarez	Mgmt	For	For
1b	Elect Director Craig R. Barrett	Mgmt	For	For
1c	Elect Director Robert L. Cohen	Mgmt	For	For
1d	Elect Director Steven B. Fink	Mgmt	For	Withhold
	Voter Rationale: The nominee serves as A from the company and we expect key con		nd has long tenure. Long tenured directors co dependent.	uld lack independence
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
	Voter Rationale: Companies who have had bringing in a new auditing firm.	the same auditor for a	period of over 10 years should consider a pla	an or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Significant salary increase executive directors.	es should be linked to n	naterial changes in the business or in the role	and responsibilities of
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
5	Report on Lobbying Payments and Policy	SH	Against	For

# **Sun Hung Kai Properties Limited**

Meeting Date: 11/02/2023 Country: Hong Kong

Meeting Type: Annual

Ticker: 16

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
	Voter Rationale: The board should include independence and objectivity. The audit of committee's impartiality and effectiveness hamper the committee's impartiality and ecomprise at least 13.5% of the board.	ommittee should be The remuneration	e fully independent and this d n committee should be indepe	irector's membership could hamper the ndent and this director's membership could
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
	Voter Rationale: The board should include independence and objectivity.	at least 33% inde	pendent non-executive directo	ors to ensure appropriate balance of
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
	Voter Rationale: Companies should provid to cast an informed vote.	e sufficient informa	ation at least 21 days in advan	nce of the meeting to enable shareholders
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against

# **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

Meeting Type: Annual

Ticker: SYNA

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
	Voter Rationale: We support an annual sa	on pay frequency.		
4	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm.	the same auditor for	a period of over 10 years should consider a pl	an or tender process for
5	Amend Omnibus Stock Plan	Mgmt	For	For
6	Declassify the Board of Directors	Mgmt	For	For

## **Sysco Corporation**

Meeting Date: 11/17/2023

Country: USA

Meeting Type: Annual

Ticker: SYY

**Primary ISIN:** US8718291078

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
<b>1</b> i	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		
	shareholder approval. Incentive awards to	executives should be cl drive shareholder value	s pay. Larger severance packages should be s early disclosed and include robust and stretch over a sufficiently long period of time. A larg 50% is a minimum good practice.	ing performance		
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year		
	Voter Rationale: We support an annual say	on pay frequency.				
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.					
5	Adopt Policy to Eliminate or Reduce Gestation Crates in Pork Supply Chain	SH	Against	For		
	Voter Rationale: We believe the company s against peers, and provide disclosure on co		s strategy relating to gestation crates, assess the pork currently sourced is cared.	its performance		

# T. Hasegawa Co., Ltd.

Meeting Date: 12/21/2023

Country: Japan

Meeting Type: Annual

Ticker: 4958

**Primary ISIN:** JP3768500005

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Umino, Takao	Mgmt	For	Abstain
	Voter Rationale: The Company should pominimum expectation is that women should		crease gender diversity on the board. In deve 3.5% of the board.	loping markets, our
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

Meeting Type: Annual

Ticker: TAH

Primary ISIN: AU000000TAH8

Primary SEDOL: 6873262

Proposal lumber	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
	reward strong performance and drive s articulate how executives performed ag prior year performance, as well as outl plan is linked to a single performance t	hareholder value ove nainst historic perforn ining forward-looking arget. Companies sho	or a sufficiently long period of to nance targets. The board shou targets that underpin long-ten could base vesting levels on mul	bust and stretching performance targets to ime. The remuneration report does not Id articulate how bonus payments reflect in incentive plans. The long-term incentive Itiple performance criteria that reflect both Ild stagger vesting to reward progressively
4	Approve Grant of Options to Adam	Mgmt	For	Against

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

Meeting Type: Special

**Ticker: 3492** 

**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

Meeting Type: Annual

Ticker: TPR

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
	Voter Rationale: Directors are expected to to discharge their role properly, particular			
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
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		for a long period of time should	d consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to exect reward strong performance and drive shat not allow vesting of incentive awards for s	reholder value ove	er a sufficiently long period of tin	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

### **Tata Consultancy Services Limited**

**Meeting Date:** 11/15/2023

Country: India

**Ticker:** 532540

Meeting Type: Special

#### **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

Meeting Type: Annual

Ticker: TLS

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

Meeting Type: Annual

Ticker: TPL

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		
		sufficient time and ener	t publicly listed companies are expected to ho gy to discharge their roles properly, particular			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
			rs pay. Larger severance packages should be s low vesting of incentive awards for substantial			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For		
4	Provide Right to Call a Special Meeting	SH	Against	For		
	Voter Rationale: Holders of significant shall a suitable threshold to prevent abuse.	re capital should be ent	itled to call a special meeting. A total holding	requirement of 10% is		
5	Require Independent Board Chair	SH	Against	For		
	Voter Rationale: Consistently supportive of such governance structure.					
6	Adopt Share Retention Policy For Senior Executives	SH	Against	Against		
7	Provide Right to Act by Written Consent	SH	Against	For		
	Voter Rationale: Supporting better corpora shareholders, either in a company meeting		s. Investors should have the opportunity to pu intentions through the mail.	ut resolutions to all		
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 Meeting Type: Annual

Ticker: ATM

Primary ISIN: NZATME0002S8

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

Meeting Type: Annual

Ticker: CLX

**Primary ISIN:** US1890541097

Primary SEDOL: 2204026

oposal umber	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
4	Elect Director Esther Lee	Mgmt	For	For
.5	Elect Director A.D. David Mackay	Mgmt	For	For
.6	Elect Director Paul Parker	Mgmt	For	For
.7	Elect Director Stephanie Plaines	Mgmt	For	For
.8	Elect Director Linda Rendle	Mgmt	For	For
9	Elect Director Matthew J. Shattock	Mgmt	For	For
.10	Elect Director Kathryn Tesija	Mgmt	For	For
11	Elect Director Russell J. Weiner	Mgmt	For	For
.2	Elect Director Christopher J. Williams	Mgmt	For	For
	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Severance payments show shareholder approval. Incentive awards to targets to reward strong performance and	executives should be	e clearly disclosed and include robust a	and stretching performance
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	on pay frequency.		
	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For

# **The Estee Lauder Companies Inc.**

**Meeting Date:** 11/17/2023

Country: USA

Meeting Type: Annual

Ticker: EL

**Primary ISIN:** US5184391044

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

#### **The Estee Lauder Companies Inc.**

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction

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.

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
	Voter Rationale: We oppose dual class st to allow for equal voting rights among sh	•	or enhanced voting rights. The company shou	ld amend its structure
1e	Elect Director Jane Lauder	Mgmt	For	Withhold
	Voter Rationale: We oppose dual class st to allow for equal voting rights among sh		or enhanced voting rights. The company shou	ld amend its structure
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	e Mgmt	For	For
		areholder value over a s	v disclosed and include robust and stretching ufficiently long period of time.A larger percen is a minimum good practice.	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual s	ay on pay frequency.		

#### **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

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.

# **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 stanger 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

umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect David Foster as Director	Mgmt	For	For
				remuneration and nomination) in line with ctivities. We hold this nominee responsible
3	Elect Deborah Page as Director	Mgmt	For	For
4	Elect Toni Thornton as Director	Mgmt	For	For
5	Elect Peter Hodgson as Director	Mgmt	For	For
6	Approve Remuneration Report	Mgmt	For	Against
	Voter Rationale: All exceptional awards sh addition to and above that expected of di disclosed and include robust and stretchin sufficiently long period of time.	rectors as a norma	l part of their jobs. Incentive a	awards to executives should be clearly
7	Approve One-Off Retention Equity Grant of Service Rights to Robbie Cooke	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. Incentive awards to executives should be 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
	and Premium Exercise Priced Options to	Mgmt Mgmt	For	For For
3	and Premium Exercise Priced Options to Robbie Cooke  Ratify Past Issuance of February Placement Shares to Institutional	•		
	and Premium Exercise Priced Options to Robbie Cooke  Ratify Past Issuance of February Placement Shares to Institutional Investors  Ratify Past Issuance of September Placement Shares to Institutional	Mgmt	For	For

# **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
	compromise their independence and abilit incentivise long-term performance and sh	ty to hold management ould not be allowed to v d include robust and stre	uld not be granted to non-executive directors accountable. Long-term incentive awards sho vest within 3 years since the date of grant. In etching performance targets to reward strong	uld be used to centive awards to
2	Adopt Amended and Restated Articles of Association	Mgmt	For	For

### **TKC Corp.**

Meeting Date: 12/15/2023

Country: Japan

Meeting Type: Annual

Ticker: 9746

**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
	Voter Rationale: The Kansavaku statutor	v auditor board sho	ould he three-fourths indene	endent and work closely with the independent

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.

## **Transurban Group**

Meeting Date: 10/19/2023

Country: Australia

Meeting Type: Annual

Ticker: TCL

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	reward strong performance and drive shar linked to material changes in the business articulate how executives performed again	reholder value over a su or in the role and respo ast historic performance	For  disclosed and include robust and stretching p fficiently long period of time. Significant salar possibilities of executive directors. The remune targets. The board should articulate how bon	y increases should be ration report does not
	Resolutions for Transurban Holdings Limited (THL), Transurban International Limited (TIL) and Transurban Holding Trust (THT)	<i>g forward-looking targe</i> Mgmt	ts that underpin long-term incentive plans.	
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
2d	Voter Rationale: Nominees who also se	erve as executive off re sufficient time and	icers at publicly listed compan	Against ies are expected to hold no more than one es properly, particularly during unexpected
2d 2e	Voter Rationale: Nominees who also se external directorship to ensure they hav	erve as executive off re sufficient time and	icers at publicly listed compan	ies are expected to hold no more than one
	Voter Rationale: Nominees who also se external directorship to ensure they hav company situations requiring substantia	erve as executive off ve sufficient time and al amounts of time.	icers at publicly listed compan d energy to discharge their role	ies are expected to hold no more than one es properly, particularly during unexpected

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.

### **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		
	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					

### **TuSimple Holdings Inc.**

approval.

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
	Voter Rationale: We oppose dual class str to allow for equal voting rights among sha			
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
	to shareholder approval. Specifically, the structure and the supermajority vote requ impacts shareholder rights. The Company markets, our minimum expectation is that we will keep this matter under review. In benefits from members who have a good	uirement to enact on should put in place to women should context of incr	ertain changes to the governing e a policy to increase gender di mprise at least 27% of the boa easingly complex international d	g documents, each of which adversely iversity on the board. In developed rd. Given the recent updates to the board accounting standards, the audit committed
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	F
2	1144117 0111 221 40714411010			For

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

## **Tyro Payments Limited**

Meeting Date: 11/15/2023 Country: Australia Ticker: TYR

Meeting Type: Annual

Primary ISIN: AU0000066508 Primary SEDOL: BL0KWK0

## **Tyro Payments Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance and drive sha under the short-term/long-term incentive expectations. All exceptional awards shou	reholder value over a su scheme(s) should be a lid be clearly linked to p s a normal part of their	disclosed and include robust and stretching pufficiently long period of time. Any increase in ecompanied by a corresponding increase in peerformance and demonstrate shareholder valuations. Long-term incentive awards should be used a years since the date of grant.	the size of awards erformance ue creation in addition
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
	Voter Rationale: The average board tenure board refreshment and succession planning		cantly exceeds the market average, raising co lirector responsible.	ncerns regarding
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
	Voter Rationale: The average board tenure board refreshment and succession planning		cantly exceeds the market average, raising co lirector responsible.	ncerns regarding
1i	Elect Director John F. Sorte	Mgmt	For	Against
	board refreshment and succession planning	g. We are holding this d	cantly exceeds the market average, raising co lirector responsible. The nominee serves as A nce from the company and we expect key con	udit Committee Chair
1j	Elect Director Peter A. Vaughn	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		long period of time should consider a plan or	tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			ess than two metrics. Incentive awards to exe argets to reward strong performance and drive	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual say	on pay frequency.		

### **Viatris Inc.**

Meeting Date: 12/15/2023 Country: USA

Meeting Type: Annual

Ticker: VTRS

Primary ISIN: US92556V1061 Primary SEDOL: BMWS3X9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Director W. Don Cornwell	Mgmt	For	For
1B	Elect Director 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

#### **Viatris 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
	Voter Rationale: Severance payments shows shareholder approval.	uld not exceed two ye	ars pay. Larger severance packages should be	subject to a separate
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally eve		a long period of time should consider a plan c	r tender process for
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

Meeting Type: Annual

Ticker: VIAV

**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
	minimum expectation is that women s	hould comprise at le	east 27% of the board. The	sity on the board. In developed markets, our e nominee serves as Nominating Committee Chair pany and we expect key committee Chairs to be
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
	Voter Rationale: Companies who have ha for bringing in a new auditing firm.	d the same auditor for a	a period of over 10 years should consider a pl	an or tender process
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
			esting of incentive awards for substantially bel ntivise long-term performance and should not	
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
5	Amend Omnibus Stock Plan	Mgmt	For	Against
	event of a change of control. The remune	ration committee should e awards should be used	ould be time pro-rated and tested for perform d not allow vesting of incentive awards for sul d to incentivise long-term performance and sh	ostantially below
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
	Resolutions for Vicinity Limited (the Company)	Mgmt		
2	Approve Remuneration Report	Mgmt	For	For
				med against historic performance targets. The Il as outlining forward-looking targets that
3	Elect Peter Kahan as Director	Mgmt	For	For
	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

Meeting Type: Annual

Ticker: 4194

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

### **Vulcan Steel Ltd.**

Meeting Date: 11/08/2023

Country: New Zealand

Meeting Type: Annual

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

Ticker: VSL

**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
	reported indicators or other bad faith acti	ons on the part of	any of its executive directors	ould it identify any facts of manipulation of and other key managers which were afully obtained in such manner are repaid to
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.

### **WD-40 Company**

Meeting Date: 12/12/2023

Country: USA

Meeting Type: Annual

Ticker: WDFC

**Primary ISIN:** US9292361071

Primary SEDOL: 2944742

_	Proposal Text	Proponent	Rec	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
			resting of incentive awards for substantially be entivise long-term performance and should no	
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual sa	y on pay frequency.		
4	Amend Omnibus Stock Plan	Mgmt	For	For
			resting of incentive awards for substantially be entivise long-term performance and should no	
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

### **Weebit Nano Ltd**

**Meeting Date:** 11/23/2023

Country: Australia

Meeting Type: Annual

Ticker: WBT

Primary ISIN: AU000000WBT5

Primary SEDOL: BD82NL0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Approve Remuneration Report	Mgmt	For	Against		
	disclosed and include robust and stret sufficiently long period of time. Variab may compromise their independence executives performed against historic performance, as well as outlining forw should consider deferring a proportion and ensuring that the annual and long would enable it, should it identify any	of directors as a normation performance table remuneration and wand ability to hold maperformance targets. If a feet and the annual cash but the a	al part of their jobs. Incentive a rgets to reward strong perform equity incentives should not be nagement accountable. The ro The board should articulate ho nat underpin long-term incentiv onus into shares which would bjectives are aligned. The com of reported indicators or other	awards to executives should be clearly vance and drive shareholder value over a granted to non-executive directors as this remuneration report does not articulate how www bonus payments reflect prior year		
2	Elect David Perlmutter as Director	Mgmt	For	Against		
	Committee, which we expect to be ful effectiveness. We are holding this dire	t understanding of the ly independent, as no ector accountable. The imum expectation is t	e accounting rules and of the a n-independent directors could e Company should put in place that women should comprise at	the audit committee benefits from udit process. An executive sits on the Audit hamper the committee's impartiality and a policy to increase gender diversity on the least 27% of the board. Given the recent		
3	Elect Ashley Krongold as Director	Mgmt	For	Against		
	Voter Rationale: In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process.					
4	Elect Naomi Simson as Director	Mgmt	For	For		
5	Approve Issuance of Performance Rig to Jacob Hanoch	hts Mgmt	For	Against		
	within 3 years since the date of grant. performance targets to reward strong termination, all share-based awards si control. The company should put in pi	Incentive awards to performance and driv hould be time pro-rate lace a procedure whic n the part of any of it.	executives should be clearly dis ve shareholder value over a suf ed and tested for performance, h would enable it, should it ide s executive directors and other	including in the event of a change of ntify any facts of manipulation of reported key managers which were detrimental to		
6	Approve Issuance of Options to Jacob Hanoch	) Mgmt	For	Against		
	within 3 years since the date of grant. performance targets to reward strong should put in place a procedure which	Incentive awards to performance and driv would enable it, sho executive directors an	executives should be clearly dis ve shareholder value over a sul uld it identify any facts of mani d other key managers which w	ormance and should not be allowed to vest sclosed and include robust and stretching ficiently long period of time. The company bulation of reported indicators or other bad ere detrimental to the long-term interests of the long-term inter		
7	Approve Issuance of Performance Rig to David Perlmutter	hts Mgmt	For	Against		
	Voter Rationale: Variable remuneration and equity incentives should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.					
	compromise their independence and a					

#### **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
	within 3 years since the date of grant. Inc performance targets to reward strong per termination, all share-based awards shou control. The company should put in place indicators or other bad faith actions on th	centive awards to execu- formance and drive sha Id be time pro-rated an a procedure which wo he part of any of its exe	ncentivise long-term performance and should utives should be clearly disclosed and include in areholder value over a sufficiently long period of tested for performance, including in the eve uld enable it, should it identify any facts of ma cutive directors and other key managers which ands wrongfully obtained in such manner are re	robust and stretching of time. On early ont of a change of onipulation of reported h were detrimental to
10	Approve Issuance of Options to Yoav Nissan-Cohen	Mgmt	For	Against
	within 3 years since the date of grant. Inc performance targets to reward strong per should put in place a procedure which wo	centive awards to exect formance and drive sha ould enable it, should it cutive directors and oth	ncentivise long-term performance and should utives should be clearly disclosed and include in areholder value over a sufficiently long period identify any facts of manipulation of reported er key managers which were detrimental to the such manner are repaid to it.	robust and stretching of time. The company indicators or other bad
11	Approve Issuance of Performance Rights to Ashley Krongold	Mgmt	For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit		uld not be granted to non-executive directors accountable.	as this may
12	Approve Issuance of Performance Rights to S. Atiq Raza	Mgmt	For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit	, ,	ould not be granted to non-executive directors accountable.	as this may
13	Approve Issuance of Performance Rights to Naomi Simson	Mgmt	For	Against
	Voter Rationale: Variable remuneration ar compromise their independence and abilit	, ,	ould not be granted to non-executive directors accountable.	as this may
14	Approve Increase in Director Fee Pool	Mgmt	None	Against
	excessive; - There are no disclosed plans incentives to non-executive directors in ac	to increase the number and dition to their director ar director's fees to be	pool is warranted An increase of \$700,000 r of directors or for board refreshment; and - fees is inconsistent with accepted good gover above the median of market capitalisation and ian.	The award of long-term nance practice amongst

### **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	Flect Alan John Cransherg as Director	Mamt	For	For

#### **Wesfarmers Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	For
	•		•	against historic performance targets. The outlining forward-looking targets that
4	Approve Grant of KEEPP Deferred Shand KEEPP Performance Shares to Robert Scott	ares Mgmt	For	Against
	Voter Rationale: Incentive awards to e			robust and stretching performance targets to filme.

## **West Holdings Corp.**

Meeting Date: 11/22/2023

Country: Japan

Meeting Type: Annual

Ticker: 1407

**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
	Voter Rationale: The board should recruing Japanese Corporate Governance Code responds should strive to establish one-thing company does not comply, the board should to increase gender a should comprise at least 13.5% of the board should should should be should should should be should should be should be should should be should be should should be should	commends listed co. I'd independence to e ould explain to share diversity on the boar	mpanies have at least two inc ensure appropriate balance of holders why it has not recruit	dependent directors on the board. The independence and objectivity. If the red an outside director. The Company should
2.2	Elect Director Egashira, Eiichiro	Mgmt	For	Against
	Voter Rationale: The board should recruing Japanese Corporate Governance Code responds should strive to establish one-thing company does not comply, the board should to increase gender a should comprise at least 13.5% of the board should should be should b	commends listed co. I'd independence to e ould explain to share diversity on the boan	mpanies have at least two inc ensure appropriate balance of holders why it has not recruit	dependent directors on the board. The independence and objectivity. If the red an outside director. The Company should
2.3	Elect Director Araki, Kenji	Mgmt	For	Against
	Voter Rationale: The board should recruit Japanese Corporate Governance Code re boards should strive to establish one-thin company does not comply, the board should establish one-third board independence of the company does not comply.	commends listed co rd independence to e ould explain to share	mpanies have at least two inc ensure appropriate balance of holders why it has not recruit	dependent directors on the board. The independence and objectivity. If the red an outside director. The board should
2.4	Elect Director Shiiba, Eiji	Mgmt	For	Against
	Voter Rationale: The board should recruit Japanese Corporate Governance Code re boards should strive to establish one-thin	commends listed co rd independence to e	mpanies have at least two inc ensure appropriate balance of	dependent directors on the board. The

establish one-third board independence to ensure appropriate balance of independence and objectivity.

## **West Holdings Corp.**

roposal Iumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.5	Elect Director Goto, Yoshihisa	Mgmt	For	Against
	Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th company does not comply, the board si establish one-third board independence	recommends listed nird independence t hould explain to sh	companies have at least two ind to ensure appropriate balance of areholders why it has not recruite	ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should
2.6	Elect Director Nagashima, Toshihisa	Mgmt	For	Against
	Voter Rationale: The board should recruing Japanese Corporate Governance Code in boards should strive to establish one-the company does not comply, the board stream of the board independence of the board should recruit the boards should strive to establish one-the boards should strive the board should strive the board should strive the board should	recommends listed nird independence t hould explain to sh	companies have at least two ind to ensure appropriate balance of areholders why it has not recruite	ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should
2.7	Elect Director Moriyama, Toshiyuki	Mgmt	For	Against
	Voter Rationale: The board should recru Japanese Corporate Governance Code I boards should strive to establish one-th company does not comply, the board si	recommends listed nird independence t	companies have at least two ind to ensure appropriate balance of areholders why it has not recruite	ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should
	establish one-third board independence	e to ensure appropi	riate balance of independence an	d objectivity.
2.8	establish one-third board independence Elect Director Amano, Tomohiro	e to ensure appropi Mgmt	<i>riate balance of independence an</i> For	<i>d objectivity.</i> Against
2.8	Elect Director Amano, Tomohiro  Voter Rationale: The board should recru Japanese Corporate Governance Code is boards should strive to establish one-th.	Mgmt  uit two outside dire recommends listed ird independence in hould explain to sh	For ctors as a key step to broaden a companies have at least two indi to ensure appropriate balance of areholders why it has not recruite	Against  Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the eed an outside director. The board should
2.8	Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th company does not comply, the board si	Mgmt  uit two outside dire recommends listed ird independence in hould explain to sh	For ctors as a key step to broaden a companies have at least two indi to ensure appropriate balance of areholders why it has not recruite	Against  Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the eed an outside director. The board should
	Elect Director Amano, Tomohiro  Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th company does not comply, the board si establish one-third board independence  Elect Director Naosaki, Akira  Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th	Mgmt  uit two outside directorecommends listed independence in the end of the	For  ctors as a key step to broaden as companies have at least two indictor ensure appropriate balance of archolders why it has not recruite the balance of independence and for ensure as a key step to broaden as companies have at least two indictor ensure appropriate balance of archolders why it has not recruite the companies who indicted the companies who indicate the comp	Against  Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should ind objectivity.  Against Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should
2.9	Elect Director Amano, Tomohiro  Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th company does not comply, the board si establish one-third board independence  Elect Director Naosaki, Akira  Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th company does not comply, the board si	Mgmt  uit two outside directorecommends listed independence in the end of the	For  ctors as a key step to broaden as companies have at least two indictor ensure appropriate balance of archolders why it has not recruite the balance of independence and for ensure as a key step to broaden as companies have at least two indictor ensure appropriate balance of archolders why it has not recruite the companies who indicted the companies who indicate the comp	Against  Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should ind objectivity.  Against Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should
	Elect Director Amano, Tomohiro  Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th company does not comply, the board is establish one-third board independence  Elect Director Naosaki, Akira  Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th company does not comply, the board is establish one-third board independence  Elect Director Nakajima, Hideshi  Voter Rationale: The board should recru Japanese Corporate Governance Code i boards should strive to establish one-th	Mgmt  uit two outside dire recommends listed irid independence i hould explain to sh e to ensure appropi  Mgmt  uit two outside dire recommends listed irid independence i hould explain to sh e to ensure appropi  Mgmt  uit two outside dire recommends listed irid independence i hould explain to sh hould explain to sh	For  cotors as a key step to broaden as companies have at least two indictor ensure appropriate balance of areholders why it has not recruits riate balance of independence and form of the step to broaden as companies have at least two indictors ensure appropriate balance of areholders why it has not recruits riate balance of independence and form of the step to broaden as companies have at least two indictors ensure appropriate balance of areholders why it has not recruits the step to broaden as companies have at least two indictors ensure appropriate balance of areholders why it has not recruits the step to broaden and companies have at least two indictors are appropriate balance of the step to broaden and the step	Against  Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should do objectivity.  Against  Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should do objectivity.  Against  Ind diversify board discussion. The ependent directors on the board. The independence and objectivity. If the ependent directors on the board. The independence and objectivity. If the ed an outside director. The board should

# **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
	Voter Rationale: The nominee is a former of	executive and consider	ed to be non-independent.	
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
3	Voter Rationale: A larger percentage of the practice.  Advisory Vote on Say on Pay Frequency	e equity awards should .  Mgmt	be tied to performance conditions. At least 50  One Year	% is a minimum good  One Year
	Voter Rationale: We support an annual say	y on pay frequency.		
4	Amend Omnibus Stock Plan	Mgmt	For	For
	event of a change of control. Incentive awa performance targets to reward strong performance	ards to executives shou ormance and drive shar	ould be time pro-rated and tested for performa Id be clearly disclosed and include robust and eholder value over a sufficiently long period o anditions. At least 50% is a minimum good pra	l stretching f time. A larger
5	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had bringing in a new auditing firm, ideally even		long period of time should consider a plan or	tender process for

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

### Westpac Banking Corp.

Ticker: WBC Meeting Date: 12/14/2023 Country: Australia

Meeting Type: Annual

Primary ISIN: AU000000WBC1 Primary SEDOL: 6076146

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

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

## 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
	reward strong performance and drive sha to a single performance target. Compania	areholder value over a s es should base vesting i	v disclosed and include robust and stretching pufficiently long period of time. The long-term is levels on multiple performance criteria that refion, and should stagger vesting to reward prog	ncentive plan is linked lect both absolute and
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
5			nber of directorships and ensure they have suff company situations requiring substantial amour For	
			Change Position Statement and Action Plan, as ir latest 2023 Climate Report. We therefore sup	
6a	Approve the Amendments to the Company's Constitution	SH	Against	Against
	Climate Change Position Statement and A	Action Plan on the timel well as the additional of	provide by Westpac. We believe that the recent ines for requiring corporate customers in the o letail they have provided on their pilot assessm plution.	il and gas sector to
6b	Approve Transition Plan Assessments	SH	Against	Against
	Climate Change Position Statement and A	Action Plan on the timel well as the additional o	provide by Westpac. We believe that the recent ines for requiring corporate customers in the o letail they have provided on their pilot assessm plution.	il and gas sector to

#### **WiseTech Global Limited**

Meeting Date: 11/24/2023

Country: Australia

Meeting Type: Annual

Ticker: WTC

Primary ISIN: AU000000WTC3 Primary SEDOL: BZ8GX83

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
		f directors as a norm the role and respons oric performance tar	al part of their jobs. Significant sibilities of executive directors. gets. The board should articul	t salary increases should be linked to The remuneration report does not articulate late how bonus payments reflect prior year
3	Elect Charles Gibbon as Director	Mgmt	For	Against
	Voter Rationale: The audit committee impartiality and effectiveness.	should be fully indep	endent and this directors mem	bership could hamper the committees

#### **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

Meeting Type: Annual

Ticker: WOLF

**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. Replogle	Mgmt	For	Withhold
	Voter Rationale: The Company should put minimum expectation is that women shoul		crease gender diversity on the board. In develong the board.	oped markets, our
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
	Ingrance Authorized Common Stock	Mgmt	For	For
2	Increase Authorized Common Stock	5		
2	Approve Omnibus Stock Plan	Mgmt	For	For
	Approve Omnibus Stock Plan  Voter Rationale: On early termination, all s	Mgmt share-based awards sl	For nould be time pro-rated and tested for perform d not allow vesting of incentive awards for sub	ance, including in the
	Approve Omnibus Stock Plan  Voter Rationale: On early termination, all sevent of a change of control. The remuner	Mgmt share-based awards sl	hould be time pro-rated and tested for perform	ance, including in the

### 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 sa	ay on pay frequency.		

## **Woolworths Group Limited**

**Meeting Date:** 10/26/2023

Country: Australia

Meeting Type: Annual

Ticker: WOW

Primary ISIN: AU000000WOW2

Primary SEDOL: 6981239

oposal umber	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
	reward strong performance and drive sha articulate how executives performed agai	reholder value over a nst historic performar	rly disclosed and include robust and stretching sufficiently long period of time. The remunera toe targets. The board should articulate how b toets that undernin long-term incentive plans.	ation report does not nonus payments reflect
4	reward strong performance and drive sha articulate how executives performed agai	reholder value over a nst historic performar	sufficiently long period of time. The remunera	ation report does not nonus payments reflect
4	reward strong performance and drive sha articulate how executives performed again prior year performance, as well as outlining Approve Grant of Performance Share Rights to Brad Banducci	reholder value over a nst historic performan ng forward-looking tal Mgmt cutives should be clea	sufficiently long period of time. The remuner to targets. The board should articulate how b gets that underpin long-term incentive plans.  For  Thy disclosed and include robust and stretching	ation report does not conus payments reflect Against
4	reward strong performance and drive sha articulate how executives performed again prior year performance, as well as outlining Approve Grant of Performance Share Rights to Brad Banducci Voter Rationale: Incentive awards to executive	reholder value over a nst historic performan ng forward-looking tal Mgmt cutives should be clea	sufficiently long period of time. The remuner to targets. The board should articulate how b gets that underpin long-term incentive plans.  For  Thy disclosed and include robust and stretching	ation report does not conus payments reflect Against

## **Worley Limited**

Meeting Date: 10/20/2023

Country: Australia

Meeting Type: Annual

Ticker: WOR

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
	reward strong performance and drive sha linked to material changes in the business should consider deferring a proportion of and ensuring that the annual and long-te performance target. Companies should ba financial metrics rather than a single perfo The remuneration report does not articula articulate how bonus payments reflect pri incentive plans. The company should put reported indicators or other bad faith acti	reholder value over a s s or in the role and resp the annual cash bonus rm performance object ase vesting levels on m ormance criterion, and the how executives pen for year performance, a fin place a procedure w ons on the part of any	v disclosed and include robust and stretching ufficiently long period of time. Significant sa consibilities of executive directors. The remu into shares which would be more effective in ives are aligned. The long-term incentive pla ultiple performance criteria that reflect both should stagger vesting to reward progressive formed against historic performance targets. It is so utlining forward-looking targets the would enable it, should it identify any for of its executive directors and other key mand ure that any funds wrongfully obtained in su	lary increases should be uneration committee in retaining executives an is linked to a single absolute and relative vely better performance. The board should hat underpin long-term facts of manipulation of lagers which were
4	Approve Grant of Deferred Equity Rights to Robert Christopher Ashton	Mgmt	For	Against
	reward strong performance and drive sha to a single performance target. Companie	reholder value over a s s should base vesting i	v disclosed and include robust and stretching ufficiently long period of time. The long-tern levels on multiple performance criteria that ro on, and should stagger vesting to reward pro	n incentive plan is linked reflect both absolute and
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
	reward strong performance and drive sha to a single performance target. Companie	reholder value over a s s should base vesting i	v disclosed and include robust and stretching ufficiently long period of time. The long-tern levels on multiple performance criteria that n on, and should stagger vesting to reward pro	n incentive plan is linked reflect both absolute and

## 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		
	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.					
2.2	Elect Director Furuse, Kenji	Mgmt	For	Against		
	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.					
2.3	Elect Director Ochi, Koji	Mgmt	For	For		

# Yokorei Co., Ltd.

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



#### **Contact Us**

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