

# SPMS STICHTING PENSIOENFONDS MEDISCH SPECIALISTEN ALL VOTES

01/10/2024 to 31/12/2024

**VOTE SUMMARY REPORT** 

Date range covered : 10/01/2024 to 12/31/2024

#### **Abacus Group**

Meeting Date	: 11/20/2024 Country: Austral Meeting Type: A		Ticker: ABG				
			Primary ISIN: AU0000291882	Primary SEDOL: BQV4PB			
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1	Approve Remuneration Report	Mgmt	For	Against			
	reward strong performance. The term the terms of incentive schemes shoul re-testing of performance targets bec already granted after the stock price shareholders. The remuneration repo	ns of incentive schemes . d be subject to sharehol ause this weakens the e has fallen undermines au rt does not articulate ho	arly disclosed and include robust and stretc should not be amended retrospectively. Any der approval. Companies should not extena ffectiveness of incentive schemes. Reducing ny employee incentive strategy and is not a w executives performed against historic per prmance, as well as outlining forward-lookin	v significant amendment to vesting periods or allow of the strike price of options ligned with the interests of formance targets. The board			
2	Elect Mark Haberlin 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	Approve Grant of FY25 Performance Rights to Steven Sewell	Mgmt	For	For			
4	Approve Grant of Replacement Rights to Steven Sewell	Mgmt	For	Against			
	reward strong performance. Compani	es should not extend ve	arly disclosed and include robust and stretc sting periods or allow re-testing of performa incentive awards should not be allowed to ve	ance targets because this			
5	Approve Grant of Corrective Rights to Steven Sewell	Mgmt	For	Against			
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. Reducing the strike price of options already granted after the stock price has fallen undermines any employee incentive strategy and is not aligned with the interests of shareholders. Long-term incentive awards should not be allowed to vest within 3 years since the date of grant.						

#### **Abacus Storage King**

Meeting Date: 11/12/2024	Country: Australia	Ticker: ASK	
	Meeting Type: Annual		
		Primary ISIN: AU0000286213	Primary SEDOL: BQYLGZ7

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

## Abacus Storage King

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Sally Herman as Director	Mgmt	For	For
Accent	Group Limited			
Meeting Date	: 11/21/2024 Country: Australia Meeting Type: An	nual	Ticker: AX1	
			Primary ISIN: AU000000AX19	Primary SEDOL: BD20RS
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	event of a change of control. Significant responsibilities of executive directors. T performance targets. The board should forward-looking targets that underpin lo target. Companies should base vesting rather than a single performance criteri	t salary increases should he remuneration report articulate how bonus p ong-term incentive plans levels on multiple perfo on, and should stagger proportion of the annua	should be time pro-rated and tested for per- d be linked to material changes in the busin does not articulate how executives perforn ayments reflect prior year performance, as s. The long-term incentive plan is linked to rmance criteria that reflect both absolute a vesting to reward progressively better per l cash bonus into shares which would be n hance objectives are aligned.	ness or in the role and ned against historic well as outlining a single performance nd relative financial metrics formance. The remuneration
3a	Elect Donna Player as Director	Mgmt	For	For
3b	Elect Anne Loveridge as Director	Mgmt	For	Against
	been identified regarding these director governance issues. A vote AGAINST the	nominees in respect of election of Anne Lover he company's auditors s	d election Lawrence Myers is warranted as i board and committee composition, nor an idge (Item 3b) is warranted. She is a form since 2023. Loveridge is chair of the Audit of ht benefit from PwC as part of her retireme	y wider corporate er partner at PwC until her and Risk Committee and, as
Зс		Mgmt	For	Against
3c	disclosed by the company, she is entitle Elect Lawrence Myers as Director Voter Rationale: In recent years, this is	not the first time that v	For we have been unable to support a pay relate by the remuneration committee chair, we a	ed proposal at the
3c 4a	disclosed by the company, she is entitle Elect Lawrence Myers as Director Voter Rationale: In recent years, this is company. Due to ongoing concerns regu	not the first time that v	ve have been unable to support a pay relat	ed proposal at the
	disclosed by the company, she is entitle Elect Lawrence Myers as Director <i>Voter Rationale: In recent years, this is</i> <i>company. Due to ongoing concerns reg.</i> <i>their re-election to the board.</i> Approve Variations to the Tranche 6 Performance Rights <i>Voter Rationale: This proposal cannot b</i>	not the first time that v arding decisions taken b Mgmt e supported because ch ders, in resetting the ba	we have been unable to support a pay relation by the remuneration committee chair, we a For panges to performance measures in prior L hase EPS and reducing the sliding-scale targ	ed proposal at the re not inclined to support Against TI grants that have been set
	disclosed by the company, she is entitle Elect Lawrence Myers as Director <i>Voter Rationale: In recent years, this is</i> <i>company. Due to ongoing concerns reg.</i> <i>their re-election to the board.</i> Approve Variations to the Tranche 6 Performance Rights <i>Voter Rationale: This proposal cannot b</i> <i>by the board and approved by sharehol</i>	not the first time that v arding decisions taken b Mgmt e supported because ch ders, in resetting the ba	we have been unable to support a pay relation by the remuneration committee chair, we a For panges to performance measures in prior L hase EPS and reducing the sliding-scale targ	ed proposal at the re not inclined to support Against TI grants that have been set
4a	disclosed by the company, she is entitle Elect Lawrence Myers as Director Voter Rationale: In recent years, this is company. Due to ongoing concerns regu- their re-election to the board. Approve Variations to the Tranche 6 Performance Rights Voter Rationale: This proposal cannot b by the board and approved by sharehol be achieved, is a matter which is typical Approve Variations to the Tranche 7 Performance Rights Voter Rationale: This proposal cannot b	not the first time that v arding decisions taken b Mgmt e supported because ch ders, in resetting the ba lly not accepted by inve Mgmt e supported because ch ders, in resetting the ba	we have been unable to support a pay relation by the remuneration committee chair, we a For manges to performance measures in prior L see EPS and reducing the sliding-scale targ stors. For manges to performance measures in prior L manges to performance measures in prior L	ed proposal at the re not inclined to support Against TI grants that have been set ets which are not likely to Against TI grants that have been set

#### **Adtalem Global Education Inc.**

Meeting Date: 11/13/2024

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 Donna J. Hrinak	Mgmt	For	For
1d	Elect Director Georgette Kiser	Mgmt	For	For
1e	Elect Director Liam Krehbiel	Mgmt	For	For
1f	Elect Director Michael W. Malafronte	Mgmt	For	For
1g	Elect Director Sharon L. O'Keefe	Mgmt	For	For
1h	Elect Director Kenneth J. Phelan	Mgmt	For	For
1i	Elect Director Betty Vandenbosch	Mgmt	For	For
1j	Elect Director Lisa W. Wardell	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have h bringing in a new auditing firm, ideally		or a long period of time should	l consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

reward strong 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.

#### **Advance Logistics Investment Corp.**

Meeting Date	: 10/10/2024 Country: Japar Meeting Type:		<b>Ticker:</b> 3493		
	· · · · · · · · · · · · · · · · · · ·		Primary ISIN: JP3048770006	Primary SEDOL: BZ1KQN8	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Merger Agreement with Mitsui Fudosan Logistics Park, Inc.	Mgmt	For	For	

## Advance Logistics Investment Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Voter Rationale: Refer in case right of with	hdrawal available to sh	areholders.	
2	Terminate Asset Management Contract with Mitsui Fudosan Logistics REIT Management Co., Ltd.	Mgmt	For	For
	Voter Rationale: Refer in case right of with	hdrawal available to sh	areholders.	
3	Amend Articles to Make Technical Changes to Asset Management Compensation in Connection with Merger	Mgmt	For	For

#### **Adyen NV**

Meeting Date: 10/23/2024	Country: Netherlands Meeting Type: Extraordinary Shareholders	Ticker: ADYEN	
		Primary ISIN: NL0012969182	Primary SEDOL: BZ1HM42

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Meeting Agenda	Mgmt		
1	Open Meeting	Mgmt		
2	Elect Tom Adams to Management Board	Mgmt	For	For
3	Close Meeting	Mgmt		

#### **Affirm Holdings, Inc.**

Meeting Date: 12/09/2024	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 Libor Michalek	Mgmt	For	For
1.2	Elect Director Jacqueline D. Reses	Mgmt	For	For
1.3	Elect Director Noel Watson	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

#### Affirm Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: The company should put in reported indicators or other bad faith actions detrimental to the long-term interests of its s it.	on the part of any of it	s executive directors and other key manage	gers which were

#### **Alpha HPA Limited**

Meeting Date	•	: Australia Type: Annual	Ticker: A4N	
	Heeting		Primary ISIN: AU00000330	D60 Primary SEDOL: BH0K666
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	reward strong performance. including in the event of a ch of grant. Variable remunerati independence and ability to l business or in the role and re target. Companies should bas rather than a single performa should put in place a procedu faith actions on the part of au of its shareholders, to ensure should consider deferring a p	vards to executives should be clo On early termination, all share-b ange of control. Long-term ince ion and equity incentives should hold management accountable. I esponsibilities of executive direct se vesting levels on multiple per ance criterion, and should stagge ure which would enable it, shoul my of its executive directors and that any funds wrongfully obta.	pased awards should be time pro-ra ntive awards should not be allowed not be granted to non-executive di Significant salary increases should b ors. The long-term incentive plan is formance criteria that reflect both a er vesting to reward progressively b d it identify any facts of manipulation other key managers which were de ined in such manner are repaid to it nus into shares which would be mo	I to vest within 3 years since the date irectors as this may compromise their be linked to material changes in the s linked to a single performance absolute and relative financial metrics better performance. The company on of reported indicators or other bad etrimental to the long-term interests
2	Elect Annie Liu as Director	Mgmt	For	For
3	Elect Marghanita Johnson as Director	Mgmt	For	For
4	Elect Regan Crooks as Direct	or Mgmt	For	Against

Voter Rationale: A vote FOR the election of independent Non-Executive Director Annie Liu is warranted given that no material concerns are identified regarding board and committee composition resulting from her election. A qualified vote FOR the election of independent Non-Executive Director Marghanita Johnson is warranted given that she is a relatively new director appointed in FY24. The qualification is raise persisting concern for the high non-audit fees in excess of audit fees in FY24. A vote AGAINST the re-election of independent Non-Executive Director Regan Crooks is warranted given that she is a chair of the Audit and Risk Committee and the company has paid its auditors non-audit fees which are significantly in excess of audit fees since 2021. A vote AGAINST the re-election of Executive Chair Norman Seckold is warranted given the following concerns: \* He is an executive chairman on a board that is not majority independent. \* The board includes three executive directors in addition to the CEO which contributes to the low level of board independence. \* He is classified as overboarded under ISS policy.

## **Alpha HPA Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Elect Norman Seckold as Director	Mgmt	For	For
	executive officers at publicly listed co sufficient time and energy to dischar amounts of time. The nomination co committees impartiality and effective balances on the Board, support the C	nt understanding of the ac ompanies are expected to l ge their roles properly, par mmittee should be majority ness. The board should ap Chairman, ensure orderly s	counting rules and of the a hold no more than two exte ticularly during unexpected independent and this direc point a Lead Independent L succession process for the C	udit process. Nominees who also serve as rnal directorships to ensure they have company situations requiring substantial
6	Approve Issuance of Share Rights to Norman Seckold	Mgmt	For	For
		flect both absolute and rela	tive financial metrics rather	npanies should base vesting levels on than a single performance criterion, and
7	Approve Issuance of Share Rights to Rimas Kairaitis	Mgmt	For	For
		flect both absolute and rela	tive financial metrics rather	npanies should base vesting levels on than a single performance criterion, and
8	Approve Issuance of Share Rights to Peter Nightingale	Mgmt	For	For
		flect both absolute and rela	tive financial metrics rather	npanies should base vesting levels on than a single performance criterion, and
9	Approve Issuance of Share Rights to Robert Williamson	Mgmt	For	For
		flect both absolute and rela	tive financial metrics rather	npanies should base vesting levels on r than a single performance criterion, and

## Ambac Financial Group, Inc.

Meeting Date: 10/16/2024	Country: USA	Ticker: AMBC	
	Meeting Type: Special		
		Primary ISIN: US0231398845	Primary SEDOL: B7ZKH46

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Sale of Company Assets	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	For
3	Adjourn Meeting	Mgmt	For	For

#### **Amvis Holdings, Inc.**

Meeting Date: 12/20/2024

Country: Japan Meeting Type: Annual **Ticker:** 7071

**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 4	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
2.5	Elect Director Honda, Norie	Mgmt	For	For
3	Appoint Statutory Auditor Abe, Shinichiro	Mgmt	For	For

#### **Ansell Limited**

Meeting Date: 10/29/2024	Country: Australia	Ticker: ANN	
	Meeting Type: Annual		
		Primary ISIN: AU000000ANN9	Primary SEDOI : 6286611

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Morten Falkenberg as Director	Mgmt	For	For
3	Approve Renewal of Proportional Takeover Bid Provisions in the Constitution	Mgmt	For	For
4	Approve Grant of Performance Share Rights to Neil Salmon	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	For

#### **ANZ Group Holdings Limited**

Meeting Date: 12/19/2024	Country: Australia	Ticker: ANZ	
	Meeting Type: Annual		
		Primary ISIN: AU000000ANZ3	Primary SEDOL: 6065586

## **ANZ Group Holdings Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Scott Andrew St John as Director	Mgmt	For	For
2b	Elect Richard Boyce Massey Gibb as Director	Mgmt	For	For
2c	Elect Christine Elizabeth O'Reilly as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo board should articulate how bonus payn underpin long-term incentive plans.			
4	Assure Creat of Destricted	Mauri	<b>F</b> =	<b>F</b> <sub>4</sub> ,

4	Approve Grant of Restricted Rights and Performance Rights to Shayne Elliott	Mgmt	For	For
5	Approve the Amendments to the Company's Constitution	SH	Against	Against
6	Approve Transition Plan Assessments	SH	Against	Against

#### **APA Group**

Meeting Date: 10/24/2024	Country: Australia	Ticker: APA	
	Meeting Type: Annual		
		Primary ISIN: AU000000APA1	Primary SEDOL: 6247306

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration republic to the second should articulate how bonus payou underpin long-term incentive plans.			
2	Elect Samantha Lewis as Director	Mgmt	For	For
3	Elect David Lamont as Director	Mgmt	For	Against
	Voter Rationale: The audit committee s impartiality and effectiveness.	hould be fully independ	dent and this director's memb	ership could hamper the committee's
4	Elect Michael Fraser as Director	Mgmt	For	For
5	Elect Debra Goodin as Director	Mgmt	For	For
6	Approve Grant of Performance Rights to Adam Watson	Mgmt	For	For
7a	Approve Amendment to the Constitution of APA Infrastructure Trust	SH	Against	Against

## **APA Group**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7b	Approve Amendment to the Constitution of APA Investment Trust	SH	Against	Against
7c	Approve Climate Risk Safeguarding	SH	Against	Against
8	Approve Conditional Spill Resolution	Mgmt	Against	Against

#### **Arcadium Lithium Plc**

Meeting Date: 12/23/2024	Country: Jersey Meeting Type: Court	Ticker: ALTM	
		Primary ISIN: JE00BM9HZ112	Primary SEDOL: BM9HZ11

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

#### **Arcadium Lithium Plc**

Meeting Date: 12/23/2024	Country: Jersey	Ticker: ALTM
	Meeting Type: Extraordinary Shareholders	

Primary ISIN: JE00BM9HZ112	
----------------------------	--

Primary SEDOL: BM9HZ11

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

#### **Arena REIT**

Meeting Date: 11/22/2024	Country: Australia Meeting Type: Annual	Ticker: ARF	
	Meeting Type: Annual		
		Primary ISIN: AU000000ARF6	Primary SEDOL: B99K263

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

## Arena REIT

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	Voter Rationale: The remuneration repo board should articulate how bonus pays underpin long-term incentive plans.					
2	Elect Adam Tindall as Director	Mgmt	For	For		
3	Ratify Past Issuance of Ordinary Stapled Securities to Existing and New Institutional Investors	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		
	Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
6	Approve Grant of Deferred STI Rights to Gareth Winter	Mgmt	For	For		
7	Approve Grant of LTI Performance Rights to Gareth Winter	Mgmt	For	For		
	Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					

## Ashok Leyland Limited

Meeting Date: 10/23/2024	Country: India Meeting Type: Special	Ticker: 500477	
		Primary ISIN: INE208A01029	Primary SEDOL: B01NFT1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Postal Ballot	Mgmt		
1	Elect Sanjay K Asher as Director	Mgmt	For	Against
2	Approve Material Related Party Transactions	Mgmt	For	For

## Ashok Leyland Limited

Meeting Date: 12/31/2024	Country: India Meeting Type: Special	Ticker: 500477	
		Primary ISIN: INE208A01029	Primary SEDOL: B01NFT1

## Ashok Leyland Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Postal Ballot	Mgmt		
1	Approve Material Related Party Transactions with TVS Vehicle Mobility Solution Private Limited for FY 2024-25	Mgmt	For	For
2	Approve Material Related Party Transactions with TVS Vehicle Mobility Solution Private Limited for FY 2025-26	Mgmt	For	For
3	Approve Material Related Party Transactions with TVS Trucks and Buses Private Limited	Mgmt	For	For

## Aspen Pharmacare Holdings Ltd.

Meeting Date: 12/05/2024	Country: South Africa	Ticker: APN	
	Meeting Type: Annual		
		Primary ISIN: ZAE000066692	Primary SEDOL: B09C0Z1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1	Accept Financial Statements and Statutory Reports for the Year Ended 30 June 2024	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	Against
	Voter Rationale: For widely held compar appropriate balance of independence an		nclude at least 50% indepe	endent non-executive directors to ensure
3.2	Re-elect Linda de Beer as Director	Mgmt	For	Against
	Voter Rationale: The company should an executive directors, on a regular basis.			re-election of all directors, including
3.3	Elect Neo Dongwana as Director	Mgmt	For	For
3.4	Re-elect Chris Mortimer as Director	Mgmt	For	Against
	Voter Rationale: For widely held compar appropriate balance of independence an		nclude at least 50% indepe	endent non-executive directors to ensure
3.5	Re-elect Yvonne Muthien as Director	Mgmt	For	For

## Aspen Pharmacare Holdings Ltd.

- <b>-</b>					
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
4	Reappoint Ernst & Young Inc as Auditors with Derek Engelbrecht as the Individual Registered Auditor	Mgmt	For	For	
5.1	Re-elect Ben Kruger as Member of the Audit & Risk Committee	Mgmt	For	For	
5.2	Re-elect Linda de Beer as Member of the Audit & Risk Committee	Mgmt	For	Against	
	Voter Rationale: The company should an executive directors, on a regular basis.			election of all directors, including	
5.3	Elect Neo Dongwana as Member of the Audit & Risk Committee	Mgmt	For	For	
5.4	Re-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	For	
2	Approve Remuneration Implementation Report	Mgmt	For	For	
	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 i justified by the company.	request in excess of 10	0% should be undertaken in d	exceptional circumstances only and be fully

#### Aspen Technology, Inc.

Meeting Date: 12/17/2024	Country: USA Meeting Type: Annual	Ticker: AZPN	
		Primary ISIN: US29109X1063	Primary SEDOL: BP2V812

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
		Toponene		10010000
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 David J. Henshall	Mgmt	For	For
1e	Elect Director Ram R. Krishnan	Mgmt	For	For
1f	Elect Director Antonio J. Pietri	Mgmt	For	For
1g	Elect Director Arlen R. Shenkman	Mgmt	For	For
1h	Elect Director Robert M. Whelan, Jr.	Mgmt	For	Against
	Voter Rationale: The Company should p minimum expectation is that women sh			on the board. In developed markets, our
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers'	Mgmt	For	For

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance.

#### **ASX Limited**

Meeting Date: 10/28/2024

Compensation

Country: Australia Meeting Type: Annual Ticker: ASX

Primary ISIN: AU00000ASX7

Primary SEDOL: 6129222

#### **ASX Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
3	Approve Remuneration Report	Mgmt	For	Against	
	reward strong performance. The remu	neration report does not w bonus payments refle	articulate how executives perf	t and stretching performance targets to formed against historic performance well as outlining forward-looking targets	
4	Approve Grant of Performance Rights to Helen Lofthouse	Mgmt	For	For	
5a	Elect Wayne Byres as Director	Mgmt	For	For	
5b	Elect David Clarke as Director	Mgmt	For	For	
6a	Elect Philip Galvin as Director	SH	Against	Against	
		ave been identified rega of the non-board endors both nominations and be	rding these director nominees ed nominees Philip Galvin and lieves that * Galvin does not h	in respect of board and committee	
6b	Elect Robert Caisley as Director	SH	Against	Against	
	Elect Robert Caisley as DirectorSHAgainstAgainstVoter Rationale: A vote FOR the election of Wayne Byres and David Clarke (Items 5a-5b) is warranted. They were appointed to the board in 2024 and no material issues have been identified regarding these director nominees in respect of board and committee composition. A vote AGAINST election of the non-board endorsed nominees Philip Galvin and Robert Caisley (Items 6a-6b) is warranted. The board has considered both nominations and believes that * Galvin does not have the skills, expertise, knowledge an experience to enhance the overall effectiveness of the board. * Caisley's skills, expertise, knowledge and experience are not require by the board at the present time.				

#### **Atlassian Corporation**

Meeting Date: 12/11/2024	Country: USA Meeting Type: Annual	Ticker: TEAM	
	Heeting Type. Annual	Primary ISIN: US0494681010	Primary SEDOL: BQ1PC76

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Scott Belsky	Mgmt	For	For
1b	Elect Director Shona L. Brown	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.

1c	Elect Director Michael	Mgmt	For	Against
	Cannon-Brookes			

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

## **Atlassian Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1d	Elect Director Scott Farquhar	Mgmt	For	Against		
	Voter Rationale: We oppose dual class to allow for equal voting rights among s		l or enhanced voting rights. Th	he company should amend its structure		
1e	Elect Director Heather M. Fernandez	Mgmt	For	For		
1f	Elect Director Sasan Goodarzi	Mgmt	For	For		
	Voter Rationale: Companies should est executives should be prohibited as it po			tock by executives. Hedging activity by Ider interest.		
1g	Elect Director Jay Parikh	Mgmt	For	For		
	Voter Rationale: Companies should est executives should be prohibited as it po					
1h	Elect Director Enrique Salem	Mgmt	For	For		
1i	Elect Director Steven Sordello	Mgmt	For	For		
1j	Elect Director Richard P. Wong	Mgmt	For	For		
1k	Elect Director Michelle Zatlyn	Mgmt	For	For		
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. 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.					

## **AUB Group Limited**

Meeting Date: 10/31/2024	Country: Australia Meeting Type: Annual	Ticker: AUB	
	Meeting Type: Annual	Primary ISIN: AU000000AUB9	Primary SEDOL: BOMBNC3

## **AUB Group Limited**

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
		report does not articulat	e how executives performed a	ness or in the role and responsibilities of gainst historic performance targets. The ing forward-looking targets that
2a	Elect Peter Harmer as Director	Mgmt	For	For
2b	Elect Cath Rogers as Director	Mgmt	For	Against
	Voter Rationale: In recent years, this is company. Due to ongoing concerns reg their re-election to the board.			
2c	Elect Melanie Laing as Director	Mgmt	For	For
2d	Elect Stephen Mayne as Director	SH	Against	Against
	Voter Rationale: A vote FOR the electio warranted. No material issues have bee composition. A vote AGAINST the elect discloses that the board has considered	en identified regarding the second	hese director nominees in resp dorsed nominee Stephen May	nect of board and committee ne (Item 2d) is warranted. The company
3	Approve the Increase in Maximum Aggregate Amount of Non-Executive Directors' Fees	Mgmt	None	For
4	Approve Issuance of Performance Share Rights to Michael Emmett	Mgmt	For	For
5	Ratify Past Issuance of Shares to Institutional Investors	Mgmt	For	For

## **Auckland International Airport Limited**

Meeting Date: 10/17/2024	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 Grant Devonport as Director	Mgmt	For	For
2	Elect Mark Binns as Director	Mgmt	For	For
3	Elect Dean Hamilton as Director	Mgmt	For	For
4	Elect Tania Simpson as Director	Mgmt	For	For
5	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For

#### **Audinate Group Limited**

leeting Date:	10/22/2024
---------------	------------

Country: Australia Meeting Type: Annual Ticker: AD8

Primary ISIN: AU000000AD88

Primary SEDOL: BZ9N3B6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Tim Finlayson as Director	Mgmt	For	For
2	Elect John Dyson as Director	Mgmt	For	For
3	Approve Remuneration Report	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. 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.

4	Approve Issuance of	Mgmt	For	For
	Performance Rights to Aidan			
	Williams			

#### **Aurizon Holdings Limited**

Meeting Date: 10/10/2024	Country: Australia	Ticker: AZJ	
	Meeting Type: Annual		
		Primary ISIN: AU000000AZJ1	Primary SEDOL: B87CVM3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	For	For	
3a	Elect Tim Poole 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.				
3b	Elect Marcelo Bastos as Director	Mgmt	For	For	
4	Approve Grant of Performance Rights to Andrew Harding	Mgmt	For	For	

#### Automatic Data Processing, Inc.

Meeting Date: 11/06/2024	Country: USA Meeting Type: Annual	Ticker: ADP	
		Primary ISIN: US0530151036	Primary SEDOL: 2065308

## Automatic Data Processing, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Peter Bisson	Mgmt	For	For
1b	Elect Director Maria Black	Mgmt	For	For
1c	Elect Director David V. Goeckeler	Mgmt	For	For
1d	Elect Director Linnie M. Haynesworth	Mgmt	For	For
1e	Elect Director John P. Jones	Mgmt	For	For
1f	Elect Director Francine S. Katsoudas	Mgmt	For	For
1g	Elect Director Nazzic S. Keene	Mgmt	For	For
1h	Elect Director Thomas J. Lynch	Mgmt	For	For
1i	Elect Director Scott F. Powers	Mgmt	For	For
1j	Elect Director William J. Ready	Mgmt	For	For
1k	Elect Director Carlos A. Rodriguez	Mgmt	For	For
11	Elect Director Sandra S. Wijnberg	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to ex reward strong performance.	ecutives should be clear	rly disclosed and include ro.	bust and stretching performance targets to
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

## AutoZone, Inc.

Meeting Date: 12/18/2024	Country: USA	Ticker: AZO	
	Meeting Type: Annual		
		Primary ISIN: US0533321024	Primary SEDOL: 2065955

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Philip B. Daniele, III	Mgmt	For	For
1.2	Elect Director Michael A. George	Mgmt	For	For
1.3	Elect Director Linda A. Goodspeed	Mgmt	For	For

## AutoZone, Inc.

3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.4	Elect Director Earl G. Graves, Jr.	Mgmt	For	For
1.5	Elect Director Brian P. Hannasch	Mgmt	For	For
1.6	Elect Director Gale V. King	Mgmt	For	For
1.7	Elect Director George R. Mrkonic, Jr.	Mgmt	For	For
1.8	Elect Director William C. Rhodes, III	Mgmt	For	For
1.9	Elect Director Jill A. Soltau	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have had the bringing in a new auditing firm, ideally every 1		ng period of time should consider a plan or	tender process for

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

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. 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.

4	Reduce Ownership Threshold for Shareholders to Call Special Meeting to 25%	Mgmt	For	For
5	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	SH	Against	For

Voter Rationale: Holders of significant share capital should be entitled to call a special meeting. A total holding requirement of 10% is a suitable threshold to prevent abuse.

#### **Axos Financial, Inc.**

Meeting Date: 11/14/2024	Country: USA	Ticker: AX	
	Meeting Type: Annual		
		Primary ISIN: US05465C1009	Primary SEDOL: BGK38H3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Gregory Garrabrants	Mgmt	For	For

#### **Axos Financial, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.2	Elect Director Paul J. Grinberg	Mgmt	For	For
	Voter Rationale: Companies should establish a executives should be prohibited as it potential	, ,	55 1 , ,	Hedging activity by
1.3	Elect Director Uzair Dada	Mgmt	For	For
1.4	Elect Director Sara Wardell-Smith	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Companies that received hig shareholders to understand the rationale for c shareholder concerns. Long-term incentive av	pposition and explain i	n the next annual report how the company	intends to address

shareholders to understand the rationale for opposition and explain in the next annual report how the company intends to address shareholder concerns. Long-term incentive awards 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. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

3 Ratify BDO USA, P.C. as Auditors Mgmt For For

Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.

#### **Bank of Queensland Limited**

Meeting Date: 12/03/2024	Country: Australia Meeting Type: Annual	Ticker: BOQ	
		Primary ISIN: AU000000BOQ8	Primary SEDOL: 6076243

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
		t both absolute and re	lative financial metrics rat	Companies should base vesting levels on ther than a single performance criterion, and
3a	Elect Mickie Rosen as Director	Mgmt	For	For
3b	Elect Deborah Kiers as Director	Mgmt	For	For
4a	Elect Andrew Fraser as Director	Mgmt	For	For
4b	Elect Mary Waldron as Director	Mgmt	For	For
5	Approve Grant of Executive Performance Rights to Patrick Allaway	Mgmt	For	For

## **Bank of Queensland Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve the BOQ Equity Incentive Plan	Mgmt	For	For
7	Approve the Spill Resolution	Mgmt	Against	Against

#### BANK POLSKA KASA OPIEKI SA

Meeting Date: 11/28/2024	Country: Poland Meeting Type: Special	Ticker: PEO	
		Primary ISIN: PLPEKAO00016	Primary SEDOL: 5473113

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Proposals	Mgmt		
1	Open Meeting	Mgmt		
2	Elect Meeting Chairman	Mgmt	For	For
3	Acknowledge Proper Convening of Meeting	Mgmt		
4	Approve Agenda of Meeting	Mgmt	For	For
	Shareholder Proposals Submitted by PZU SA	Mgmt		
5.1	Recall Supervisory Board Member	SH	None	Against
	Voter Rationale: Shareholder proponents a meeting to enable shareholders to cast an		nt information on directors s	standing for election well advance of the
5.2	Elect Supervisory Board Member	SH	None	Against
	Voter Rationale: Shareholder proponents s meeting to enable shareholders to cast an		nt information on directors s	tanding for election well advance of the
6	Approve Collective Suitability Assessment of Supervisory Board Members	SH	None	Against
	Voter Rationale: Shareholder proponents s meeting to enable shareholders to cast an		nt information on directors s	standing for election well advance of the
7	Approve Decision on Covering Costs of Convocation of EGM	SH	None	Against
	Voter Rationale: Following the negative re	commendation for Iter	ms 5.1, 5.2, and 6, this item	cannot be supported warranted.
	Management Proposals	Mgmt		
8	Close Meeting	Mgmt		

#### BANK POLSKA KASA OPIEKI SA

Meeting Date: 12/19/2024

Country: Poland Meeting Type: Special Ticker: PEO

Primary ISIN: PLPEKAO00016

Primary SEDOL: 5473113

Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Shareholder Proposals Submitted by PZU SA	Mgmt		
1	Recall Supervisory Board Member	SH	None	Against
	Voter Rationale: Shareholder proponen meeting to enable shareholders to cas		cient information on directors s	tanding for election well advance of the
2	Approve Collective Suitability Assessment of Supervisory Board Members	SH	None	Against
	Voter Rationale: Shareholder proponen meeting to enable shareholders to cas		cient information on directors s	tanding for election well advance of the
3	Approve Decision on Covering Costs of Convocation of EGM	SH	None	Against
	Voter Rationale: Support for this resolu	ition is not warranted.		
	Management Proposals	Mgmt		
4	Close Meeting	Mgmt		

#### **Bapcor Limited**

Meeting Date: 10/16/2024	Country: Australia Meeting Type: Annual	Ticker: BAP	
		Primary ISIN: AU000000BAP9	Primary SEDOL: BLD2CY7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Mark Bernhard as Director	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo	ort does not articulate h	ow executives performed	against historic performance targets. The

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 Grant of Sign-On Rights Mgmt For to Angus McKay

Voter Rationale: A vote AGAINST the sign-on rights to Angus McKay is warranted as the rights are not subject to rigorous performance criteria and contribute to remuneration arrangement which is excessive relative to market cap and industry peers. A qualified vote FOR the performance rights to Angus McKay is warranted. There are two performance metrics (relative TSR and absolute ROIC) weighted equally, and the performance period is three years which is at the minimum accepted in the Australian market. The qualification is to raise concerns for the value of the award is relatively large compared to peers. There is also potential to reward the CEO twice for the achievement of the same outcome as seen in performance targets linked to ROIC is both the STI and LTI.

## **Bapcor Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of FY25 Performance Rights to Angus McKay	Mgmt	For	For
5	Approve Provision of Potential Termination Benefits to Angus McKay	Mgmt	For	Against

Voter Rationale: Severance payments should not exceed one year's pay. Larger severance packages should be subject to a separate shareholder approval.

## **Barratt Developments Pic**

Meeting Date: 10/23/2024	Country: United Kingdom Meeting Type: Annual	Ticker: BTRW	
		Primary ISIN: GB0000811801	Primary SEDOL: 0081180

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Final Dividend	Mgmt	For	For
4	Re-elect Caroline Silver as Director	Mgmt	For	For
	Voter Rationale: The board chairman serves of the Nomination Committee.	s as a member of the Re	emuneration Committee. The board chairm	an serves as a member
5	Re-elect Jasi Halai as Director	Mgmt	For	For
6	Re-elect Nigel Webb as Director	Mgmt	For	For
7	Re-elect David Thomas as Director	Mgmt	For	For
8	Re-elect Steven Boyes as Director	Mgmt	For	For
9	Re-elect Mike Scott as Director	Mgmt	For	For
10	Re-elect Katie Bickerstaffe as Director	Mgmt	For	For
11	Re-elect Jock Lennox as Director	Mgmt	For	For
12	Re-elect Chris Weston as Director	Mgmt	For	For
13	Elect Matthew Pratt as Director	Mgmt	For	For
14	Elect Nicky Dulieu as Director	Mgmt	For	For
15	Elect Geeta Nanda as Director	Mgmt	For	For

#### **Barratt Developments Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
16	Reappoint Deloitte LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have h bringing in a new auditing firm.	nad the same auditor fo	or a period of over 10 year	rs should consider a plan or tender process for
17	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For
18	Authorise UK Political Donations and Expenditure	Mgmt	For	For
19	Authorise Issue of Equity	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
22	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
23	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

#### **Bellevue Gold Limited**

Meeting Date: 11/21/2024	Country: Australia	Ticker: BGL	
	Meeting Type: Annual		
		Primary ISIN: AU0000019374	Primary SEDOL: BFZ31P0

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Abstain
				siness or in the role and responsibilities of
	would be more effective in retaining ex remuneration report does not articulate	ecutives and ensuring how executives perfo	that the annual and long-terr prmed against historic perform	f the annual cash bonus into shares which m performance objectives are aligned. The nance targets. The board should articulate argets that underpin long-term incentive

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.

#### **Bellevue Gold Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Approve Issuance of Annual LTI Performance Rights to Darren Stralow	Mgmt	For	Against		
	Voter Rationale: A vote AGAINST the grant of FY25 LTI performance rights to the CEO is warranted. * The CEO's FY25 LTI maximum opportunity is excessive at 175 percent of fixed remuneration, with a disclosed dollar value of \$1,447,250, and is almost three times the median of market capitalisation (ASX 176-200) peers and four times the median of ISS-selected peers. * This has been increased from \$1,181,250 for the FY24 grant that was approved by shareholders at the 2023 AGM, precipitated by a 22.5 percent increase in fixed remuneration, and there has not been any increase in the rigour of targets to accompany this uplift in bonus opportunity. * The number of rights to be granted was determined using a discounted face value, being materially inconsistent with accepted market practice and the expectations of shareholders. The 'face value' of rights for the grant was set at \$1.55, being the offer price of the equity raising conducted in July 2024. * This has led to an elevated number of rights proposed to be granted to the CEO. Shareholders may regard any discounting of 'face value' to the prevailing share price as a corporate governance concern.					
4	Ratify Past Issuance of Placement Shares to Eligible Institutional and Professional Investors	Mgmt	For	For		
5	Approve the Increase of Non-Executive Directors' Fee Pool	Mgmt	None	For		
6	Approve Re-insertion of Proportional Takeover Bid Approval Provisions	Mgmt	For	For		

#### **Bendigo and Adelaide Bank Limited**

7

Meeting Date: 11/07/2024	Country: Australia	Ticker: BEN	
	Meeting Type: Annual		
		Primary ISIN: AU000000BEN6	Primary SEDOL: 6091280

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Vicki Carter as Director	Mgmt	For	For
3	Elect Richard Deutsch as Director	Mgmt	For	For
4	Elect Abi Cleland 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.

5	Elect Daryl Johnson as Director	Mgmt	For	For
6	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. 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.

Approve Grant of Performance	Mgmt	For	For
Rights to Richard Fennell			

## Bendigo and Adelaide Bank Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve Increase in the Non-Executive Directors' Fee Pool	Mgmt	For	For
9	Approve Renewal of Proportional Takeover Provision	Mgmt	For	For

## **Bid Corp. Ltd.**

Meeting Date: 10/31/2024	Country: South Africa Meeting Type: Annual	Ticker: BID	
		Primary ISIN: ZAE000216537	Primary SEDOL: BZBFKT7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Reappoint PricewaterhouseCoopers Inc as Auditors with L de Wet as the Individual Registered Auditor	Mgmt	For	For
2.1	Re-elect Bernard Berson as Director	Mgmt	For	For
2.2	Re-elect David Cleasby as Director	Mgmt	For	For
2.3	Re-elect Nigel Payne as Director	Mgmt	For	For
2.4	Re-elect Helen Wiseman as Director	Mgmt	For	For
3.1	Re-elect Helen Wiseman as Chairman of the Audit and Risk Committee	Mgmt	For	For
3.2	Re-elect Tasneem Abdool-Samad as Member of the Audit and Risk Committee	Mgmt	For	For
3.3	Re-elect Paul Baloyi as Member of the Audit and Risk Committee	Mgmt	For	Against
3.4	Re-elect Keneilwe Moloko as Member of the Audit and Risk Committee	Mgmt	For	For
3.5	Re-elect Nigel Payne as Member of the Audit and Risk Committee	Mgmt	For	For
4.1	Approve Remuneration Policy	Mgmt	For	For
4.2	Approve Implementation of Remuneration Policy	Mgmt	For	For
5	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For

## Bid Corp. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Authorise Board to Issue Shares for Cash	Mgmt	For	For
7	Approve Pro Rata Reduction of Stated Capital in lieu of Dividend	Mgmt	For	For
8	Authorise Creation and Issuance of Convertible Debentures or Other Convertible Instruments	Mgmt	For	For
9	Authorise Ratification of Approved Resolutions	Mgmt	For	For
10	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
11.1	Approve Fees of the Chairman	Mgmt	For	For
11.2	Approve Fees of the Lead Independent Non-executive Director	Mgmt	For	For
11.3	Approve Fees of the Non-executive Directors	Mgmt	For	For
11.4	Approve Fees of the Audit and Risk Committee Chairman	Mgmt	For	For
11.5	Approve Fees of the Audit and Risk Committee Member	Mgmt	For	For
11.6	Approve Fees of the Remuneration Committee Chairman	Mgmt	For	For
11.7	Approve Fees of the Remuneration Committee Member	Mgmt	For	For
11.8	Approve Fees of the Nominations Committee Chairman	Mgmt	For	For
11.9	Approve Fees of the Nominations Committee Member	Mgmt	For	For
11.10	Approve Fees of the Acquisitions Committee Chairman	Mgmt	For	For
11.11	Approve Fees of the Acquisitions Committee Member	Mgmt	For	For
11.12	Approve Fees of the Environmental, Social and Ethics Committee Chairman	Mgmt	For	For
11.13	Approve Fees of the Environmental, Social and Ethics Committee Member	Mgmt	For	For
11.14	Approve Fees of the Ad hoc Meeting	Mgmt	For	For
11.15	Approve Fees of the Travel per Meeting Cycle	Mgmt	For	For

## **Bid Corp. Ltd.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
12	Approve Financial Assistance to Related or Inter-related Companies and Corporations	Mgmt	For	For

#### **Bill Holdings, Inc.**

Meeting Date: 12/05/2024	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 Aida Alvarez	Mgmt	For	For
1.2	Elect Director Steve Fisher	Mgmt	For	For
1.3	Elect Director Allison Mnookin	Mgmt	For	For
1.4	Elect Director Alison Wagonfeld	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. Long-term incentive awards should not be allowed to vest within 3 years since the date of grant. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.

4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	Mgmt	For	For	
---	---	------	-----	-----	--

#### **Bio-Techne Corporation**

Meeting Date: 10/24/2024	Country: USA Meeting Type: Annual	Ticker: TECH	
		Primary ISIN: US09073M1045	Primary SEDOL: BSHZ3Q0

#### **Bio-Techne Corporation**

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	For
2b	Elect Director Julie L. Bushman	Mgmt	For	For
2c	Elect Director Judith Klimovsky	Mgmt	For	For
2d	Elect Director John L. Higgins	Mgmt	For	For
2e	Elect Director Kim Kelderman	Mgmt	For	For
2f	Elect Director Alpna Seth	Mgmt	For	For
2g	Elect Director Rupert Vessey	Mgmt	For	For
2h	Elect Director Joseph D. Keegan	Mgmt	For	For
2i	Elect Director Roeland Nusse	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: 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. The remuneration committee should not allow vesting of incentive awards for substantially below median performance. Retention or recruitment awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

#### 4 Ratify KPMG, LLP as Auditors Mgmt For 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.

#### **Boss Energy Limited**

Meeting Date: 1	1/20/2024	Country: Australia Meeting Type: Annual		Ticker: BOE	
				Primary ISIN: AU000000BOE4	Primary SEDOL: B1XLCQ6
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction

## **Boss Energy Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	reward strong performance. All exception creation in addition to and above that ex used to incentivise long-term performan remuneration committee should consider in retaining executives and ensuring that	nal awards should be c spected of directors as ce and should not be a r deferring a proportion t the annual and long- t , should it identify any ors and other key man wrongfully obtained in s ninst historic performan	early linked to performance a normal part of their jobs. I llowed to vest within 3 years of the annual cash bonus in erm performance objectives facts of manipulation of repo agers which were detrimenta uch manner are repaid to it. ce targets. The board should	ong-term incentive awards should be since the date of grant. The nto shares which would be more effective are aligned. The company should put in orted indicators or other bad faith actions al to the long-term interests of its The remuneration report does not d articulate how bonus payments reflect
2	Elect Jan Honeyman as Director	Mgmt	For	Against
	Voter Rationale: In recent years, this is a company. Due to ongoing concerns rega their re-election to the board. The Comp markets, our minimum expectation is the international accounting standards, the a accounting rules and of the audit process directors.	rding decisions taken b any should put in place at women should comp audit committee benefit	y the remuneration commits a policy to increase gender rise at least 27% of the boa s from members who have a	ee chair, we are not inclined to support diversity on the board. In developed rd. In the context of increasingly complex a good and recent understanding of the
3	Ratify Past Issuance of Shares to Professional and Sophisticated Investors	Mgmt	For	For
4	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	Against
	Voter Rationale: This proposal cannot be increase, with no disclosure of any plans under the current fee cap; - Directors ha historically been eligible to receive equit directors not to receive performance-bas	to increase the number we received substantia wincentives (options), v	er of directors; - Approximate I increases in each of the pa	st two years; and - Directors have
5	Approve Issuance of Performance Rights to Duncan Craib	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe reward strong performance.	ecutives should be clear	ly disclosed and include rob	ust and stretching performance targets to
6	Approve One-Off Award of Performance Rights to Duncan Craib	Mgmt	For	Against
	Voter Rationale: All exceptional awards s addition to and above that expected of c			strate shareholder value creation in

Meeting Date: 12/10/2024	Country: USA Meeting Type: Annual	Ticker: BOWL	
		Primary ISIN: US10258P1021	Primary SEDOL: BPG5F19

## **Bowlero Corp.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Michael J. Angelakis	Mgmt	For	Withhold
	Voter Rationale: The Company should p minimum expectation is that women sho			the board. In developed markets, our
1.2	Elect Director Robert J. Bass	Mgmt	For	For
1.3	Elect Director Sandeep Mathrani	Mgmt	For	For
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 s to allow for equal voting rights among s		d or enhanced voting rights.	The company should amend its structure
1.7	Elect Director Rachael A. Wagner	Mgmt	For	For
1.8	Elect Director John A. Young	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

#### **BPER Banca SpA**

Meeting Date: 12/19/2024	Country: Italy	Ticker: BPE	
	Meeting Type: Extraordinary Shareholders		
		Primary ISIN: IT0000066123	Primary SEDOL: 4116099

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1	Appoint Silvia Bocci as Internal Primary Statutory Auditor	SH	None	For
	Extraordinary Business	Mgmt		
	Management Proposals	Mgmt		
1	Approve Partial and Non-Proportional Demerger of Bibanca SpA's Assets in Favor of BPER Banca SpA	Mgmt	For	For
2	Amend Company Bylaws Re: Article 40	Mgmt	For	For

#### **Brambles Limited**

Meeting Date: 10/24/2024

Country: Australia Meeting Type: Annual Ticker: BXB

Primary ISIN: AU00000BXB1

Primary SEDOL: B1FJ0C0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo board should articulate how bonus payn underpin long-term incentive plans.			
3	Elect Elizabeth Fagan as Director	Mgmt	For	Against
	Voter Rationale: In the context of increa members who have a good and recent u			
4	Approve Amendments to and Issue of Shares under the Brambles Limited Performance Share Plan	Mgmt	For	For
5	Approve Participation of Graham Chipchase in the Performance Share Plan or the Amended Performance Share Plan	Mgmt	For	For
6	Approve Issue of Shares under the Brambles Limited MyShare Plan	Mgmt	For	For

#### **Breville Group Limited**

Meeting Date	•	r: Australia 1 <b>Type:</b> Annual	Ticker: BRG		
	Heeting		Primary ISIN: AU000000BRG2	Primary SEDOL: 6158709	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Repo	ort Mgmt	For	Against	
	Voter Rationale: Incentive av	vards to executives should be clea	arly disclosed and include robust and sti	etching performance targets to	

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. 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. 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 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 performance, as well as outlining forward-looking targets that underpin long-term incentive plans.

## **Breville Group Limited**

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3	Elect Lawrence Myers as Director	Mgmt	For	Against		
		garding decisions taken i dependent director sits i	by the remuneration commit on the Audit Committee, whi	tee chair, we are not inclined to support ch we expect to be fully independent, as		
4	Approve Grant of Rights to Jim Clayton	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. 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. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.					
5	Approve Potential Termination Benefits	Mgmt	For	Against		
	that are proposed to be granted in FY2	25. The termination bene of this one-off retention	efits framework explicitly disc	elating to the CEO's retention LTPR rights loses that on termination without cause, consistent with shareholder expectations		
6	Approve Grant of NED Rights to Non-Executive Directors	Mgmt	None	For		

## **Broadridge Financial Solutions, Inc.**

Meeting Date: 11/14/2024	Country: USA	Ticker: BR	
	Meeting Type: Annual		
		Primary ISIN: US11133T1034	Primary SEDOL: B1VP7R6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Pamela L. Carter	Mgmt	For	For
1b	Elect Director Richard J. Daly	Mgmt	For	For
1c	Elect Director Robert N. Duelks	Mgmt	For	For
1d	Elect Director Melvin L. Flowers	Mgmt	For	For
1e	Elect Director Timothy C. Gokey	Mgmt	For	For
1f	Elect Director Brett A. Keller	Mgmt	For	For
1g	Elect Director Maura A. Markus	Mgmt	For	For
1h	Elect Director Eileen K. Murray	Mgmt	For	For
1i	Elect Director Annette L. Nazareth	Mgmt	For	For
1j	Elect Director Amit K. Zavery	Mgmt	For	For

## **Broadridge Financial Solutions, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong 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.					
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies who have h for bringing in a new auditing firm.	nad the same auditor fo	r a period of over 10 years	s should consider a plan or tender process		

## **Brookfield Infrastructure Corporation**

Meeting Date:	: 12/03/2024 Country: Canada Meeting Type: Sp	pecial	Ticker: BIPC		
			Primary ISIN: CA11275Q1072	Primary SEDOL: BLB7675	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Plan of Arrangement (Reorganization)	Mgmt	For	Against	
	economically equivalent security, the pu best practices. Importantly, the New Co Brookfield (as a holder of both Class A	roposed articles of New orporation articles have and Class B shares) ma	egic rationale makes sense and sharehold Corporation contain a number of provisic an amended quorum requirement for sha y constitute a quorum for shareholders' n iven the foregoing governance considerat	ons offside Canadian market areholders' meetings such that neetings with votes that do	

#### **Brookfield Renewable Corporation**

		Country: Canada Meeting Type: Special		Ticker: BEPC		
				Primary ISIN: CA11284V1058	Primary SEDOL: BMW8YT2	
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
1	Approve Plan of A (Reorganization)	rrangement	Mgmt	For	Against	
	Voter Rationale: Vote AGAINST this resolution. While the strategic rationale makes sense and shareholders will retain ownership in an economically equivalent security, the proposed articles of New Corporation contain a number of provisions offside Canadian market best practices. Importantly, the New Corporation articles have an amended quorum requirement for shareholders' meetings such that Brookfield (as a holder of both Class A and Class B shares) may constitute a quorum for shareholders' meetings with votes that do not require a separate vote by a class or series. On balance, given the foregoing governance considerations, this resolution is not supportable.					

#### C3.ai, Inc.

Meeting Date: 10/02/2024

Country: USA Meeting Type: Annual Ticker: AI

Primary ISIN: US12468P1049

Primary SEDOL: BMGNBJ2

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Alan Murray	Mgmt	For	For	
1.2	Elect Director Thomas M. Siebel	Mgmt	For	Withhold	
1.3	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.				
5	Elect Director KR Sridhar	Mgmt	For	For	
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	
	Voter Rationale: A vote AGAINST this proposal is warranted. The CEO's total pay continued to be elevated, primarily due to an outsized annual equity grant. Further, the annual bonus program was entirely discretionary.				
	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	

#### **CACI International Inc**

Meeting Date: 10/17/2024	Country: USA	Ticker: CACI	
	Meeting Type: Annual		
		Primary ISIN: US1271903049	Primary SEDOL: 2159267

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael A. Daniels	Mgmt	For	For
1b	Elect Director Lisa S. Disbrow	Mgmt	For	For
1c	Elect Director Susan M. Gordon	Mgmt	For	For
1d	Elect Director William L. Jews	Mgmt	For	For
1e	Elect Director Ryan D. McCarthy	Mgmt	For	Against

1f	Elect Director John S. Mengucci	Mgmt	For	For
1g	Elect Director Scott C. Morrison	Mgmt	For	For
1h	Elect Director Philip O. Nolan	Mgmt	For	For
1i	Elect Director Debora A. Plunkett	Mgmt	For	For

# **CACI International Inc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Stanton D. Sloane	Mgmt	For	For
1k	Elect Director Charles L. Szews	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
				e business or in the role and responsibilities of lude robust and stretching performance targets
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

# **Campbell Soup Company**

Meeting Date: 11/19/2024	Country: USA Meeting Type: Annual	Ticker: CPB	
		Primary ISIN: US1344291091	Primary SEDOL: 2162845

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Fabiola R. Arredondo	Mgmt	For	For
1.2	Elect Director Howard M. Averill	Mgmt	For	For
1.3	Elect Director 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
1.12	Elect Director Archbold D. van Beuren	Mgmt	For	For

# Campbell Soup Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have f bringing in a new auditing firm, ideally		for a long period of time should	consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Change Company Name to The Campbell's Company	Mgmt	For	For
5	Publish Results of Independent Audit Assessing Effectiveness of Company's Diversity, Equity and Inclusion Efforts	SH	Against	Against

Voter Rationale: The company discloses employee engagement which has a high degree of involvement, and the scaling up of such efforts. It also reports on board oversight and its diversity figures. While there are currently no targets, we believe the company provides adequate disclosure on this topic.

### **CapitaLand Ascott Trust**

Meeting Date: 1		country: Singapore leeting Type: Extra	aordinary Shareholders	Ticker: HMN	
				Primary ISIN: SGXC16332337	Primary SEDOL: BG0RZ29
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
		i-i <b>t</b> i	Mgmt	For	For
	Approve Proposed Ac		-		
	nd Integrated	d Commer	-	Ticker: C38U	
CapitaLa	nd Integrated	d Commer	rcial Trust	Ticker: C38U Primary ISIN: SG1M51904654	Primary SEDOL: 6420129
CapitaLa	nd Integrated	d Commer	rcial Trust		Primary SEDOL: 6420129 Vote Instruction

#### **Capricorn Metals Ltd**

Meeting Date: 11/19/2024	Country: Australia Meeting Type: Annual	Ticker: CMM	
		Primary ISIN: AU000000CMM9	Primary SEDOL: BDD98W2

# **Capricorn Metals Ltd**

posal mber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Approve Remuneration Report	Mgmt	For	Against
	in retaining executives and ensuring th does not articulate how executives per reflect prior year performance, as well should put in place a procedure which faith actions on the part of any of its e of its shareholders, to ensure that any linked to a single performance target.	changes in the business ler deferring a proportion rat the annual and long-t formed against historic p as outlining forward-loo would enable it, should wecutive directors and ou funds wrongfully obtaine Companies should base	or in the role and responsibility of the annual cash bonus int erm performance objectives a erformance targets. The boar king targets that underpin long t identify any facts of manipui her key managers which were d in such manner are repaid vesting levels on multiple perfo	ies of executive directors. The o shares which would be more effective re aligned. The remuneration report d should articulate how bonus payments g-term incentive plans. The company lation of reported indicators or other bad e detrimental to the long-term interests to it. The long-term incentive plan is formance criteria that reflect both
	better performance.	rauter utati a sitiyle perio	ninance cincenon, and should	stagger vesting to reward progressively
		Mgmt	For	Against
	better performance. Elect Bernard De Araugo as Director Voter Rationale: The Company should	Mgmt put in place a policy to in hould comprise at least 2	For For Crease gender diversity on th 7% of the board. In the conte	Against e board. In developed markets, our ext of increasingly complex international
	better performance. Elect Bernard De Araugo as Director Voter Rationale: The Company should minimum expectation is that women sh accounting standards, the audit commi	Mgmt put in place a policy to in hould comprise at least 2	For For Crease gender diversity on th 7% of the board. In the conte	Against e board. In developed markets, our ext of increasingly complex international

# **CAR Group Limited**

Meeting Date	: 10/25/2024	Country: Australia		Ticker: CAR	
		Meeting Type: Annual		Primary ISIN: AU000000CAR	3 Primary SEDOL: BW0BGZ3
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuner	ation Report	Mgmt	For	For
		late how bonus payment		how executives performed against hi r performance, as well as outlining fo	
3a	Elect Edwina Gilbe	rt as Director	Mgmt	For	For
		vote FOR the election of nposition resulting from t		rranted as no material concerns hav	e been identified regarding board
3b	Elect Kee Wong as	Director	Mgmt	For	For
3c	Elect Philippa Marl	ow as Director	Mgmt	For	For
4a	Approve Grant of l Cameron McIntyre	5	Mgmt	For	For

# **CAR Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4b	Approve Grant of Performance Rights to Cameron McIntyre	Mgmt	For	For
	of a portion of the FY24 STI bonus. No performance rights is warranted. The shareholder outcomes, with the rigour EPS target was increased to 8 percent quantum of the award has increased s cap and industry peers due to the com expect increases to remuneration to be better market practice. * Strategic per	n material governance iss relative TSR and EPS per of financial targets being from 5 percent. The qua ubstantially over the pric bined increases in the Ci e accompanied by a com formance measures acco nding of targeted outper	tues are noted. A qualified formance measures are c g mostly unchanged from lification is raised to high pryear and is materially a EO's fixed remuneration a mensurate increase in tar unting for 30 percent of a	ard is warranted. This represents the deferral d vote FOR the FY25 LTI grant of consistent with market practice and improved a the prior year grant. The threshold for the alight concerns for the following: * The above the median of the company's market and LTI opportunity. Some shareholders may rgets to align with shareholder interests and the award (at target) are not well disclosed to subjective board assessment. These appear to
5	Approve Increase to Non-Executive Directors' Fee Pool	Mgmt	None	For
Carpent	ter Technology Corpora	ation		

Meeting Date: 10/07/2024	Country: USA Meeting Type: Annual	Ticker: CRS	
		Primary ISIN: US1442851036	Primary SEDOL: 2177504

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director A. John Hart	Mgmt	For	For
1.2	Elect Director Kathleen Ligocki	Mgmt	For	For
1.3	Elect Director Ramin Younessi	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

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

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

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong 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.

# **Centuria Capital Group**

Meeting Date: 11/29/2024

Country: Australia Meeting Type: Annual Ticker: CNI

Primary ISIN: AU000000CNI5

Primary SEDOL: 6518745

Primary SEDOL: 6726300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	None	For
3	Elect Susan Wheeldon as Director	Mgmt	For	For
4	Elect Joanne Dawson as Director	Mgmt	For	For
5a	Approve Grant of Tranche 12 Performance Rights under the Centuria Capital Group Executive Incentive Plan to John McBain	Mgmt	For	For
	Voter Rationale: The long-term incentiv multiple performance criteria that reflec should stagger vesting to reward progra	t both absolute and re	elative financial metrics rathe	mpanies should base vesting levels on r than a single performance criterion, and
5b	Approve Grant of Tranche 12 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Jason Huljich	Mgmt	For	For
	Voter Rationale: The long-term incentiv multiple performance criteria that reflec should stagger vesting to reward progra	t both absolute and re	elative financial metrics rathe	mpanies should base vesting levels on r than a single performance criterion, and
6	Ratify Past Issuance of Securities to Certain Shareholders of Centuria Bass Credit Pty Limited	Mgmt	For	For
Challend	ger Limited			

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Elect John M. Green as Director	Mgmt	For	Against
Elect Heather Smith as Director	Mgmt	For	For
Elect Lisa Gray as Director	Mgmt	For	For
	Elect John M. Green as Director Voter Rationale: In recent years, this is company. Due to ongoing concerns rega their re-election to the board. Elect Heather Smith as Director	Elect John M. Green as DirectorMgmtVoter Rationale: In recent years, this is not the first time that company. Due to ongoing concerns regarding decisions taken their re-election to the board.Elect Heather Smith as DirectorMgmt	Proposal TextProponentRecElect John M. Green as DirectorMgmtForVoter Rationale: In recent years, this is not the first time that we have been unable to a company. Due to ongoing concerns regarding decisions taken by the remuneration com their re-election to the board.ForElect Heather Smith as DirectorMgmtFor

Primary ISIN: AU000000CGF5

# **Challenger Limited**

Proposal Text	Proponent	Rec	Instruction
Approve Remuneration Report	Mgmt	For	Against
effectiveness of incentive schemes. The performance targets. The board should	e remuneration report a l articulate how bonus p	loes not articulate how executi payments reflect prior year pen	ives performed against historic
Approve Grant of Long-Term Hurdled Performance Share Rights to Nicolas Hamilton	Mgmt	For	Against
-	Voter Rationale: Companies should not effectiveness of incentive schemes. The performance targets. The board should forward-looking targets that underpin in Approve Grant of Long-Term Hurdled Performance Share	Voter Rationale: Companies should not extend vesting periods effectiveness of incentive schemes. The remuneration report of performance targets. The board should articulate how bonus p forward-looking targets that underpin long-term incentive plant.         Approve Grant of Long-Term       Mgmt Hurdled Performance Share	Voter Rationale: Companies should not extend vesting periods or allow re-testing of perform effectiveness of incentive schemes. The remuneration report does not articulate how executing performance targets. The board should articulate how bonus payments reflect prior year perforward-looking targets that underpin long-term incentive plans.         Approve Grant of Long-Term       Mgmt       For         Hurdled Performance Share       South State       South State

Voter Rationale: Companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes.

# **Charter Hall Group**

Meeting Date: 11/20/2024	Country: Australia	Ticker: CHC	
	Meeting Type: Annual		
		Primary ISIN: AU000000CHC0	Primary SEDOL: B15F6S6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Karen Penrose as Director	Mgmt	For	For
2b	Elect Jacqueline Chow as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration rep board should articulate how bonus pay underpin long-term incentive plans.			nainst historic performance targets. The lining forward-looking targets that
4	Approve Issuance of Service Rights to David Harrison	Mgmt	For	For
5	Approve Issuance of Performance Rights to David Harrison	Mgmt	For	For
	the grant of performance rights (Item the prior year and is sufficiently in-line High quantum of the grant for the CEC industry peer groups, respectively. * T higher OEPS results and vesting of his	onus for the CEO, which 5) to the CEO David Ha with shareholder exper 0, which is approximate the unchanged OEPS hu torical LTI grants. * The w. * There is no positive	th is sufficiently consistent with prrison is warranted. The struc ctations and market practice. Iy 1.8 and 1.6 times the med urdles between 5-7 percent gr e comparator group comprise or TSR 'gateway' for the compa	th market practice. A qualified vote FOR cture of the grant remains unchanged from The qualification is raised to highlight: * ian of the market capitalisation and rowth lacks rigor given the substantially is 21 companies, and some investors may any's relative TSR measure; * Provision for
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive	Mgmt	None	For
	Directors			

### Charter Hall Long WALE REIT

Meeting Date: 10/21/2024	
--------------------------	--

Country: Australia Meeting Type: Annual Ticker: CLW

Primary ISIN: AU000000CLW0

Primary SEDOL: BDB46J2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Raymond Fazzolari as Director	Mgmt	For	For
1b	Elect Ceinwen Kirk-Lennox as Director	Mgmt	For	For

#### **Charter Hall Retail REIT**

Meeting Date: 10/30/2024	Country: Australia Meeting Type: Annual	Ticker: CQR	
		Primary ISIN: AU000000CQR9	Primary SEDOL: 6225595

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Elect Roger Davis 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					

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.

# China Pacific Insurance (Group) Co., Ltd.

Meeting Date: 10/14/2024	Country: China	Ticker: 2601	
	Meeting Type: Special		
		Primary ISIN: CNE1000009Q7	Primary SEDOL: B2Q5H56

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt		
1	Elect Chen Xin as Director	Mgmt	For	For

### China Petroleum & Chemical Corp.

Meeting Date: 10/22/2024	Country: China	<b>Ticker:</b> 386	
	Meeting Type: Extraordinary Shareholders		
		Primary ISIN: CNE1000002Q2	Primary SEDOL: 6291819

# China Petroleum & Chemical Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt		
1	Approve Continuing Connected Transactions for the Three Years from 2025 to 2027	Mgmt	For	For
2	Approve Financial Services Agreement Signed with Sinopec Finance Co., Ltd and Sinopec Century Bright Capital Investment Limited	Mgmt	For	For
3	Approve Dividend Distribution and Return Plan for Shareholders for the Next Three Years (2024-2026)	Mgmt	For	For

# **Cintas Corporation**

Meeting Date: 10/29/2024	Country: USA	Ticker: CTAS	
	Meeting Type: Annual		
		Primary ISIN: US1729081059	Primary SEDOL: 2197137

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Melanie W. Barstad	Mgmt	For	For
1b	Elect Director Beverly K. Carmichael	Mgmt	For	For
1c	Elect Director Karen L. Carnahan	Mgmt	For	For
1d	Elect Director Robert E. Coletti	Mgmt	For	For
1e	Elect Director Scott D. Farmer	Mgmt	For	For
1f	Elect Director Martin Mucci	Mgmt	For	For
1g	Elect Director Joseph Scaminace	Mgmt	For	For
1h	Elect Director Todd M. Schneider	Mgmt	For	For
1i	Elect Director Ronald W. Tysoe	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Voter Rationale: Variable remuneration should not contain a significant overlap of metrics. Long-term incentive awards should not be allowed to vest within 3 years since the date of grant.

# **Cintas Corporation**

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Amend Omnibus Stock Plan	Mgmt	For	For
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
		a long period of time should co	onsider a plan or tender process for
Report on Effectiveness of Diversity, Equity and Inclusion Efforts and Metrics	SH	Against	Against
Voter Rationale: At this time, we believe	e management and the	board are adequately consideri	ng attendant material risks.
Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	SH	Against	For
		nted, as such information wou	ld allow shareholders to better assess
Report on Political Contributions	SH	Against	For
	Amend Omnibus Stock Plan         Voter Rationale: On early termination, a         event of a change of control. Incentive,         should be eliminated.         Ratify Ernst & Young LLP as         Auditors         Voter Rationale: Companies that have h         bringing in a new auditing firm, ideally e         Report on Effectiveness of         Diversity, Equity and Inclusion         Efforts and Metrics         Voter Rationale: At this time, we believe         Report on Efforts to Reduce         GHG Emissions in Alignment         with Paris Agreement Goal         Voter Rationale: Support for the shareho         the company's plan to achieve its net zet	Amend Omnibus Stock Plan       Mgmt         Voter Rationale: On early termination, all share-based awards so event of a change of control. Incentive plan features that allow should be eliminated.         Ratify Ernst & Young LLP as       Mgmt         Auditors       Mgmt         Voter Rationale: Companies that have had the same auditor for bringing in a new auditing firm, ideally every 10 years.         Report on Effectiveness of       SH         Diversity, Equity and Inclusion       SH         Efforts and Metrics       SH         Voter Rationale: At this time, we believe management and the L         Report on Effects to Reduce       SH         GHG Emissions in Alignment with Paris Agreement Goal       SH         Voter Rationale: Support for the shareholder resolution is warrat the company's plan to achieve its net zero goal.	Amend Omnibus Stock Plan       Mgmt       For         Voter Rationale: On early termination, all share-based awards should be time pro-rated and tere event of a change of control. Incentive plan features that allow for loans to exercise options and should be eliminated.       Ratify Ernst & Young LLP as       Mgmt       For         Ratify Ernst & Young LLP as       Mgmt       For       Auditors         Voter Rationale: Companies that have had the same auditor for a long period of time should constraining in a new auditing firm, ideally every 10 years.       Report on Effectiveness of SH       Against         Report on Effectiveness of Efforts and Metrics       SH       Against       Against         Voter Rationale: At this time, we believe management and the board are adequately considered with Paris Agreement Goal       SH       Against         Woter Rationale: Support for the shareholder resolution is warranted, as such information would the company's plan to achieve its net zero goal.       SH       SH

# Cisco Systems, Inc.

Meeting Date: 12/09/2024	Country: USA Meeting Type: Annual	Ticker: CSCO	
		Primary ISIN: US17275R1023	Primary SEDOL: 2198163

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Wesley G. Bush	Mgmt	For	For
1b	Elect Director Michael D. Capellas	Mgmt	For	For
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

# Cisco Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1i	Elect Director Marianna Tessel	Mgmt	For	For		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.					
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have i	had the same auditor for	r a long period of time shou	Ild consider a plan or tender process for		

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

# **Cleanaway Waste Management Limited**

Meeting Date: 10/25/2024	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
3a	Elect Ingrid Player as Director	Mgmt	For	For
3b	Elect Robert Cole as Director	Mgmt	For	For
4a	Approve Grant of Performance Rights to Mark Schubert under the LTIP	Mgmt	For	For
4b	Approve Deferred Equity Rights to Mark Schubert under the DEP	Mgmt	For	For
5	Approve Renewal of Proportional Takeover Provisions in Constitution	Mgmt	For	For

# CleanSpark, Inc.

Meeting Date: 10/25/2024	Country: USA	Ticker: CLSK	
	Meeting Type: Special		
		Primary ISIN: US18452B2097	Primary SEDOL: BJDRX78

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

# **Clearwater Analytics Holdings, Inc.**

Meeting Date: 12/20/2024 Country: USA				Ticker: CWAN	
		Meeting Type: Special		Primary ISIN: US1851231068	Primary SEDOL: BNZJHY5
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
1	Amend Tax Re Agreement	eceivable	Mgmt	For	For
2	Adjourn Meeti	ng	Mgmt	For	For
Cochlea	r Limited				
Meeting Date:	10/25/2024	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
3.1	Elect Alison Deans as Director	Mgmt	For	For
3.2	Elect Glen Boreham as Director	Mgmt	For	For
3.3	Elect Christine McLoughlin as Director	Mgmt	For	For
3.4	Elect Caroline Clarke as Director	Mgmt	For	For
4.1	Approve Grant of Long-Term Incentives to Dig Howitt	Mgmt	For	For

#### **Codan Limited**

Meeting Date: 10/23/2024	Country: Australia Meeting Type: Annual	Ticker: CDA	
		Primary ISIN: AU000000CDA3	Primary SEDOL: 6712611

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

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

# **Codan Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Kathryn Joy Gramp as Director	Mgmt	For	Against
	Voter Rationale: In recent years, this is not the company. Due to ongoing concerns regarding their re-election to the board.			
3	Approve Grant of Performance Rights (LTI) to Alfonzo Ianniello	Mgmt	For	For
4	Approve Grant of NED Rights to Non-Executive Directors (Salary Sacrifice Plan)	Mgmt	None	For
5	Approve Increase in Remuneration of Non-Executive Directors	Mgmt	None	For

#### **Coherent Corp.**

3

Meeting Date: 11/14/2024	Country: USA Meeting Type: Annual	Ticker: COHR	
	2	Primary ISIN: US19247G1076	Primary SEDOL: BNG8Z81

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director James R. Anderson	Mgmt	For	For
1b	Elect Director Michael L. Dreyer	Mgmt	For	For
1c	Elect Director Stephen Pagliuca	Mgmt	For	For
1d	Elect Director Elizabeth A. Patrick	Mgmt	For	For
1e	Elect Director Howard H. Xia	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against

Voter Rationale: The company entered into a separate succession agreement with its former CEO which significantly enhanced his cash severance payments, without a compelling rationale, which is a problematic pay practice. 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. 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.

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. 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.

# **Coherent Corp.**

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

Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.

# **Coles Group Limited**

Meeting Date: 11/12/2024		Country: Australia		Ticker: COL		
	M6	eting Type: Annual		Primary ISIN: AU0000030678	Primary SEDOL: BYWR0T5	
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
2.1	Elect Peter Allen as Di	rector	Mgmt	For	For	
2.2	Elect Andrew Penn as	Director	Mgmt	For	For	
2.3	Elect Abi Cleland as Di	rector	Mgmt	For	For	
2.4	Elect Richard Freudens Director	stein as	Mgmt	For	Against	
		ing concerns regarding		ve have been unable to support a pa by the remuneration committee chair		
3	Approve Remuneration	n Report	Mgmt	For	Against	
	addition to and above disclosed and include r be linked to material co not articulate how exec	that expected of direct obust and stretching p hanges in the business cutives performed agai	ors as a normal p erformance targe or in the role and nst historic perfol	I to performance and demonstrate sh art of their jobs. Incentive awards to ts to reward strong performance. Sig I responsibilities of executive director mance targets. The board should art king targets that underpin long-term	n executives should be clearly anificant salary increases should s. The remuneration report does iculate how bonus payments	
4	Approve Short-term Ir Grant of STI Shares to Weckert		Mgmt	For	For	
5	Approve Long-term In Grant of Performance Leah Weckert		Mgmt	For	Against	
	Voter Rationale: Incentre reward strong perform		res should be clea	rly disclosed and include robust and	stretching performance targets to	
6	Approve Renewal of P Takeover Provisions in Constitution		Mgmt	For	For	
7.1	Approve the Amendme Company's Constitutio		SH	Against	Against	

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

# **Coles Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7.2	Approve Contingent Resolution - Nature-Related Disclosure	SH	Against	For
	Voter Rationale: We are supportive of re the resolution does not directly circumve strategy. Externalities from company op provide shareholders the requisite inform	ent management discre erations may be mater	tion or seek to entirely redefine al to the company's overall risk	e the company's existing business k profile. Current disclosure does not
7.3	Approve Contingent Resolution - Farmed Salmon Sourcing	SH	Against	Against
	Voter Rationale: At this time, we believe	management and the	board are adequately consider	ing attendant material risks.

Commonwealth Bank of Australia

Meeting Date: 10/16/2024	Country: Australia	Ticker: CBA	
	Meeting Type: Annual		
		Primary ISIN: AU000000CBA7	Primary SEDOL: 6215035

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Julie Galbo as Director	Mgmt	For	For
2b	Elect Peter Harmer as Director	Mgmt	For	For
2c	Elect Kate Howitt as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus paymen	nts reflect prior year p ng-term incentive pla reria that reflect both	performance, as well an is linked to a singl absolute and relative	le performance target. Companies should base e financial metrics rather than a single
4	Approve Grant of Restricted Share Units and Performance Rights to Matt Comyn	Mgmt	For	For

# **Computershare Limited**

Meeting Date: 11/14/2024	Country: Australia Meeting Type: Annual	Ticker: CPU	
		Primary ISIN: AU000000CPU5	Primary SEDOL: 6180412

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Paul Reynolds as Director	Mgmt	For	For
3	Elect Lisa Gay as Director	Mgmt	For	For
4	Elect John Nendick as Director	Mgmt	For	For

# **Computershare Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Elect Gerrard Schmid as Director	Mgmt	For	For
6	Approve Remuneration Report	Mgmt	For	Abstain
	executive directors. The remuneration re board should articulate how bonus paym underpin long-term incentive plans. The of manipulation of reported indicators or	port does not articula ents reflect prior year company should put i other bad faith actior	o material changes in the business or in the te how executives performed against histor performance, as well as outlining forward- n place a procedure which would enable it, so on the part of any of its executive directo holders, to ensure that any funds wrongfully	ic performance targets. The looking targets that should it identify any facts ors and other key managers
7	Approve Grant of Performance Rights to Stuart Irving	Mgmt	For	For
Concent	trix Corporation			
Meeting Date:	: 10/28/2024 Country: USA Meeting Type: Spe	cial	Ticker: CNXC	
			Primary ISIN: US20602D1019	Primary SEDOL: BNKVVY4
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Eliminate Supermajority Vote Requirement	Mgmt	For	For
	Voter Rationale: Board efforts to reduce Majority voting should be sufficient to cha		ns are appreciated, as they create artificial	barriers for shareholders.
2	Amend Omnibus Stock Plan	Mgmt	For	For
			should be time pro-rated and tested for per for loans to exercise options are inconsiste	
3	Adjourn Meeting	Mgmt	For	For
Contact	Energy Ltd			
Meeting Date:	: 11/13/2024 Country: New Zeala Meeting Type: Ann		Ticker: CEN	
			Primary ISIN: NZCENE0001S6	Primary SEDOL: 6152529
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction

# **Contact Energy Ltd**

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

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

Meeting Date: 12/26/2024	Country: China Meeting Type: Special	Ticker: 300750	
		Primary ISIN: CNE100003662	Primary SEDOL: BF7L9J2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
1.1	Elect Zeng Yuqun as Director	Mgmt	For	For
	support the Chairman, ensure orderly	succession process for t	he Chairman, and act as a po	riate checks and balances on the Board, pint of contact for shareholders, rough the board Chairman are considered
1.2	Elect Li Ping as Director	Mgmt	For	For
1.3	Elect Zhou Jia as Director	Mgmt	For	For
1.4	Elect Pan Jian as Director	Mgmt	For	Against
	Voter Rationale: The audit committee s impartiality and effectiveness.	hould be fully independe	ent and this director's memb	ership could hamper the committee's
1.5	Elect Ouyang Chuying as Director	Mgmt	For	For
1.6	Elect Zhao Fenggang as Director	Mgmt	For	For
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt		
2.1	Elect Wu Yuhui as Director	Mgmt	For	For
2.2	Elect Lin Xiaoxiong as Director	Mgmt	For	For
2.3	Elect Zhao Bei as Director	Mgmt	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt		
3.1	Elect Wu Yingming as Supervisor	Mgmt	For	For
3.2	Elect Feng Chunyan as Supervisor	Mgmt	For	For
4	Approve Special Dividends Plan	Mgmt	For	For

# Contemporary Amperex Technology Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Repurchase and Cancellation of Performance Shares as well as Adjustment of Repurchase Price and Repurchase Quantity	Mgmt	For	For
6	Amend Articles of Association	Mgmt	For	For
Copart,	Inc.			
Monting Date			Ticken CPPT	

Meeting Date: 12/06/2024	Country: USA Meeting Type: Annual	Ticker: CPRT	
		Primary ISIN: US2172041061	Primary SEDOL: 2208073

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Willis J. Johnson	Mgmt	For	Against
	Voter Rationale: The average board ten board refreshment and succession plan			ket 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	For
1.5	Elect Director Daniel J. Englander	Mgmt	For	For
1.6	Elect Director James E. Meeks	Mgmt	For	Against
	Voter Rationale: The average board ten board refreshment and succession plan	, , , ,	,	ket average, raising concerns regarding
1.7	Elect Director Thomas N. Tryforos	Mgmt	For	For
1.8	Elect Director Diane M. Morefield	Mgmt	For	Against
		ning. We are holding th	is director responsible. The	ket average, raising concerns regarding e Company should put in place a policy to is that women should comprise at least 27%
1.9	Elect Director Stephen Fisher	Mgmt	For	For
1.10	Elect Director Cherylyn Harley LeBon	Mgmt	For	For
1.11	Elect Director Carl D. Sparks	Mgmt	For	For
1.12	Elect Director Jeffrey Liaw	Mgmt	For	For

# Copart, Inc.

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
event of a change of control. The con manipulation of reported indicators or	npany should put in plac other bad faith actions	e a procedure which would en on the part of any of its execut	able it, should it identify any facts of ive directors and other key managers
Ratify Ernst & Young LLP as	Mgmt	For	For
	Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: On early termination, event of a change of control. The com manipulation of reported indicators or which were detrimental to the long-ten repaid to it.	Advisory Vote to Ratify Named Mgmt Executive Officers' Compensation Voter Rationale: On early termination, all share-based awards event of a change of control. The company should put in plac manipulation of reported indicators or other bad faith actions of which were detrimental to the long-term interests of its shareh repaid to it.	Proposal Text       Proponent       Rec         Advisory Vote to Ratify Named       Mgmt       For         Executive Officers'       Compensation       For         Voter Rationale: On early termination, all share-based awards should be time pro-rated and event of a change of control. The company should put in place a procedure which would en manipulation of reported indicators or other bad faith actions on the part of any of its execut which were detrimental to the long-term interests of its shareholders, to ensure that any function repaid to it.

# Coty Inc.

Meeting Date: 11/07/2024	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 Huth	Mgmt	For	For
1f	Elect Director Maria Asuncion Aramburuzabala Larregui	Mgmt	For	For
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
11	Elect Director Gordon von Bretten	Mgmt	For	For

# Coty Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For			
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance.						
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For			
	Voter Rationale: Companies that have h bringing in a new auditing firm, ideally e		r a long period of time should	d consider a plan or tender process for			

# **Credit Corp. Group Limited**

Meeting Date: 10/29/2024	Country: Australia	Ticker: CCP	
	Meeting Type: Annual		
		Primary ISIN: AU000000CCP3	Primary SEDOL: 6287658

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2a	Elect Eric Dodd as Director	Mgmt	For	Against	
	impartiality and effectiveness. The boar on the Board, support the Chairman, en	d should appoint a Le sure orderly successi	ad Independent Director to ion process for the Chairmai	nbership could hamper the committee's establish appropriate checks and balances n, and act as a point of contact for ommunication through the board Chairman	
2b	Elect Phil Aris as Director	Mgmt	For	For	
2c	Elect Sarah Brennan 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 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.				

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.

#### **Credo Technology Group Holding Ltd**

Meeting Date: 10/21/2024		4 Country: Cayman Islands Meeting Type: Annual		Ticker: CRDO		
				Primary ISIN: KYG254571055	Primary SEDOL: BLD13F2	
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director	Clyde Hosein	Mgmt	For	For	
1.2	Elect Director	Manpreet Khaira	Mgmt	For	For	
1.3	Elect Director	Lip-Bu Tan	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 Executive Off Compensatior		Mgmt	For	For	
	reward strong manipulation o which were de	performance. The compa of reported indicators or o etrimental to the long-term	ny should put in place ther bad faith actions n interests of its share	arly disclosed and include robust and strea a procedure which would enable it, shou on the part of any of its executive directo holders, to ensure that any funds wrongfu Id be tied to performance conditions. At le	ld it identify any facts of rs and other key managers ılly obtained in such manner	
3	Amend Qualif Purchase Plar	ied Employee Stock	Mgmt	For	For	
4	Ratify Ernst & Auditors	Young LLP as	Mgmt	For	For	

#### **Cromwell Property Group**

Meeting Date: 11/29/2024	Country: Australia	Ticker: CMW	
	Meeting Type: Annual		
		Primary ISIN: AU000000CMW8	Primary SEDOL: 6225476

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for Cromwell Corporation Limited (the Company)	Mgmt		
2	Elect Robert Blain as Director	Mgmt	For	For
3	Elect Jialei Tang as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	Against

Voter Rationale: Companies should not extend vesting periods or allow re-testing of performance targets because this weakens the effectiveness of incentive schemes. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. 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.

# **Cromwell Property Group**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	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**

Martha Bala 10/20/2024		<b>-</b>	
Meeting Date: 10/29/2024	Country: Australia Meeting Type: Annual	Ticker: CSL	
	2 //	Primary ISIN: AU000000CSL8	Primary SEDOL: 6185495

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Brian McNamee as Director	Mgmt	For	For
2b	Elect Andrew Cuthbertson as Director	Mgmt	For	For
2c	Elect Alison Watkins as Director	Mgmt	For	For
2d	Elect Samantha Lewis as Director	Mgmt	For	For
2e	Elect Elaine Sorg 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.

4	Approve Grant of Performance Share Units to Paul McKenzie	Mgmt	For	For
5	Approve Re-insertion of Proportional Takeover Approval Provisions in Constitution	Mgmt	For	For
6	Approve Potential Leaving Entitlements for Directors of CSL Subsidiary Entities, Excluding KMP and GLG Members	Mgmt	For	For
7	Approve Increase to Non-Executive Director Fee Cap	Mgmt	None	For

### **CTBC Financial Holding Co., Ltd.**

Meeting Date	Meeting Date: 10/11/2024 Countr Meetin		<b>Ticker:</b> 2891			
				Primary ISIN: TW0002891009	Primary SEDOL: 6527666	
roposal umber	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
1	1 Approve Amendments to Articles of Association		Mgmt	For	For	
CyberAg	gent, Inc. : 12/13/2024	Country: Japan Meeting Type: Annual		<b>Ticker:</b> 4751		
				Primary ISIN: JP3311400000	<b>Primary SEDOL:</b> 6220501	
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
	Proposal Text Approve Allocation with a Final Divide		<b>Proponent</b> Mgmt	Mgmt	Vote	
Number	Approve Allocation	nd of JPY 16	-	Mgmt Rec	Vote Instruction	
Number 1	Approve Allocation with a Final Divide Elect Director Fujit Voter Rationale: Th	nd of JPY 16 a, Susumu	Mgmt Mgmt <i>n place a policy to</i>	Mgmt Rec For For For	Vote Instruction For Against	
Number 1	Approve Allocation with a Final Divide Elect Director Fujit Voter Rationale: Th	nd of JPY 16 a, Susumu <i>ne Company should put ir</i> ion is that women should	Mgmt Mgmt <i>n place a policy to</i>	Mgmt Rec For For For	Vote Instruction For Against	
1 2.1	Approve Allocation with a Final Divide Elect Director Fujit Voter Rationale: The minimum expectation	nd of JPY 16 a, Susumu <i>ne Company should put ir</i> <i>ion is that women should</i> ka, Yusuke	Mgmt Mgmt <i>place a policy to comprise at least</i>	Mgmt Rec For For For <i>increase gender diversity on the board. In</i> 13.5% of the board.	Vote Instruction For Against developing markets, our	
1 2.1 2.2	Approve Allocation with a Final Divide Elect Director Fujit <i>Voter Rationale: Th</i> <i>minimum expectati</i> Elect Director Hida	nd of JPY 16 a, Susumu <i>ne Company should put ir</i> <i>ion is that women should</i> ka, Yusuke ayama, Go	Mgmt Mgmt <i>p place a policy to f</i> <i>comprise at least</i> Mgmt	Mgmt Rec For For increase gender diversity on the board. In 13.5% of the board. For	Vote Instruction For Against developing markets, our For	
1 2.1 2.2 2.3	Approve Allocation with a Final Divide Elect Director Fujit <i>Voter Rationale: Tr</i> <i>minimum expectati</i> Elect Director Hida Elect Director Naka	nd of JPY 16 a, Susumu <i>ne Company should put ir</i> <i>ion is that women should</i> ka, Yusuke ayama, Go amura, Koichi	Mgmt Mgmt <i>p place a policy to f</i> <i>comprise at least</i> Mgmt Mgmt	Mgmt Rec For For increase gender diversity on the board. In 13.5% of the board. For For	Vote Instruction For Against developing markets, our For For	

# **De Grey Mining Ltd**

Elect Alternate Director and

Audit Committee Member Kanzaki, Takahiro

3

Meeting Date: 11/19/2024	Country: Australia Meeting Type: Annual	Ticker: DEG	
		Primary ISIN: AU000000DEG6	Primary SEDOL: 6534837

For

For

Mgmt

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

# **De Grey Mining Ltd**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	indicators or other bad faith actions on the long-term interests of its sharehold remuneration report does not articulate	ould be time pro-rated a face a procedure which we the part of any of its ex ders, to ensure that any f e how executives perform performance, as well as ould consider deferring a	nd tested for performance, in ould enable it, should it ident ecutive directors and other ke funds wrongfully obtained in s ned against historic performa outlining forward-looking tar proportion of the annual cas	ncluding in the event of a change of ify any facts of manipulation of reported ey managers which were detrimental to such manner are repaid to it. The nce targets. The board should articulate gets that underpin long-term incentive sh bonus into shares which would be	
2	Elect Paul Harvey as Director	Mgmt	For	Against	
	Voter Rationale: The Company should, minimum expectation is that women sl have been unable to support a pay rela remuneration committee chair, we are international accounting standards, the accounting rules and of the audit proce	hould comprise at least 2 ated proposal at the com not inclined to support t audit committee benefit	7% of the board. In recent ye pany. Due to ongoing concer heir re-election to the board.	ears, this is not the first time that we ns regarding decisions taken by the In the context of increasingly complex	
3	Elect Andrew Beckwith as Director	Mgmt	For	For	
4	Ratify Past Issuance of Placement Shares to Institutional, Professional and Sophisticated Investors	Mgmt	For	For	
5	Approve Grant of FY25 Incentive Performance Rights to Glenn Jardine	Mgmt	For	Against	
	Voter Rationale: On early termination, event of a change of control.	all share-based awards s	hould be time pro-rated and	tested for performance, including in the	
6	Approve Potential Termination Benefits to Glenn Jardine	Mgmt	For	For	
7	Approve Non-Executive Director Share 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.				
8	Approve Grant of Share Rights to Emma Scotney	Mgmt	For	For	
9	Approve Grant of Share Rights	Mgmt	For	For	

# **Deep Yellow Limited**

Meeting Date: 11/15/2024	Country: Australia	Ticker: DYL	
	Meeting Type: Annual		
		Primary ISIN: AU000000DYL4	Primary SEDOL: 6480275

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

### **Deep Yellow Limited**

3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	event of a change of control. The remu targets. The board should articulate ho that underpin long-term incentive plans	ineration report does no w bonus payments refle s. The long-term incenti nance criteria that reflect	should be time pro-rated and tested for pe t articulate how executives performed aga ect prior year performance, as well as outh ve plan is linked to a single performance t t both absolute and relative financial metri rogressively better performance.	inst historic performance ning forward-looking targets arget. Companies should
2	Elect Gillian Swaby as Director	Mgmt	For	For
3	Approve Issuance of 2024 Loan Shares and Provision of Loan to John Borshoff	Mgmt	None	Against
	event of a change of control. The long-	term incentive plan is li that reflect both absolut	should be time pro-rated and tested for pe nked to a single performance target. Comp te and relative financial metrics rather than etter performance.	panies should base vesting
4	Approve Issuance of 2024 Loan Shares and Provision of Loan to Gillian Swaby	Mgmt	None	Against
	criterion, and should stagger vesting to	reward progressively b	etter performance.	
	<b>Royalties Ltd.</b> 10/24/2024 <b>Country:</b> Australia		etter performance. Ticker: DRR	
	Royalties Ltd.			Primary SEDOL: BJP5T05
Meeting Date: Proposal	<b>Royalties Ltd.</b> 10/24/2024 <b>Country:</b> Australia		Ticker: DRR	Primary SEDOL: BJP5T05 Vote Instruction
Meeting Date: Proposal	Royalties Ltd. 10/24/2024 Country: Australia Meeting Type: Ar	nual	Ticker: DRR Primary ISIN: AU0000107484 Mgmt	Vote
Meeting Date: Proposal Number	Royalties Ltd.         10/24/2024       Country: Australia Meeting Type: Ar         Proposal Text         Approve Remuneration Report         Voter Rationale: The remuneration report	Proponent Mgmt ort does not articulate h	Ticker: DRR Primary ISIN: AU0000107484 Mgmt Rec	Vote Instruction For performance targets. The
Meeting Date: Proposal Number	Royalties Ltd.         10/24/2024       Country: Australia Meeting Type: Ar         Proposal Text         Approve Remuneration Report         Voter Rationale: The remuneration repuboard should articulate how bonus paye	Proponent Mgmt ort does not articulate h	Ticker: DRR Primary ISIN: AU0000107484  Mgmt Rec For ow executives performed against historic	Vote Instruction For performance targets. The

Elect Adele Stratton as Director Mgmt For

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.

Against

### Deterra Royalties Ltd.

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

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.

#### **Dexus**

Meeting Date: 10/30/2024	Country: Australia	Ticker: DXS	
	Meeting Type: Annual		
		Primary ISIN: AU00000DXS1	Primary SEDOL: B033YN6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
2	***Withdrawn Resolution*** Approve Grant of Long-Term Incentive Options to Ross Du Vernet	Mgmt		
	Voter Rationale: Incentive awards to experience award strong performance.	ecutives should be cle	early disclosed and include re	obust and stretching performance targets to
3	Appoint KPMG as Auditor of the Company	Mgmt	For	For
	Voter Rationale: Companies that have h bringing in a new auditing firm.	ad the same auditor f	for a period of over 10 years	s should consider a plan or tender process for
4.1	Elect Peeyush Gupta as Director	Mgmt	For	For
4.2	Elect Warwick Negus as Director	Mgmt	For	Against
4.3	Elect Mark Ford as Director	Mgmt	For	For
5	Approve Conditional Spill Resolution	Mgmt	Against	Against

#### **Dexus Industria REIT**

Meeting Date: 11/21/2024	Country: Australia	Ticker: DXI	
	Meeting Type: Annual		
		Primary ISIN: AU0000192833	Primary SEDOL: BP2RQ94

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

### **Dexus Industria REIT**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Jonathan Sweeney as Director	Mgmt	For	For
3	Elect Melanie Bourke as Director	Mgmt	For	For
4	Appoint KPMG as Auditor of the Company	Mgmt	For	For

# **Digital Core REIT**

Meeting Date:		y: Singapore g Type: Extraordinary Shareholders	Ticker: DCRU	
			Primary ISIN: SGXC50067435	Primary SEDOL: BNYGMH5
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Acquisition as an Interested Person Transacti	Mgmt	For	For

# **Domino's Pizza Enterprises Limited**

Meeting Date: 11/06/2024	Country: Australia	Ticker: DMP	
	Meeting Type: Annual		
		Primary ISIN: AU000000DMP0	Primary SEDOL: B07SFG7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	reward strong performance. All excepti creation in addition to and above that e allowed to vest within 3 years since the business or in the role and responsibilit	onal awards should be expected of directors a e date of grant. Signific ies of executive directo e targets. The board sh	clearly linked to performance s a normal part of their jobs. L rant salary increases should be prs. The remuneration report of pould articulate how bonus pay	ong-term incentive awards should not be linked to material changes in the
	Elect Lynda O'Grady as Director	Mgmt	For	Against
	Voter Rationale: In recent years, this is company. Due to ongoing concerns reg their re-election to the board.			ort a pay related proposal at the ee chair, we are not inclined to support
3	company. Due to ongoing concerns reg			

### Domino's Pizza Enterprises Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Grant of LTI Performance Rights to Don Meij	Mgmt	For	For

Voter Rationale: A qualified vote FOR the grant of the FY25 STI right to CEO Don Meij (Item 4) is warranted. Deferral of 50 percent of the FY25 STI award into equity is aligned with better market practice. Concerns are raised for: \* quantum of award remains well above peers, \* absent disclosure of target measures to allow shareholders to assess rigor, and \* advance approval of the FY25 STI when FY25 has not been completed or reported on is not in line with better market practice. A qualified vote FOR the grant of FY25 LTI performance rights to the CEO is warranted. There is an EPS growth target in the range of 8-15 percent which represent 80 percent of the LTI and appears sufficiently aligned with improved shareholder interests. Concerns are noted for the significant quantum of the proposed grant compared to peers and the removal of the absolute positive TSR gateway and non-disclosure of new store openings targets, which had previous been disclosed.

#### **EBOS Group Limited**

Meeting Date: 10/23/2024	Country: New Zealand	Ticker: EBO		
	Meeting Type: Annual	Primary ISIN: NZEBOE0001S6	<b>Primary SEDOL:</b> 6160038	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Matthew Muscio as Director	Mgmt	For	For
2	Elect Tracey Batten as Director	Mgmt	For	For
3	Elect Elizabeth Coutts as Director	Mgmt	For	Against
	impartiality and effectiveness. The com in line with regional best practice, with responsible for the lack of key committ and balances on the Board, support the	pany should move tow independent board cor ee(s). The board should Chairman, ensure ord	lent and this director's membership could ards a three-committee structure (audit, no nmittees that report annually on their active d appoint a Lead Independent Director to ferly succession process for the Chairman, s where normal channels of communication	emuneration and nomination) vities. We hold this nominee establish appropriate checks and act as a point of contact
4	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	Against
	level of chair and NED fees are well abo	ove than New Zealand	are highlighted for successive fee pool ind market capitalisation peers. The proposed uld further contribute to put NED fees at t	increase in NED fee cap
5	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
Elastic I	N.V.			
Elastic   Meeting Date			Ticker: ESTC	

# Elastic N.V.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Shay Banon	Mgmt	For	For
1b	Elect Director Chetan Puttagunta	Mgmt	For	For
1c	Elect Director Shelley Leibowitz	Mgmt	For	For
2	Adopt Financial Statements and Statutory Reports	Mgmt	For	For
3	Appoint PricewaterhouseCoopers Accountants N.V. as External Auditor	Mgmt	For	For
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
5	Approve Discharge of Executive Directors	Mgmt	For	For
6	Approve Discharge of Non-Executive Directors	Mgmt	For	For
7	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

# **Embraer SA**

Meeting Date: 11/14/2024	Country: Brazil	Ticker: EMBR3	
	Meeting Type: Extraordinary Shareholders		
		Primary ISIN: BREMBRACNOR4	Primary SEDOL: B16FPG6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Ratify Forvis Mazars Auditores Independentes - Sociedade Simples as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For
2	Approve Independent Firm's Appraisal	Mgmt	For	For

# **Embraer SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Agreement to Absorb ELEB Equipamentos Ltda.	Mgmt	For	For
4	Approve Absorption of ELEB Equipamentos Ltda.	Mgmt	For	For
5	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For
6	Elect Alternate Fiscal Council Members	Mgmt	For	For

### **Emerald Resources NL**

Meeting Date: 11/29/2024	Country: Australia Meeting Type: Annual	Ticker: EMR	
		Primary ISIN: AU000000EMR4	Primary SEDOL: 6107381

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 payu underpin long-term incentive plans. Th vesting levels on multiple performance	report does not articu nents reflect prior yea e long-term incentive criteria that reflect bo ner vesting to reward nnual cash bonus intc	late how executives performe or performance, as well as ou plan is linked to a single perf th absolute and relative finan progressively better performa o shares which would be more	formance target. Companies should base icial metrics rather than a single ance. The remuneration committee should
2	Elect Michael Evans as Director	Mgmt	For	For
3	Elect Jay Hughes as Director	Mgmt	For	Against
		ould comprise at least	27% of the board. In the co	the board. In developed markets, our ntext of increasingly complex international recent understanding of the accounting
4	Approve Issuance of Incentive Options to Michael Evans	Mgmt	For	For
	Voter Rationale: The long-term incentiv multiple performance criteria that reflect should stagger vesting to reward progra	t both absolute and re	elative financial metrics rathe	mpanies should base vesting levels on r than a single performance criterion, and
5	Approve Issuance of Incentive Options to Mark Clements	Mgmt	For	Against
				ny compromise their independence and
	Voter Rationale: Share options should r ability to hold management accountable		executive directors as this ma	ay compromise their independence and

# Endeavour Group Ltd. (Australia)

Country: Australia Meeting Type: Annual Ticker: EDV

Primary ISIN: AU0000154833

Primary SEDOL: BNVS144

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Ari Mervis as Director	Mgmt	For	For
2b	Elect Peter Margin as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Grant of Performance Share Rights to Steve Donohue	Mgmt	For	For

# **Enstar Group Limited**

Meeting Date: 11/06/2024	Country: Bermuda Meeting Type: Special	Ticker: ESGR	
		Primary ISIN: BMG3075P1014	Primary SEDOL: B1Q76J2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Majority Vote Requirement to Approve the Merger or Amalgamation of the Company	Mgmt	For	For
2	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	Mgmt	For	Against
	Voter Rationale: This proposal cannot to for US-based shareholders.	be supported as restric	ting certain types of litigation	to an overseas forum may be inconvenient
3	Approve Merger Agreement	Mgmt	For	For
	Advisory Vote on Golden Parachutes	Mgmt	For	Against
				basis is reasonable and no excise tax gross er severance. Additionally, equity awards
5	Adjourn Meeting	Mgmt	For	For

Meeting Date: 10/25/2024	Country: Brazil	Ticker: EQTL3	
	Meeting Type: Extraordinary Shareholders		
		Primary ISIN: BREQTLACNOR0	Primary SEDOL: B128R96

# **Equatorial Energia SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Fix Number of Directors at Eight	Mgmt	For	For
2	Elect Tinn Freire Amado and Dennis Herszkowicz as Directors	Mgmt	For	For
3	Approve Classification of Dennis Herszkowicz as Independent Director	Mgmt	For	For

# **Equatorial SA**

Meeting Date: 12/20/2024	Country: Brazil Meeting Type: Extraordinary Shareholders	Ticker: EQTL3	
		Primary ISIN: BREQTLACNOR0	Primary SEDOL: B128R96

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Agreement to Absorb Equatorial Participacoes e Investimentos IV S.A.	Mgmt	For	For
2	Ratify Berkan Auditores Independentes S.S. LTDA. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For
3	Approve Independent Firm's Appraisal	Mgmt	For	For
4	Approve Absorption of Equatorial Participacoes e Investimentos IV S.A.	Mgmt	For	For
5	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

# **Equity Commonwealth**

Meeting Date: 11/12/2024	Country: USA	Ticker: EQC	
	Meeting Type: Special		
		Primary ISIN: US2946281027	Primary SEDOL: BPH3N63

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Sale of Company Assets	Mgmt	For	For

### **Equity Commonwealth**

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

#### **ESR-LOGOS Real Estate Investment Trust**

Meeting Date: 10/09/2024	Country: Singapore	Ticker: J91U
	Meeting Type: Extraordinary Shareholders	

Primary ISIN: SG1T70931228

Primary SEDOL: B18TLR9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Acquisition of Trust Beneficiary Interest in the New Japan Property	Mgmt	For	For
2	Approve Acquisition of Interest in the New Singapore Property and Issuance of the Logos Consideration Units	Mgmt	For	For
3	Approve Issuance of New Units Under the Preferential Offering	Mgmt	For	For

#### **Evolution Mining Limited**

Meeting Date: 11/21/2024	Country: Australia	Ticker: EVN	
	Meeting Type: Annual		
		Primary ISIN: AU000000EVN4	Primary SEDOL: B3X0F91

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	None	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. 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 Fiona Hick as Director	Mgmt	For	For
3	Elect Jason Attew 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.

# **Evolution Mining Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Issuance of Performance Rights to Jacob (Jake) Klein	Mgmt	For	Against
	Voter Rationale: The remuneration comu performance. The company should put i reported indicators or other bad faith ac detrimental to the long-term interests ou it.	n place a procedure wh tions on the part of any	ich would enable it, should it of its executive directors an	t identify any facts of manipulation of
5	Approve Issuance of Performance Rights to Lawrence (Lawrie) Conway	Mgmt	For	Against
	Voter Rationale: The remuneration comp performance. The company should put is reported indicators or other bad faith ac detrimental to the long-term interests of it.	n place a procedure wh tions on the part of any	ich would enable it, should it of its executive directors an	t identify any facts of manipulation of
6	Approve Renewal of the Proportional Takeover Provisions	Mgmt	For	For
7	Approve Financial Assistance in Relation to the Acquisition of Evolution Mining (Northparkes) Pty Ltd	Mgmt	For	For
8	Approve Financial Assistance in Relation to the Acquisition of Northparkes Mining Services Pty Ltd	Mgmt	For	For

# **Extreme Networks, Inc.**

Meeting Date: 11/14/2024	Country: USA	Ticker: EXTR	
	Meeting Type: Annual		
		Primary ISIN: US30226D1063	Primary SEDOL: 2407052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ingrid J. Burton	Mgmt	For	For
1.2	Elect Director Charles P. Carinalli	Mgmt	For	Withhold
	Voter Rationale: The average board ter board refreshment and succession plan			arket average, raising concerns regarding
1.3	Elect Director Kathleen M. Holmgren	Mgmt	For	For
1.4	Elect Director Edward H. Kennedy	Mgmt	For	Withhold
	Voter Rationale: The average board ter board refreshment and succession plan			arket average, raising concerns regarding
1.5	Elect Director Rajendra ("Raj") Khanna	Mgmt	For	For

# **Extreme Networks, Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.6	Elect Director Edward B. Meyercord	Mgmt	For	For
1.7	Elect Director John C. Shoemaker	Mgmt	For	Withhold
	Voter Rationale: The average board te board refreshment and succession pla			t average, raising concerns regarding
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	reported indicators or other bad faith a	actions on the part of an	y of its executive directors an	ld it identify any facts of manipulation of ad other key managers which were Illy obtained in such manner are repaid to
3	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For
	event of a change of control. The com manipulation of reported indicators or	pany should put in place other bad faith actions c	a procedure which would en on the part of any of its execu	l tested for performance, including in the able it, should it identify any facts of itive directors and other key managers nds wrongfully obtained in such manner

#### Fabrinet

Meeting Date: 12/12/2024	Country: Cayman Islands Meeting Type: Annual	Ticker: FN	
		Primary ISIN: KYG3323L1005	Primary SEDOL: B4JSZL8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Forbes I.J. Alexander	Mgmt	For	For
1.2	Elect Director Frank H. Levinson	Mgmt	For	For
	Voter Rationale: The average board ten board refreshment and succession plan		ignificantly exceeds the mark	et average, raising concerns regarding
1.3	Elect Director David T. (Tom) Mitchell	Mgmt	For	Withhold
	Voter Rationale: The Company should p minimum expectation is that women sh significantly exceeds the market averag	ould comprise at leas	t 27% of the board. The aver	rage board tenure at the company
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.

# Fabrinet

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Long-term incentive awards executives should be clearly disclosed and inc company should put in place a procedure wh other bad faith actions on the part of any of interests of its shareholders, to ensure that a	clude robust and stretc ich would enable it, sho its executive directors a	hing performance targets to reward strong puld it identify any facts of manipulation of and other key managers which were detrin	performance. The freported indicators or

### FactSet Research Systems Inc.

	· · ·		
Meeting Date: 12/19/2024	Country: USA	Ticker: FDS	
	Meeting Type: Annual		
		Primary ISIN: US3030751057	Primary SEDOL: 2329770

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Siew Kai Choy	Mgmt	For	For
1b	Elect Director Laurie G. Hylton	Mgmt	For	For
1c	Elect Director Lee Shavel	Mgmt	For	For
1d	Elect Director Elisha Wiesel	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have h for bringing in a new auditing firm.	ad the same auditor f	for a period of over 10 years s	should consider a plan or tender process
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to exa reward strong performance.	ecutives should be cle	arly disclosed and include rob	oust and stretching performance targets to
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
	Voter Rationale: Holders of significant si a suitable threshold to prevent abuse.	hare capital should be	entitled to call a special mee	ting. A total holding requirement of 10% is

#### FAST RETAILING CO., LTD.

Meeting Date: 11/28/2024

Country: Japan Meeting Type: Annual Ticker: 9983

Primary ISIN: JP3802300008

Primary SEDOL: 6332439

# FAST RETAILING CO., LTD.

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Amend Articles to Amend Business Lines	Mgmt	For	For		
2.1	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.					
2.2	Elect Director Hattori, Nobumichi	Mgmt	For	For		
2.3	Elect Director Shintaku, Masaaki	Mgmt	For	For		
2.4	Elect Director Ono, Naotake	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.5	Elect Director Kathy Mitsuko Koll	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.6	Elect Director Kurumado, Joji	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 Kyoya, Yutaka	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.8	Elect Director Okazaki, Takeshi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.9	Elect Director Yanai, Kazumi	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
2.10	Elect Director Yanai, Koji	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity.					
3.1	Appoint Statutory Auditor Kaneko, Keiko	Mgmt	For	For		
3.2	Appoint Statutory Auditor Mori, Masakatsu	Mgmt	For	For		

# **Ferguson Enterprises Inc.**

Meeting Date: 12/05/2024       Country: USA         Meeting Type: Annual		Ticker: FERG		
		Primary ISIN: US31488V1070	Primary SEDOL: BS6VHW3	

# Ferguson Enterprises Inc.

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Rekha Agrawal	Mgmt	For	For
1b	Elect Director Kelly Baker	Mgmt	For	For
1c	Elect Director Rick Beckwitt	Mgmt	For	For
1d	Elect Director Bill Brundage	Mgmt	For	For
1e	Elect Director Geoff Drabble	Mgmt	For	For
1f	Elect Director Catherine Halligan	Mgmt	For	For
1g	Elect Director Brian May	Mgmt	For	For
1h	Elect Director James S. Metcalf	Mgmt	For	For
1i	Elect Director Kevin Murphy	Mgmt	For	For
1j	Elect Director Alan Murray	Mgmt	For	For
1k	Elect Director Suzanne Wood	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to expression of the expression	ecutives should be clea	rly disclosed and include robust	t and stretching performance targets to
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

# Financial Partners Group Co., Ltd.

Meeting Date: 12/20/2024	Country: Japan	<b>Ticker:</b> 7148	
	Meeting Type: Annual		
		Primary ISIN: JP3166990006	Primary SEDOL: B54LCZ2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 81.55	Mgmt	For	For
2	Amend Articles to Amend Business Lines	Mgmt	For	For
3	Appoint Statutory Auditor Sasamori, Ryoko	Mgmt	For	For

### Financial Partners Group Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Compensation Ceiling for Directors	Mgmt	For	For

#### **First Busey Corporation**

Meeting Date: 12/20/2024	Country: USA Meeting Type: Special	Ticker: BUSE	
		Primary ISIN: US3193832041	Primary SEDOL: BZ1LBM5

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

#### FirstRand Ltd.

Meeting Date: 11/29/2024	Country: South Africa	Ticker: FSR	
	Meeting Type: Annual		
		Primary ISIN: ZAE000066304	Primary SEDOL: 6606996

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Ordinary Resolutions	Mgmt			
1.1	Re-elect Louis von Zeuner as Director	Mgmt	For	For	
1.2	Re-elect Sibusiso Sibisi 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.				
1.3	Elect Paballo Makosholo as Director	Mgmt	For	For	
2.1	Appoint KPMG 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 tender process for bringing in a new auditing firm.

# FirstRand Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.3	Reappoint Ernst & Young Inc as Auditors	Mgmt	For	For
3.1	Elect Zelda Roscherr as Member of the Audit Committee	Mgmt	For	For
3.2	Elect Tamara Isaacs as Member of the Audit Committee	Mgmt	For	For
3.3	Elect Louis von Zeuner as Member of the Audit Committee	Mgmt	For	For
3.4	Elect Tom Winterboer as Member of the Audit Committee	Mgmt	For	For
4	Authorise Board to Issue Shares for Cash	Mgmt	For	For
5	Authorise Ratification of Approved Resolutions	Mgmt	For	For
	Advisory Endorsement	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	For
2	Approve Remuneration Implementation Report	Mgmt	For	For
	Special Resolutions	Mgmt		
1	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
2.1	Approve Financial Assistance to Directors and Prescribed Officers as Employee Share Scheme Beneficiaries	Mgmt	For	For
2.2	Approve Financial Assistance to Related and Inter-related Entities	Mgmt	For	For
3	Approve Remuneration of Non-executive Directors	Mgmt	For	For

#### FOOD & LIFE COMPANIES LTD.

Meeting Date: 12/26/2024	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 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 30	Mgmt	For	For
2.1	Elect Director Mizutome, Koichi	Mgmt	For	For

### FOOD & LIFE COMPANIES LTD.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.2	Elect Director Yamamoto, Masahiro	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
3.1	Elect Director and Audit Committee Member Takatsuki, Teiichi	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Taira, Mami	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Omura, Emi	Mgmt	For	For

# **Fox Corporation**

2

Meeting Date: 11/19/2024	Country: USA	Ticker: FOXA	
	Meeting Type: Annual		
		Primary ISIN: US35137L1052	Primary SEDOL: BJJMGL2

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

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

Ratify Ernst & Young LLP as Mgmt For For For Auditors

# **Fox Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to executiv reward strong performance. The company sh manipulation of reported indicators or other b which were detrimental to the long-term intere repaid to it.	ould put in place a proc ad faith actions on the	edure which would enable it, should it ider part of any of its executive directors and oth	ntify any facts of her key managers

### Freshpet, Inc.

Meeting Date: 10/01/2024	Country: USA Meeting Type: Annual	Ticker: FRPT	
	Heeting Type. Annual	Primary ISIN: US3580391056	Primary SEDOL: BS7K7M9
		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Director David B. Biegger	Mgmt	For	For
1B	Elect Director Daryl G. Brewster	Mgmt	For	For
1C	Elect Director Jacki S. Kelley	Mgmt	For	For
1D	Elect Director Timothy R. McLevish	Mgmt	For	For
2	Approve Omnibus Stock Plan	Mgmt	For	For
	Voter Rationale: On early termination, all sha event of a change of control.	are-based awards shoul	d be time pro-rated and tested for perforn	nance, including in the
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have had th for bringing in a new auditing firm.	he same auditor for a p	eriod of over 10 years should consider a pl	an or tender process
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

# Frontier Communications Parent, Inc.

Meeting Date: 11/13/2024	Country: USA Meeting Type: Special	Ticker: FYBR	
		Primary ISIN: US35909D1090	Primary SEDOL: BP0V999

#### **Frontier Communications Parent, Inc.**

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

#### **Genesis Minerals Limited**

Meeting Date: 11/14/2024	Country: Australia Meeting Type: Annual	Ticker: GMD	
		Primary ISIN: AU000000GMD9	Primary SEDOL: B23G0X1

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	event of a change of control. Incentive performance targets to reward strong or in the role and responsibilities of ex against historic performance targets. outlining forward-looking targets that proportion of the annual cash bonus in and long-term performance objectives	e awards to executives performance. Significan ecutive directors. The n The board should articu underpin long-term inco ato shares which would a are aligned. The comp aported indicators or oto nental to the long-term	should be clearly disclosed and nt salary increases should be lir remuneration report does not a late how bonus payments refle entive plans. The remuneration be more effective in retaining any should put in place a proce her bad faith actions on the par	nked to material changes in the business orticulate how executives performed ect prior year performance, as well as a committee should consider deferring a executives and ensuring that the annual edure which would enable it, should it rt of any of its executive directors and
2	Elect Anthony Kiernan as Director	Mgmt	For	For
3	Elect Gerard Kaczmarek as Director	Mgmt	For	For
	Elect Karen Lloyd as Director	Mgmt	For	For
1				

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.

#### German American Bancorp, Inc.

Meeting Date: 11/19/2024

Country: USA Meeting Type: Special Ticker: GABC

Primary ISIN: US3738651047

Primary SEDOL: 2502151

# German American Bancorp, Inc.

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

# GMO Payment Gateway, Inc.

Meeting Date: 12/15/2024	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 3769	
		Primary ISIN: JP3385890003	Primary SEDOL: B06CMQ9

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 124	Mgmt	For	For
2.1	Elect Director Ainoura, Issei	Mgmt	For	For
2.2	Elect Director Kumagai, Masatoshi	Mgmt	For	For
2.3	Elect Director Muramatsu, Ryu	Mgmt	For	For
2.4	Elect Director Isozaki, Satoru	Mgmt	For	For
2.5	Elect Director Yasuda, Masashi	Mgmt	For	For
2.6	Elect Director Yamashita, Hirofumi	Mgmt	For	For
2.7	Elect Director Arai, Teruhiro	Mgmt	For	For
2.8	Elect Director Inagaki, Noriko	Mgmt	For	For
2.9	Elect Director Kawasaki, Yuki	Mgmt	For	For
2.10	Elect Director Shimahara, Takashi	Mgmt	For	For
2.11	Elect Director Kai, Fumio	Mgmt	For	For
3	Elect Director and Audit Committee Member Hijikuro, Masayuki	Mgmt	For	For
4	Elect Alternate Director and Audit Committee Member Sato, Mizue	Mgmt	For	For
5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For
6	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	Mgmt	For	For

#### **Goodman Group**

Meeting Date: 11/14/2024

Country: Australia Meeting Type: Annual Ticker: GMG

Primary ISIN: AU000000GMG2

Primary SEDOL: B03FYZ4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Appoint KPMG as Auditor of Goodman Logistics (HK) Limited	Mgmt	For	Against
	Voter Rationale: Companies that have ha bringing in a new auditing firm, ideally e		a long period of time shou	Ild consider a plan or tender process for
2a	Elect Danny Peeters as Director of Goodman Limited	Mgmt	For	For
2b	Elect Danny Peeters as Director of Goodman Logistics (HK) Limited	Mgmt	For	For
3	Elect David Collins as Director of Goodman Logistics (HK) Limited	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	Against
-	with an overlay of board discretion for su quantum) for the CEO being excessive ra reduced from grants made in prior years excess of \$10 million) is remains signific In light of the significant quantum, conc levels which are well below reported act	est market practice for a erious safety events. Co elative to ASX 1-25 mar s. Nevertheless, an LTI antly above the median erns persist for rigor of hievements.	the portion of the ST score oncerns continue to be raise ket cap peers and ASX-liste grant to the CEO of \$20.5 I of the market capitalisatio the EPS growth targets, wi	ecard based of Safety to be reduced to zero ed for LTI quantum (and total remuneration ed industry peers. The excess has been million (and to other executive directors in n peer group, being 5.7 times the median. hich have been in recent history set at
5	Approve Issuance of Performance Rights to Gregory Goodman	Mgmt	For	Against
	concerns: * The quantum remains exces increased year-on-year for the CEO (by .	ssive relative to ASX 1-2 21.0 percent) and the o the dollar value of exec	25 market cap peers and th other executive directors wi utive directors' LTI opportu	is warranted on the basis of the following the ASX-listed industry peer group and was ith no supporting rationale, which may unities are determined based on excessive
6	Approve Issuance of Performance Rights to Danny Peeters	Mgmt	For	Against
	concerns: * The quantum remains exces increased year-on-year for the CEO (by .	ssive relative to ASX 1-2 21.0 percent) and the o the dollar value of exec	25 market cap peers and th other executive directors wi utive directors' LTI opportu	is warranted on the basis of the following the ASX-listed industry peer group and was ith no supporting rationale, which may unities are determined based on excessive
7	Approve Issuance of Performance Rights to Anthony Rozic	Mgmt	For	Against
	concerns: * The quantum remains exces increased year-on-year for the CEO (by .	ssive relative to ASX 1-2 21.0 percent) and the c the dollar value of exec	25 market cap peers and th other executive directors wi utive directors' LTI opportu	is warranted on the basis of the following the ASX-listed industry peer group and was with no supporting rationale, which may unities are determined based on excessive

Page 79 of 214

### **Greene County Bancorp, Inc.**

Meetina	Date:	11/02/2024
	Bacoi	11/06/2021

Country: USA Meeting Type: Annual Ticker: GCBC

Primary ISIN: US3943571071

Primary SEDOL: 2647751

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jay P. Cahalan	Mgmt	For	For
	Voter Rationale: Companies should est executives should be prohibited as it p			
1.2	Elect Director Christopher Cannucciari	Mgmt	For	For
1.3	Elect Director Michelle M. Plummer	Mgmt	For	For
1.4	Elect Director Charles H. Schaefer	Mgmt	For	Withhold
	Voter Rationale: The Company should minimum expectation is that women sl			e board. In developed markets, our
2	Ratify Bonadio & Co, LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

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.

### **Growthpoint Properties Australia**

Meeting Date: 11/21/2024	Country: Australia	Ticker: GOZ	
	Meeting Type: Annual		
		Primary ISIN: AU000000GOZ8	Primary SEDOL: B1Y9BC8

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
		neration report does r	not articulate how executives	bust and stretching performance targets to performed against historic performance as well as outlining forward-looking targets
	that underpin long-term incentive plans			
3a			For	For
3a 3b	that underpin long-term incentive plans Elect Tonianne Dwyer as	s.		

### **Growthpoint Properties Australia**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Grant of FY25 Long-Term Incentive (LTI) Performance Rights to Ross Lees	Mgmt	For	For
5	Approve Grant of Sign on Award Performance Rights to Ross Lees	Mgmt	For	For
6	Approve Renewal of the Proportional Takeover Provisions (Company)	Mgmt	For	For
7	Approve Renewal of the Proportional Takeover Provisions (Trust)	Mgmt	For	For

### **Grupo Financiero Banorte SAB de CV**

Meeting Date: 11/20/2024	Country: Mexico Meeting Type: Ordinary Shareholders	Ticker: GFNORTEO	
		Primary ISIN: MXP370711014	Primary SEDOL: 2421041

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Cancellation of Series O, Class II Repurchased Shares and Consequently Reduction in Variable Portion of Capital	Mgmt	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

### **Grupo Financiero Banorte SAB de CV**

Meeting Date: 12/09/2024	Country: Mexico Meeting Type: Ordinary Shareholders	Ticker: GFNORTEO	
		Primary ISIN: MXP370711014	Primary SEDOL: 2421041

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Approve Cash Dividends of MXN 3.55 Per Share	Mgmt	For	For
1.2	Approve Cash Dividend to Be Paid on Dec. 18, 2024	Mgmt	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

#### **Guidewire Software, Inc.**

Meeting Date: 12/17/2024

Country: USA Meeting Type: Annual Ticker: GWRE

Primary ISIN: US40171V1008

Primary SEDOL: B7JYSG3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Michael C. K	eller Mgmt	For	For
1b	Elect Director Mike Rosent	aum Mgmt	For	For
1c	Elect Director Mark V. Ang	uillare Mgmt	For	For
1d	Elect Director David S. Bau	ler Mgmt	For	For
1e	Elect Director Margaret Dil	lon Mgmt	For	For
1f	Elect Director Paul Lavin	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 Audito	rs Mgmt	For	For
	Voter Rationale: Companie for bringing in a new audit		for a period of over 10 years should conside	er a plan or tender process
3	Advisory Vote to Ratify Na Executive Officers' Compensation	ned Mgmt	For	For
	Voter Rationale: Incentive reward strong performance		arly disclosed and include robust and strete	ching performance targets to
4	Approve Qualified Employe Stock Purchase Plan	e Mgmt	For	For
Guotai :	: 11/19/2024 <b>Count</b>	nal Holdings Limi ry: Hong Kong ng Type: Extraordinary Sharehold	<b>Ticker:</b> 1788	
			Primary ISIN: HK0000065869	Primary SEDOL: B3W133
			Mgmt	Vote
Proposal Number	Proposal Text	Proponent	Rec	Instruction

Voter Rationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity. The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.

2	Authorize Board to Fix	Mgmt	For	For
	Remuneration of Han Zhida			

### H&R Block, Inc.

Meeting Date: 11/06/2024

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	For
1g	Elect Director Victoria J. Reich	Mgmt	For	For
1h	Elect Director Matthew E. Winter	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have h for bringing in a new auditing firm.	nad the same auditor fo	or a period of over 10 years	should consider a plan or tender process
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

#### **Hamamatsu Photonics KK**

Meeting Date: 12/20/2024	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 6965	
		Primary ISIN: JP3771800004	Primary SEDOL: 6405870

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 38	Mgmt	For	For
2.1	Elect Director Maruno, Tadashi	Mgmt	For	For
2.2	Elect Director Kato, Hisaki	Mgmt	For	For
2.3	Elect Director Suzuki, Takayuki	Mgmt	For	For
2.4	Elect Director Mori, Kazuhiko	Mgmt	For	For
2.5	Elect Director Nozaki, Ken	Mgmt	For	For

#### Hamamatsu Photonics KK

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.6	Elect Director Toriyama, Naofumi	Mgmt	For	For
2.7	Elect Director Kurihara, Kazue	Mgmt	For	For
2.8	Elect Director Hirose, Takuo	Mgmt	For	For
2.9	Elect Director Minoshima, Kaoru	Mgmt	For	For
2.10	Elect Director Kimura, Takaaki	Mgmt	For	For
3.1	Appoint Statutory Auditor Utsuyama, Akira	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory au directors to ensure a robust system of oversig			with the independent
3.2	Appoint Statutory Auditor Suzuki, Michihito	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory aud directors to ensure a robust system of oversig			with the independent
3.3	Appoint Statutory Auditor Nakano, Shoji	Mgmt	For	Against
	Voter Rationale: The Kansayaku statutory au directors to ensure a robust system of oversig		, , , , , , , , , , , , , , , , , , , ,	with the independent
3.4	Appoint Statutory Auditor Hirai, Seidai	Mgmt	For	For

#### **Hansen Technologies Limited**

Meeting Date: 11/21/2024	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. 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. 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 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 Rebecca Wilson as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Andrew Hansen	Mgmt	For	Against

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. 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.

# Hansen Technologies Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Approve Conditional Spill Resolution	Mgmt	Against	Against
Harvey	Norman Holdings Lim	ited		
Meeting Date:	11/27/2024     Country: Austral       Meeting Type: J		Ticker: HVN	
			Primary ISIN: AU000000HVN7	Primary SEDOL: 6173508
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus pa underpin long-term incentive plans. T	, ayments reflect prior year The long-term incentive pla ce criteria that reflect both	ow executives performed against historic p performance, as well as outlining forward- an is linked to a single performance target. absolute and relative financial metrics ratio ogressively better performance.	looking targets that Companies should base
3	Elect Michael John Harvey as Director	Mgmt	For	Against
		and objectivity. Directors	clude at least 33% independent non-execu are expected to attend all board meetings ry duties.	
4	Elect Christopher Herbert Brown as Director	Mgmt	For	Against
	appropriate balance of independence membership could hamper the comm independent and this directors memb should be majority independent and d	and objectivity. The audit hittee's impartiality and effor pership could hamper the c this directors membership v to increase gender divers	clude at least 33% independent non-execu committee should be fully independent an ectiveness. The remuneration committee s committees impartiality and effectiveness. could hamper the committees impartiality ity on the board. In developed markets, ou	nd this director's hould be majority The nomination committee and effectiveness. The
5	Elect John Evyn Slack-Smith as Director	Mgmt	For	For
6	Approve Grant of Performance Rights to John Evyn Slack-Smith and Permit to Acquire Shares in the Company	Mgmt	For	For
		lect both absolute and rela	lle performance target. Companies should tive financial metrics rather than a single , nce.	
7	Approve Grant of Performance Rights to Chris Mentis and Permit to Acquire Shares in the Company	Mgmt	For	For
		lect both absolute and rela	lle performance target. Companies should tive financial metrics rather than a single , nce.	
8	Approve Contingent Spill	Mgmt	Against	Against

# **HMC Capital Limited**

Meeting Date	: 11/27/2024 Country: Australia Meeting Type: An		Ticker: HMC	
			Primary ISIN: AU0000058943	Primary SEDOL: BJRBL6:
roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	corresponding increase in performance and stretching performance targets to i	expectations. Incentive reward strong performa targets. The board sh	short-term/long-term incentive scheme(s) : e awards to executives should be clearly dis ance. The remuneration report does not art ould articulate how bonus payments reflect erm incentive plans.	sclosed and include robust iculate how executives
2	Elect Chris Saxon as Director	Mgmt	For	Against
			we have been unable to support a pay rela by the remuneration committee chair, we a	
3	Elect Chris Roberts as Director	Mgmt	For	For
4	Elect Fiona Pak-Poy as Director	Mgmt	For	For
5	Approve Issuance of Performance Rights to David Di Pilla	Mgmt	For	Against
		se in the size of award	arly disclosed and include robust and stretc Is under the short-term/long-term incentive pectations.	5,
6	Approve Increase of Director's Remuneration	Mgmt	None	For
7	Ratify Past Issuance of May/July Placement Shares to Qualified Professional, Sophisticated and Institutional Investors in Australia, New Zealand, Hong Kong and Singapore	Mgmt	For	For
8	Ratify Past Issuance of October Placement Shares to Qualified Professional, Sophisticated and Institutional Investors in Australia, New Zealand, Hong Kong and Singapore	Mgmt	For	For

### **HUB24 Limited**

Meeting Date: 11/21/2024	Country: Australia Meeting Type: Annual	Ticker: HUB	
		Primary ISIN: AU000000HUB4	Primary SEDOL: BD4T5X1

#### **HUB24 Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1	Approve Remuneration Report	Mgmt	For	Against			
	Voter Rationale: Companies should no effectiveness of incentive schemes. The performance targets. The board shou forward-looking targets that underpin	he remuneration report Id articulate how bonus	does not articulate how execut payments reflect prior year per				
2	Elect Paul Rogan 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 Catherine Kovacs as Director	Mgmt	For	For			
4	Elect Michelle Tredenick as Director	Mgmt	For	For			
5	Approve Issuance of Performance Rights to Andrew Alcock	Mgmt	For	Against			

effectiveness of incentive schemes. 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.

#### **ICICI Bank Limited**

Meeting Date: 11/29/2024	Country: India Meeting Type: Special	<b>Ticker:</b> 532174	
		Primary ISIN: INE090A01021	Primary SEDOL: BSZ2BY7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Postal Ballot	Mgmt		
1	Elect Punit Sood as Director	Mgmt	For	For

#### **IDP Education Limited**

Meeting Date: 10/15/2024	Country: Australia Meeting Type: Annual	Ticker: IEL	
		Primary ISIN: AU0000001EL5	Primary SEDOL: BDB6DD1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Colin Stirling as Director	Mgmt	For	For

### **IDP Education Limited**

oposal Imber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2b	Elect Chris Leptos as Director	Mgmt	For	For		
;	Approve Remuneration Report	Mgmt	For	Against		
	reward strong performance. All excepti creation in addition to and above that e the short-term/long-term incentive scho	onal awards should be o expected of directors as eme(s) should be accon how executives perform	clearly linked to performance of a normal part of their jobs. A npanied by a corresponding in med against historic performa	ny increase in the size of awards under acrease in performance expectations. The ance targets. The board should articulate		
a	Approve Grant of Performance Rights to Tennealle O'Shannessy	Mgmt	For	Against		
	Voter Rationale: Incentive awards to ex reward strong performance. Any increa accompanied by a corresponding increa	se in the size of awards	under the short-term/long-te	ist and stretching performance targets to erm incentive scheme(s) should be		
)	Approve Grant of Service Rights to Tennealle O'Shannessy	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. 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. 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.					

### IGO Ltd.

Meeting Date: 11/06/2024	Country: Australia	Ticker: IGO	
	Meeting Type: Annual		
		Primary ISIN: AU000000IGO4	Primary SEDOL: 6439567

posal nber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Elect Michael Nossal 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).				
	Elect Keith Spence as Director	Mgmt	For	For	
	Elect Xiaoping Yang as Director	Mgmt	For	For	
	Elect Marcelo Bastos as Director	Mgmt	For	For	
	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. 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.

6	Approve Issuance of Service	Mgmt	For	For
	Rights to Ivan Vella			

# IGO Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Approve Issuance of Performance Rights to Ivan Vella	Mgmt	For	For
8	Approve Increase of Non-Executive Directors' Fee Pool	Mgmt	None	For

### **IMDEX Limited**

Meeting Date: 10/17/2024	Country: Australia Meeting Type: Annual	Ticker: IMD	
		Primary ISIN: AU000000IMD5	Primary SEDOL: 6462154

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Elect Tracey Horton as Director	Mgmt	For	For		
2	Elect Anthony Wooles as Director	Mgmt	For	Against		
		understanding of the a support a pay related p	ccounting rules and of the opposal at the company. Do	audit process. In recent years, this is not the ue to ongoing concerns regarding decisions		
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. 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.					
4	Approve Increase to Non-Executive Directors' Fee Pool	Mgmt	For	For		
5	Approve Employee Rights Plan	Mgmt	For	For		
6	Approve Issuance of Performance Rights to Paul House	Mgmt	For	Against		
	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance.					
7	Approve Potential Termination Benefits to Paul House in Relation to Performance Rights	Mgmt	For	For		
8	Adopt New Constitution	Mgmt	For	For		

### Industrial & Infrastructure Fund Investment Corp.

Meeting Date: 10/25/2024

Country: Japan Meeting Type: Special Ticker: 3249

Primary ISIN: JP3046500009

Primary SEDOL: B24HH65

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 Honda, Kumi	Mgmt	For	For
3.1	Elect Supervisory Director Usami, Yutaka	Mgmt	For	For
3.2	Elect Supervisory Director Ohira, Koki	Mgmt	For	For
3.3	Elect Supervisory Director Bansho, Fumito	Mgmt	For	For
4.1	Elect Alternate Executive Director Moritsu, Masa	Mgmt	For	For
4.2	Elect Alternate Executive Director Miyazaki, Hideki	Mgmt	For	For

# **Ingenia Communities Group**

Meeting Date: 11/14/2024	Country: Australia	Ticker: INA	
	Meeting Type: Annual		
		Primary ISIN: AU000000INA9	Primary SEDOL: B84GSC7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	linked to material changes in the busine levels of dissent on remuneration-relate opposition and explain in the next annu	directors as a normal hing performance targ ess or in the role and ed proposals should en al report how the con formed against historic	part of their jobs. Incentive a gets to reward strong perform responsibilities of executive d ngage with their key sharehol npany intends to address sha c performance targets. The bo	awards to executives should be clearly nance. Significant salary increases should be lirectors. Companies that received high lders to understand the rationale for reholder concerns. The remuneration report pard should articulate how bonus payments
3.1	Elect Lisa Scenna as Director	Mgmt	For	For
3.2	Elect Shane Gannon as Director	Mgmt	For	For
3.3	Elect Simon Shakesheff as Director	Mgmt	For	For

# Ingenia Communities Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.4	Elect Robert Morrison as Director	Mgmt	For	Against
			we have been unable to support a pay rela by the remuneration committee chair, we	
4	Approve Grant of Short-Term Incentive Plan Rights and Long-Term Incentive Plan Rights to John Carfi	Mgmt	For	For
5	Approve the Spill Resolution	Mgmt	Against	Against
leeting Date	: 11/21/2024 Country: Australi Meeting Type: A		Ticker: IFL Primary ISIN: AU0000001FL2	Primary SEDOL: 6714394
Proposal			Mamt	Vote
	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Proposal Text Elect Allan Griffiths as Director	<b>Proponent</b> Mgmt		
Number	Elect Allan Griffiths as Director Voter Rationale: A qualified vote FOR warranted. The qualification is raised market practice amongst ASX 200 con	Mgmt the re-election of indepe to hold directors account npanies, as Selak is Chair	Rec	Instruction For hs and John Selak is are inconsistent with better fiths is a member of the
Number	Elect Allan Griffiths as Director Voter Rationale: A qualified vote FOR warranted. The qualification is raised market practice amongst ASX 200 con Remuneration and Board Chair. A vote	Mgmt the re-election of indepe to hold directors account npanies, as Selak is Chair	Rec For ndent non-executive directors Allan Griffit able for remuneration arrangements that a of the Remuneration Committee and Griff	Instruction For hs and John Selak is are inconsistent with better fiths is a member of the
Jumber 2a	Elect Allan Griffiths as Director Voter Rationale: A qualified vote FOR warranted. The qualification is raised market practice amongst ASX 200 con Remuneration and Board Chair. A vote Hampshire is warranted.	Mgmt the re-election of indepe to hold directors account npanies, as Selak is Chain e FOR the election of new	Rec For Indent non-executive directors Allan Griffit able for remuneration arrangements that a of the Remuneration Committee and Grif windependent non-executive directors Gai	Instruction For the and John Selak is are inconsistent with better fiths is a member of the i McGrath and Jodie
2a 2b	Elect Allan Griffiths as Director Voter Rationale: A qualified vote FOR warranted. The qualification is raised market practice amongst ASX 200 con Remuneration and Board Chair. A vote Hampshire is warranted. Elect John Selak as Director	Mgmt the re-election of indepe to hold directors account mpanies, as Selak is Chain e FOR the election of new Mgmt	Rec For Indent non-executive directors Allan Griffit able for remuneration arrangements that a of the Remuneration Committee and Griff v independent non-executive directors Gai For	Instruction For ths and John Selak is are inconsistent with better fiths is a member of the i McGrath and Jodie For
2a 2b 2c	Elect Allan Griffiths as Director Voter Rationale: A qualified vote FOR warranted. The qualification is raised market practice amongst ASX 200 con Remuneration and Board Chair. A vote Hampshire is warranted. Elect John Selak as Director Elect Gai McGrath as Director Elect Jodie Hampshire as	Mgmt the re-election of indepe to hold directors account mpanies, as Selak is Chain e FOR the election of new Mgmt Mgmt	Rec For Indent non-executive directors Allan Griffit able for remuneration arrangements that a of the Remuneration Committee and Griff vindependent non-executive directors Gai For For	Instruction         For         hs and John Selak is are inconsistent with better fifths is a member of the i McGrath and Jodie         For         For         For         For         For         For         For         For
2b 2c 2d	Elect Allan Griffiths as Director Voter Rationale: A qualified vote FOR warranted. The qualification is raised market practice amongst ASX 200 con Remuneration and Board Chair. A vote Hampshire is warranted. Elect John Selak as Director Elect Gai McGrath as Director Elect Jodie Hampshire as Director	Mgmt the re-election of indeper to hold directors account mpanies, as Selak is Chair e FOR the election of new Mgmt Mgmt Mgmt	Rec For Indent non-executive directors Allan Griffiti able for remuneration arrangements that a of the Remuneration Committee and Griff vindependent non-executive directors Gal For For For For	Instruction For the and John Selak is are inconsistent with better fiths is a member of the i McGrath and Jodie For For For

### **Insurance Australia Group Limited**

Meeting Date: 10/24/2024	Country: Australia Meeting Type: Annual	Ticker: IAG	
		Primary ISIN: AU000000IAG3	Primary SEDOL: 6271026

#### **Insurance Australia Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect David Armstrong as Director	Mgmt	For	For
2b	Elect George Sartorel as Director	Mgmt	For	For
2c	Elect Michelle Tredenick as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Allocation of Deferred Award Rights and Executive Performance Rights to Nick Hawkins	Mgmt	For	For

#### Intapp, Inc.

Meeting Date: 11/13/2024	Country: USA	Ticker: INTA	
	Meeting Type: Annual		
		Primary ISIN: US45827U1097	Primary SEDOL: BP7L594

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ralph Baxter	Mgmt	For	For
1.2	Elect Director Charles Moran	Mgmt	For	For
1.3	Elect Director George Neble	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Voter Rationale: Retention or recruitment awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

4

Advisory Vote on Say on Pay

Frequency

Mgmt

One Year

One Year

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

# Invincible Investment Corp.

Meeting Date: 12/19/2024

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 Increase Authorized Capital - Amend Asset Management Compensation	Mgmt	For	For
2	Elect Executive Director Fukuda, Naoki	Mgmt	For	For
3.1	Elect Alternate Executive Director Ichiki, Naoto	Mgmt	For	For
3.2	Elect Alternate Executive Director Christopher Reed	Mgmt	For	For
4.1	Elect Supervisory Director Tamura, Yoshihiro	Mgmt	For	For
4.2	Elect Supervisory Director Nagasawa, Marika	Mgmt	For	For

### Jack Henry & Associates, Inc.

Meeting Date: 11/12/2024	Country: USA	Ticker: JKHY	
	Meeting Type: Annual		
		Primary ISIN: US4262811015	Primary SEDOL: 2469193

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 Thomas A. Wimsett	Mgmt	For	For
1.5	Elect Director Shruti S. Miyashiro	Mgmt	For	For
1.6	Elect Director Wesley A. Brown	Mgmt	For	For
1.7	Elect Director Curtis A. Campbell	Mgmt	For	For
1.8	Elect Director Tammy S. LoCascio	Mgmt	For	For
1.9	Elect Director Lisa M. Nelson	Mgmt	For	For

### Jack Henry & Associates, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	reported indicators or other bad faith a	<i>in place a procedure w ctions on the part of ar</i>	hich would enable it, sho by of its executive director	ards for substantially below median ould it identify any facts of manipulation of rs and other key managers which were ongfully obtained in such manner are repaid to		
3	Eliminate Supermajority Vote Requirement to Amend Certificate of Incorporation and Bylaws	Mgmt	For	For		
	Voter Rationale: Board efforts to reduce supermajority provisions are appreciated, as they create artificial barriers for shareholders. Majority voting should be sufficient to change policies.					
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For		

# Japan Real Estate Investment Corp.

Meeting Date: 12/11/2024	Country: Japan Meeting Type: Special	Ticker: 8952	
		Primary ISIN: JP3027680002	Primary SEDOL: 6397580

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Executive Director Kato, Jo	Mgmt	For	For
2.1	Elect Alternate Executive Director Kojima, Shojiro	Mgmt	For	For
2.2	Elect Alternate Executive Director Fujino, Masaaki	Mgmt	For	For
3.1	Elect Supervisory Director Takano, Hiroaki	Mgmt	For	For
3.2	Elect Supervisory Director Aodai, Miyuki	Mgmt	For	For
4	Elect Alternate Supervisory Director Omura, Fumie	Mgmt	For	For

# Jins Holdings, Inc.

Meeting Date: 11/28/2024	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 3046	
		Primary ISIN: JP3386110005	Primary SEDOL: B18D6G5

# Jins Holdings, Inc.

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 41	Mgmt	For	For
2	Amend Articles to Abolish Board Structure with Statutory Auditors - Adopt Board Structure with Audit Committee - Amend Provisions on Number of Directors	Mgmt	For	For
3.1	Elect Director Tanaka, Hitoshi	Mgmt	For	Abstain
	Voter Rationale: The Company should p minimum expectation is that women sho	ut in place a policy to i puld comprise at least i	increase gender diversity 13.5% of the board.	on the board. In developing markets, our
3.2	Elect Director Tanaka, Ryo	Mgmt	For	For
3.3	Elect Director Kotani, Noboru	Mgmt	For	For
3.4	Elect Director Kokuryo, Jiro	Mgmt	For	For
3.5	Elect Director Hayashi, Chiaki	Mgmt	For	For
4.1	Elect Director and Audit Committee Member Arimura, Masatoshi	Mgmt	For	Against
	Voter Rationale: The audit committee sl independent.	hould be at least three-	fourths independent and	companies should strive to make them fully
4.2	Elect Director and Audit Committee Member Oi, Tetsuya	Mgmt	For	For
4.3	Elect Director and Audit Committee Member Ota, Tsuguya	Mgmt	For	For
5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For
6	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	Mgmt	For	For

# Johns Lyng Group Limited

Meeting Date: 11/13/2024	Country: Australia Meeting Type: Annual	Ticker: JLG	
		Primary ISIN: AU000000JLG8	Primary SEDOL: BYPHBX3

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

### Johns Lyng Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Voter Rationale: Incentive awards to e reward strong performance. On early including in the event of a change of e the role and responsibilities of executi historic performance targets. The boa forward-looking targets that underpin	termination, all share-ba control. Significant salary ive directors. The remune rd should articulate how	sed awards should be time pro increases should be linked to l eration report does not articula bonus payments reflect prior y	material changes in the business or in te how executives performed against
3A	Elect Alex Silver as Director	Mgmt	For	Against
	Voter Rationale: Directors are expected board and fulfilling fiduciary duties.	ed to attend all board me	etings. Attendance is crucial for	r making valuable contributions to the
3B	Elect Larisa Moran as Director	Mgmt	For	For
3C	Elect Alison Terry as Director	Mgmt	For	For
4A	Approve Issuance of Performance Rights to Scott Didier	Mgmt	For	Against
	Voter Rationale: Incentive awards to e reward strong performance. On early including in the event of a change of e	termination, all share-ba		t and stretching performance targets to -rated and tested for performance,
4B	Approve Issuance of Performance Rights to Nicholas Carnell	Mgmt	For	Against
	Voter Rationale: Incentive awards to a reward strong performance. On early including in the event of a change of a	termination, all share-ba		t and stretching performance targets to -rated and tested for performance,
5	Approve Section 260B Shareholder Approval	Mgmt	For	For

#### Judo Capital Holdings Ltd.

Meeting Date: 10/25/2024	Country: Australia	Ticker: JDO	
	Meeting Type: Annual		
		Primary ISIN: AU0000182271	Primary SEDOL: BMW7F41

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Jennifer Douglas as Director	Mgmt	For	For
2b	Elect David Hornery as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sh impartiality and effectiveness.	nould be fully indepen	dent and this director's mer	nbership could hamper the committee's
3	Approve Remuneration Report	Mgmt	For	For
4a	Approve Grant of Deferred Share Rights to Christopher Bayliss	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.

# Judo Capital Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4b	Approve Grant of Performance Rights to Christopher Bayliss	Mgmt	For	For		
	Voter Rationale: The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance.					
5	Approve Future Issues under the Judo Capital Holdings Limited Omnibus Incentive Plan	Mgmt	For	For		

#### **Jumbo Interactive Limited**

Meeting Date: 11/08/2024	Country: Australia Meeting Type: Annual	Ticker: JIN	
		Primary ISIN: AU000000JIN0	Primary SEDOL: 6524474

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Sharon Christensen as Director	Mgmt	For	For
2	Elect Michael Malone as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	Abstain
		port does not articul	late how executives perfor	e business or in the role and responsibilities of med against historic performance targets. The outlining forward-looking targets that
4	Approve Issuance of STI Director Rights to Mike Veverka	Mgmt	For	For
5	Approve Issuance of LTI Director Rights to Mike Veverka	Mgmt	For	For

### Kasumigaseki Capital Co., Ltd.

Meeting Date: 11/28/2024		Country: Japan Meeting Type: Annual		<b>Ticker:</b> 3498			
		······································		Primary ISIN: JP3211050004	Primary SEDOL: BGXQL47		
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction		
1	Approve Allocation with a Final Divide		Mgmt	For	For		

# Kasumigaseki Capital Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Director Ogawa, Hiroyuki	Mgmt	For	Abstain
	Voter Rationale: The Company should p minimum expectation is that women sh			on the board. In developing markets, our
2.2	Elect Director Komoto, Koshiro	Mgmt	For	Abstain
	Voter Rationale: The Company should p minimum expectation is that women sh			on the board. In developing markets, our
2.3	Elect Director Sugimoto, Ryo	Mgmt	For	For
2.4	Elect Director Hirose, Kazunari	Mgmt	For	For
2.5	Elect Director Ogata, Hidekazu	Mgmt	For	For
2.6	Elect Director Mori, Kazuo	Mgmt	For	For
2.7	Elect Director Hara, Masahiko	Mgmt	For	For
2.8	Elect Director Hayakawa, Shogo	Mgmt	For	For
3.1	Elect Director and Audit Committee Member Munakata, Yuichiro	Mgmt	For	For
3.2	Elect Director and Audit Committee Member Kobayashi, Masayuki	Mgmt	For	For
4	Approve Non-Monetary Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For

# **Kearny Financial Corp.**

Meeting Date: 10/17/2024	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 John N. Hopkins	Mgmt	For	Withhold
	Voter Rationale: The average board te board refreshment and succession pla			ket average, raising concerns regarding
1.2	Elect Director Catherine A. Lawton	Mgmt	For	For
1.3	Elect Director Craig L. Montanaro	Mgmt	For	For
1.4	Elect Director Leopold W. Montanaro	Mgmt	For	Withhold
	Voter Rationale: The average board te board refreshment and succession pla			ket average, raising concerns regarding
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
	reward strong performance. The compa manipulation of reported indicators or c	any should put in place other bad faith actions o	arly disclosed and include robust and stretc a procedure which would enable it, should on the part of any of its executive directors holders, to ensure that any funds wrongfull	it identify any facts of and other key managers
Kellano	va			
Meeting Date	: 11/01/2024 Country: USA Meeting Type: Sp	ecial	Ticker: K	
			Primary ISIN: US4878361082	Primary SEDOL: 2486813
D			Mgmt	Vote
	Proposal Text	Proponent	Rec	Instruction
	Proposal Text Approve Merger Agreement	Proponent Mgmt		Instruction
Number			Rec	
1	Approve Merger Agreement Advisory Vote on Golden Parachutes Voter Rationale: A vote AGAINST the p CEO and another NEO are expected to merger, while any portion of performance	Mgmt Mgmt proposal is warranted. T receive excise tax gro ce equity that vests belo	Rec	For Against Ind of a reasonable basis, the p-accelerate at the time of
Number 1	Approve Merger Agreement Advisory Vote on Golden Parachutes Voter Rationale: A vote AGAINST the p CEO and another NEO are expected to merger, while any portion of performance	Mgmt Mgmt proposal is warranted. T receive excise tax gro ce equity that vests belo	Rec For For Though cash severance is double trigger an ss-ups. Further, outstanding equity will auto ow maximum will be supplemented by a do	For Against Ind of a reasonable basis, the p-accelerate at the time of
Number 1	Approve Merger Agreement Advisory Vote on Golden Parachutes Voter Rationale: A vote AGAINST the p CEO and another NEO are expected to merger, while any portion of performance	Mgmt Mgmt proposal is warranted. T receive excise tax gro ce equity that vests belo	Rec For For Though cash severance is double trigger an ss-ups. Further, outstanding equity will auto ow maximum will be supplemented by a do	For Against Ind of a reasonable basis, the p-accelerate at the time of
Number 1 2 3	Approve Merger Agreement Advisory Vote on Golden Parachutes Voter Rationale: A vote AGAINST the p CEO and another NEO are expected to merger, while any portion of performan- make up the difference, effectively allow	Mgmt Mgmt proposal is warranted. T o receive excise tax gros ce equity that vests bek wing for all outstanding	Rec For For Though cash severance is double trigger an ss-ups. Further, outstanding equity will auto ow maximum will be supplemented by a do performance equity to vest at maximum.	For Against ad of a reasonable basis, the p-accelerate at the time of uble-trigger cash bonus to
Number 1 2 3	Approve Merger Agreement Advisory Vote on Golden Parachutes Voter Rationale: A vote AGAINST the p CEO and another NEO are expected to merger, while any portion of performan make up the difference, effectively allow	Mgmt Mgmt proposal is warranted. To preceive excise tax gros ce equity that vests belo wing for all outstanding Mgmt	Rec For For Though cash severance is double trigger an ss-ups. Further, outstanding equity will auto ow maximum will be supplemented by a do performance equity to vest at maximum.	For Against ad of a reasonable basis, the p-accelerate at the time of uble-trigger cash bonus to

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	Elect Fiona Hele as Director	Mgmt	For	For		

# Kelsian Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Terry Dodd as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sl impartiality and effectiveness.	hould be fully independ	dent and this director's m	nembership could hamper the committee's
5	Elect Jackie McArthur as Director	Mgmt	For	For
6	Elect Caroline Elliott as Director	Mgmt	For	For
7	Approve Grant of Performance Rights to Clinton Feuerherdt	Mgmt	For	For
8	Approve Grant of Restricted Rights to Clinton Feuerherdt	Mgmt	For	For

#### Kennametal Inc.

Meeting Date: 10/29/2024	Country: USA Meeting Type: Annual	Ticker: KMT	
		Primary ISIN: US4891701009	Primary SEDOL: 2488121

-

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Joseph Alvarado	Mgmt	For	Withhold
	Voter Rationale: The Company should p minimum expectation is that women sh hedging of company stock by executive alignment with shareholder interest.	ould comprise at least 2	7% of the board. Companies s	should establish and disclose a policy on
1.2	Elect Director Sanjay Chowbey	Mgmt	For	For
1.3	Elect Director Cindy L. Davis	Mgmt	For	For
	Voter Rationale: Companies should esta executives should be prohibited as it po			
1.4	Elect Director William J. Harvey	Mgmt	For	For
	Voter Rationale: Companies should esta executives should be prohibited as it po			
1.5	Elect Director William M. Lambert	Mgmt	For	For
1.6	Elect Director Lorraine M. Martin	Mgmt	For	For
	Voter Rationale: Companies should esta executives should be prohibited as it po			
1.7	Elect Director Sagar A. Patel	Mgmt	For	For
1.8	Elect Director Paul Sternlieb	Mgmt	For	For
1.9	Elect Director Steven H. Wunning	Mgmt	For	For

### Kennametal Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For			
	Voter Rationale: Companies that have bringing in a new auditing firm, ideally		or a long period of time shou	ld consider a plan or tender process for			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For			
	Voter Rationale: Long-term incentive awards should not be allowed to vest within 3 years since the date of grant. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.						
4	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. 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.						

#### **KEPPEL DC REIT**

Meeting Date: 12/20/2024	Country: Singapore Meeting Type: Extraordinary Shareholders	Ticker: AJBU	
		Primary ISIN: SG1AF6000009	Primary SEDOL: BT9Q186

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Acquisition of Interests in Keppel DC Singapore 7 and Keppel DC Singapore 8	Mgmt	For	For
2	Approve Issuance of Sponsor Subscription Units to Keppel DC Investment Holdings Pte. Ltd and Acquisition Fee Units to Keppel DC REIT Management Pte. Ltd.	Mgmt	For	For
3	Approve Master Lease Agreement and a New Facility Management Agreement in Relation to Keppel DC Singapore 1	Mgmt	For	For
4	Approve Master Lease Agreement and a New Facility Management Agreement in Relation to Keppel DC Singapore 2	Mgmt	For	For

#### **Killam Apartment REIT**

Meeting Date	: 11/21/2024	Country: Canada Meeting Type: Special		Ticker: KMP.UN	
				Primary ISIN: CA49410M1023	Primary SEDOL: BYZ1856
Proposal lumber	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
1	Approve Reorga	nization Plan	Mgmt	For	For
KLA Co	poration				
Meeting Date	: 11/06/2024	Country: USA Meeting Type: Annual		Ticker: KLAC	
		5 11 1		Primary ISIN: US4824801009	Primary SEDOL: 2480138
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Ro	bert Calderoni	Mgmt	For	For
		The Company should put in ation is that women should o		increase gender diversity on the board. In 27% of the board	developed markets, our
1.2	Elect Director Je	neanne Hanley	Mgmt	For	For
1.3	Elect Director En	niko Higashi	Mgmt	For	For
1.4	Elect Director Ke	vin Kennedy	Mgmt	For	For
1.5	Elect Director Mi	chael McMullen	Mgmt	For	For
1.6	Elect Director Ga	ry Moore	Mgmt	For	For
1.7	Elect Director Vio	ctor Peng	Mgmt	For	For
1.8	Elect Director Ro	bert Rango	Mgmt	For	For
				_	_
1.9	Elect Director Rid	chard P. Wallace	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.

# **KLA Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
		mittee aboutd not allow	venting of inconting output	la far a batasticilly below modion

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

### Kweichow Moutai Co., Ltd.

Meeting Date: 11/27/2024	Country: China Meeting Type: Special	<b>Ticker:</b> 600519	
		Primary ISIN: CNE0000018R8	Primary SEDOL: 6414832

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Cash Dividend Return Plan	Mgmt	For	For
2	Approve Interim Profit Distribution	Mgmt	For	For
	APPROVE SHARE REPURCHASE PLAN	Mgmt		
3.1	Approve Purpose of Share Repurchase	Mgmt	For	For
3.2	Approve Types of Share Repurchase	Mgmt	For	For
3.3	Approve Method of Share Repurchase	Mgmt	For	For
3.4	Approve Implementation Period for Share Repurchase	Mgmt	For	For
3.5	Approve the Usage, Quantity, Proportion of the Company's Total Share Capital and Total Amount of Funds for Share Repurchase	Mgmt	For	For
3.6	Approve Share Repurchase Price	Mgmt	For	For
3.7	Approve Source of Funds for Share Repurchase	Mgmt	For	For
3.8	Approve Relevant Arrangements for Legal Cancellation of Repurchased Shares	Mgmt	For	For

### Kweichow Moutai Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.9	Approve Specific Authorization for Handling Matters Related to this Share Repurchase	Mgmt	For	For
4	Approve to Adjust the Construction Scale and Total Investment of the Technical Transformation Project and Supporting Facilities for Sauce-flavored Series Liquor Production	Mgmt	For	For
5	Elect Zheng Shangxun as Supervisor	Mgmt	For	For

#### Lam Research Corporation

2

Meeting Date: 11/05/2024	Country: USA Meeting Type: Annual	Ticker: LRCX	
		Primary ISIN: US5128073062	Primary SEDOL: BSML4N7

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 Ita M. Brennan	Mgmt	For	For
1e	Elect Director Michael R. Cannon	Mgmt	For	For
1f	Elect Director John M. Dineen	Mgmt	For	For
1g	Elect Director Mark Fields	Mgmt	For	For
1h	Elect Director Ho Kyu Kang	Mgmt	For	For
1i	Elect Director Bethany J. Mayer	Mgmt	For	For
1j	Elect Director Jyoti K. Mehra	Mgmt	For	For
1k	Elect Director Abhijit Y. Talwalkar	Mgmt	For	Against

Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.

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

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

### Lam Research Corporation

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

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

### Lancaster Colony Corporation

Meeting Date: 11/06/2024		Country: USA		Ticker: LANC	Ticker: LANC		
		Meeting Type: Annu	Jai	Primary ISIN: US5138471033	Primary SEDOL: 2503206		
roposal lumber	Proposal Text		Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Zena Arnold	a Srivatsa	Mgmt	For	For		
1.2	Elect Director Mich	ael H. Keown	Mgmt	For	Withhold		
		he Company should put ion is that women shou		increase gender diversity on the board. In 27% of the board.	n developed markets, our		
1.3	Elect Director Geo III	rge F. Knight,	Mgmt	For	For		
2	Advisory Vote to R Executive Officers' Compensation		Mgmt	For	For		
	reward strong perf manipulation of rep	ormance. The company ported indicators or oth	y should put in place her bad faith actions (	arly disclosed and include robust and stre a procedure which would enable it, shou on the part of any of its executive directo holders, to ensure that any funds wrongfo	ld it identify any facts of rs and other key managers		
3	Ratify Deloitte & T Auditors	ouche LLP as	Mgmt	For	For		

### **Legacy Housing Corporation**

Meeting Date	•	USA <b>Fype:</b> Annual	Ticker: LEGH		
			Primary ISIN: US52472M1018	Primary SEDOL: BG5HXX1	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.1	Elect Director Curtis D. Hodgs	on Mgmt	For	For	
1.2	Elect Director Kenneth E. Ship	ley Mgmt	For	For	

# Legacy Housing Corporation

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1.3	Elect Director Jeffrey K. Stouder	Mgmt	For	Against	
	Voter Rationale: The audit committee is earnings are indicative of the inadequai of the audit committee because shareh establish and disclose a policy on hedgi potentially severs management alignme	te oversight and controls olders should be given t ing of company stock by	by the audit committee. We we he opportunity to approve the a executives. Hedging activity by	oted against this director as a member auditors annually. Companies should	
1.4	Elect Director Brian J. Ferguson	Mgmt	For	For	
	Voter Rationale: Companies should esta executives should be prohibited as it po place a policy to increase gender divers comprise at least 27% of the board. Giv	ntentially severs manage wity on the board. In dev	ment alignment with sharehold eloped markets, our minimum o	er interest. The Company should put in expectation is that women should	
1.5	Elect Director Skyler M. Howton	Mgmt	For	For	
	Voter Rationale: Companies should esta executives should be prohibited as it po				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	
	Voter Rationale: All exceptional awards addition to and above that expected of time pro-rated and tested for performan clearly disclosed and include robust and place a procedure which would enable on the part of any of its executive direct shareholders, to ensure that any funds	directors as a normal pa ce, including in the ever d stretching performance it, should it identify any i ors and other key mana	rt of their jobs. On early termina at of a change of control. Incent a targets to reward strong perfo acts of manipulation of reported gers which were detrimental to	ation, all share-based awards should be ive awards to executives should be rmance. The company should put in I indicators or other bad faith actions	
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	
	Voter Rationale: We support an annual say on pay frequency.				

Meeting Date: 10/29/2024	Country: Singapore Meeting Type: Annual	Ticker: JYEU	
	······································	Primary ISIN: SGXC61949712	Primary SEDOL: BKBPXB5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Report of the Trustee, Statement by the Manager, and Audited Financial Statements and Auditors' Report	Mgmt	For	For

# Lendlease Global Commercial REIT

roposal Text	Proponent	Rec	Vote Instruction
pprove KPMG LLP as Auditors Id Authorize Manager to Fix ieir Remuneration	Mgmt	For	For
ect Tsui Kai Chong as Director	Mgmt	For	For
ect Penelope Jane Ransom as rector	Mgmt	For	For
pprove Issuance of Equity or uity-Linked Securities with or ithout Preemptive Rights	Mgmt	For	Against
		thout pre-emption rights should be under	rtaken in exceptional
uthorize Unit Repurchase ogram	Mgmt	For	For
		.,	-
			Vote
oposal Text	Proponent	Mgmt Rec	Vote Instruction
pprove Remuneration Report ter Rationale: Significant salary increases ecutive directors. The remuneration repo	Mgmt s should be linked to rt does not articulate	Mgmt	Instruction Abstain ne role and responsibilities of pric performance targets. The
pprove Remuneration Report ter Rationale: Significant salary increases ecutive directors. The remuneration repo ard should articulate how bonus paymen	Mgmt s should be linked to rt does not articulate	Mgmt Rec For material changes in the business or in the e how executives performed against histo	Instruction Abstain ne role and responsibilities of pric performance targets. The
pprove Remuneration Report ter Rationale: Significant salary increases ecutive directors. The remuneration repo ard should articulate how bonus paymen derpin long-term incentive plans. ect David Paul Blight as rector ter Rationale: A vote AGAINST David Blig fures that has resulted in associated dest	Mgmt s should be linked to rt does not articulato ts reflect prior year Mgmt ght, a long-standing truction in sharehold	Mgmt Rec For material changes in the business or in th e how executives performed against histo performance, as well as outlining forward	Instruction Abstain are role and responsibilities of pric performance targets. The Hooking targets that Against as governance and oversight R the new director nominee
	ect Tsui Kai Chong as Director ect Penelope Jane Ransom as rector prove Issuance of Equity or uity-Linked Securities with or thout Preemptive Rights ter Rationale: Any increase in capital of <u>G</u> cumstances only and fully justified by the thorize Unit Repurchase ogram <b>munities Ltd.</b>	ect Tsui Kai Chong as Director Mgmt ect Penelope Jane Ransom as Mgmt rector prove Issuance of Equity or Mgmt uity-Linked Securities with or thout Preemptive Rights ter Rationale: Any increase in capital of greater than 10% wit cumstances only and fully justified by the company. thorize Unit Repurchase Mgmt ogram	ect Tsui Kai Chong as Director Mgmt For   ect Penelope Jane Ransom as rector Mgmt For   prove Issuance of Equity or ulity-Linked Securities with or thout Preemptive Rights Mgmt For   ter Rationale: Any increase in capital of greater than 10% without pre-emption rights should be under cumstances only and fully justified by the company. For

Meeting Date: 11/27/2024	Country: Australia Meeting Type: Annual	Ticker: LTR	
		Primary ISIN: AU000000LTR4	Primary SEDOL: B1J89V5

#### **Liontown Resources Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	None	For	
2	Elect Timothy Goyder 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 Jennifer Morris as Director	Mgmt	For	For	
	Voter Rationale: A qualified vote FOR the re-election of Timothy Goyder is warranted. He is classified as a non-independent non-executive chair on a board that is not majority independent (only 50-percent independent). The non-independence classification under ISS policy is due to Mr Goyder's excessive tenure (more than 12 years) and substantial shareholding of 13.8 percent. A vote FOR the election/re-election of Jennifer Morris and Ian Wells is warranted given that no material concerns are identified regarding these nominees in respect of board and committee composition.				
4	Elect Ian Wells as Director	Mgmt	For	For	
5	Approve Issuance of Unlisted Convertible Notes to LG Energy Solution	Mgmt	For	For	
6	Approve Issuance of Performance Rights to Antonino Ottaviano	Mgmt	For	For	
7	Approve Renewal of Employee Securities Incentive Plan	Mgmt	None	For	

# Lojas Renner SA

Primary ISIN: BRLRENACNOR1

Primary SEDOL: B0CGYD6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Capitalization of Reserves for Bonus Issue	Mgmt	For	For
2	Approve Increase in Authorized Capital	Mgmt	For	For
3	Amend Articles 5 and 6 to Reflect Changes in Capital	Mgmt	For	For
4	Approve Agreement to Absorb Renner Administradora de Cartoes de Credito Ltda.	Mgmt	For	For
5	Ratify Contplan Contabilidade Sociedade Simples as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For

# Lojas Renner SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve Independent Firm's Appraisal	Mgmt	For	For
7	Approve Absorption of Renner Administradora de Cartoes de Credito Ltda.	Mgmt	For	For
8	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

# Lovisa Holdings Limited

Meeting Date: 11/22/2024	Country: Australia Meeting Type: Annual	Ticker: LOV	
		Primary ISIN: AU000000LOV7	Primary SEDOL: BT9PVP0

roposal Iumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance. Companie their key shareholders to understand to address shareholder concerns. Long-te allowed to vest within 3 years since the annual cash bonus into shares which w performance objectives are aligned. Th of manipulation of reported indicators of	s that received high let he rationale for opposit rm incentive awards si e date of grant. The re- vould be more effective and the more effective or other bad faith actio m interests of its share ort does not articulate ments reflect prior yea the long-term incentive p	vels of dissent on remuneration tion and explain in the next ar- hould be used to incentivise lo muneration committee should e in relaining executives and e in place a procedure which w ms on the part of any of its ex- holders, to ensure that any fu- how executives performed aga r performance, as well as out plan is linked to a single perfor	nsuring that the annual and long-term ould enable it, should it identify any facts recutive directors and other key managers ands wrongfully obtained in such manner ainst historic performance targets. The lining forward-looking targets that rmance target. Companies should base
	vesting levels on multiple performance performance criterion, and should stag			
3				
3	performance criterion, and should stag Elect Brett Blundy as Director Voter Rationale: The board should app support the Chairman, ensure orderly	ger vesting to reward Mgmt oint a Lead Independe succession process for	progressively better performal For nt Director to establish approp the Chairman, and act as a p	For For briate checks and balances on the Board,
3	performance criterion, and should stag Elect Brett Blundy as Director Voter Rationale: The board should app support the Chairman, ensure orderly non-executive directors and senior exe	ger vesting to reward Mgmt oint a Lead Independe succession process for	progressively better performal For nt Director to establish approp the Chairman, and act as a p	For For priate checks and balances on the Board, oint of contact for shareholders,
	erformance criterion, and should stag Elect Brett Blundy as Director Voter Rationale: The board should app support the Chairman, ensure orderly non-executive directors and senior exe inappropriate. Approve the Increase in the Maximum Number of Directors	ger vesting to reward Mgmt oint a Lead Independe succession process for cutives where normal o	For For <i>The Chairman, and act as a p</i> <i>channels of communication th</i>	For For priate checks and balances on the Board, oint of contact for shareholders, rough the board Chairman are considered

#### Lumentum Holdings Inc.

Meeting Date: 11/20/2024

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
1h	Elect Director Ian S. Small	Mgmt	For	For
2	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. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

3	Amend Omnibus Stock Plan	Mgmt	For	For
	Voter Rationale: .			
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

#### Luminar Technologies, Inc.

Meeting Date: 10/30/2024	Country: USA Meeting Type: Special	Ticker: LAZR	
	······································	Primary ISIN: US5504241051	Primary SEDOL: BNG96D6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Reverse Stock Split	Mgmt	For	For
2	Adjourn Meeting	Mgmt	For	For

#### Lynas Rare Earths Ltd

Meeting Date: 11/27/2024

Country: Australia Meeting Type: Annual Ticker: LYC

Primary ISIN: AU00000LYC6

Primary SEDOL: 6121176

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Elect Philippe Etienne as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Amanda Lacaze	Mgmt	For	For

#### M&A Capital Partners Co. Ltd.

Meeting Date: 12/20/2024	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 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	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 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
3.1	Appoint Statutory Auditor Degawa, Keishi	Mgmt	For	For
3.2	Appoint Statutory Auditor Fujimoto, Yukihiro	Mgmt	For	For
3.3	Appoint Statutory Auditor Oba, Mutsuko	Mgmt	For	For

#### M&A Research Institute Holdings, Inc.

Meeting Date: 12/20/2024

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: 10/24/2024	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	For		
	board should articulate how bonus pay underpin long-term incentive plans. Th of manipulation of reported indicators which were detrimental to the long-te are repaid to it. The remuneration con	yments reflect prior yea he company should put or other bad faith actic rm interests of its share nmittee should conside	nr performance, as well as ou in place a procedure which w ons on the part of any of its e cholders, to ensure that any w r deferring a proportion of th	gainst historic performance targets. The tilining forward-looking targets that would enable it, should it identify any facts executive directors and other key managers funds wrongfully obtained in such manner e annual cash bonus into shares which rm performance objectives are aligned.		
2	Elect Michael Medway 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 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	Approve Long Term Incentive Plan	Mgmt	For	For		
	reported indicators or other bad faith a	actions on the part of a	ny of its executive directors a	uld it identify any facts of manipulation of and other key managers which were fully obtained in such manner are repaid to		

#### MAAS Group Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
4	Approve Issuance of Performance Rights to Wes Maas	Mgmt	For	For		
	reported indicators or other bad faith a	nctions on the part of a	ny of its executive director	hould it identify any facts of manipulation of rs and other key managers which were ngfully obtained in such manner are repaid to		
5	Approve Issuance of Performance Rights to Tanya Gale	Mgmt	For	For		
	Voter Rationale: The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
6	Approve Financial Assistance	Mgmt	For	For		

#### Madison Square Garden Entertainment Corp.

Meeting Date: 12/11/2024	Country: USA Meeting Type: Annual	Ticker: MSGE	
		Primary ISIN: US5582561032	Primary SEDOL: BN71J76

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.1	Elect Director Martin Bandier	Mgmt	For	For			
	Voter Rationale: Companies should es executives should be prohibited as it p			tock by executives. Hedging activity by older interest.			
1.2	Elect Director Donna M. Coleman	Mgmt	For	For			
	Voter Rationale: Companies should est executives should be prohibited as it p			tock by executives. Hedging activity by older interest.			
1.3	Elect Director Frederic V. Salerno	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 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. 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.

#### C.

Meeting Date	: 12/04/2024 Country: USA Meeting Typ		Ticker: MSGS				
			Primary ISIN: US55825T1034	Primary SEDOL: BYQCZ3			
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
1.1	Elect Director Joseph M. Cohen	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.						
1.2	Elect Director Richard D. Parsons	Mgmt	For	For			
1.3	board. In developed markets, our should move towards a three-com	minimum expectation is that mittee structure (audit, rem at report annually on their ac	any should put in place a policy to increase t women should comprise at least 27% of t uneration and nomination) in line with regio ctivities. To ensure the effectiveness of the o For	he board.The company onal best practice, with			
1.4	Elect Director Ivan Seidenberg	Mgmt	For	For			
1.5	Elect Director Anthony J. Vinciquerra	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 Deloitte & Touche LLP as Auditors	Mgmt	For	For			
3	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. 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.						
	manipulation of reported indicator. which were detrimental to the long	s or other bad faith actions o	on the part of any of its executive directors	and other key managers			
4	manipulation of reported indicator. which were detrimental to the long	s or other bad faith actions o	on the part of any of its executive directors	and other key managers			
4	manipulation of reported indicators which were detrimental to the long are repaid to it. Amend Non-Employee Director Omnibus Stock Plan	s or other bad faith actions o g-term interests of its shareh Mgmt	on the part of any of its executive directors holders, to ensure that any funds wrongfully	<i>and other key managers v obtained in such manner</i> For			

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. Long-term incentive awards should not be allowed to vest within 3 years since the date of grant. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

# Magellan Financial Group Limited

Meeting Date: 10/22/2024		Country: Australia Meeting Type: Annual		Ticker: MFG	
				Primary ISIN: AU000000MFG4	Primary SEDOL: B015YX4
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
2	Approve Remu	ineration Report	Mgmt	For	For
	board should a underpin long- of manipulatioi	rticulate how bonus payments term incentive plans. The com n of reported indicators or othe trimental to the long-term inte	reflect prior yea pany should put er bad faith actio	how executives performed against historic r performance, as well as outlining forward in place a procedure which would enable in ns on the part of any of its executive direc sholders, to ensure that any funds wrongfu	d-looking targets that it, should it identify any facts ctors and other key managers
3a	Elect Cathering (also known as Stanton) as Di		Mgmt	For	For
3b	Elect David Dix	kon as Director	Mgmt	For	For
4	Rights and Res Sophia Rahma	of Performance stricted Shares to ni under the ncial Group Equity	Mgmt	For	For
	multiple perfor		n absolute and re	ngle performance target. Companies shou elative financial metrics rather than a single nance.	
5	Approve Mage Group Equity F		Mgmt	For	For
6	Approve the S	pill Resolution	Mgmt	Against	Against
Mani, In	с.				

Country: Japan	Ticker: 7730	
• •		
5 77	Primary ISIN: 1P3869920003	Primary SEDOL: 6354176
	Country: Japan Meeting Type: Annual	Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Make Technical Changes	Mgmt	For	For
2.1	Elect Director Watanabe, Masaya	Mgmt	For	For
2.2	Elect Director Takahashi, Kazuo	Mgmt	For	For
2.3	Elect Director Takai, Toshihide	Mgmt	For	For
2.4	Elect Director Yano, Tatsushi	Mgmt	For	For
2.5	Elect Director Moriyama, Yukiko	Mgmt	For	For

#### Mani, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.6	Elect Director Mitsusada, Yosuke	Mgmt	For	For
2.7	Elect Director Matsui, Yukio	Mgmt	For	For

#### McGrath RentCorp

Meeting Date: 12/12/2024	Country: USA Meeting Type: Annual	Ticker: MGRC	
	Meeting Type. Annual	Primary ISIN: US5805891091	Primary SEDOL: 2551551

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Nicolas C. Anderson	Mgmt	For	For
1.2	Elect Director Kimberly A. Box	Mgmt	For	For
1.3	Elect Director Smita Conjeevaram	Mgmt	For	For
1.4	Elect Director William J. Dawson	Mgmt	For	For
1.5	Elect Director Joseph F. Hanna	Mgmt	For	For
1.6	Elect Director Bradley M. Shuster	Mgmt	For	Withhold
		e sufficient time and		es are expected to hold no more than two les properly, particularly during unexpected
2	Ratify Grant Thornton LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have he bringing in a new auditing firm, ideally e		r a long period of time shol	uld consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	reward strong performance. The compar manipulation of reported indicators or ou	ny should put in place ther bad faith actions o	a procedure which would e on the part of any of its exe	bust and stretching performance targets to nable it, should it identify any facts of cutive directors and other key managers funds wrongfully obtained in such manner

#### **Mcmillan Shakespeare Limited**

Meeting Date: 10/25/2024

Country: Australia Meeting Type: Annual Ticker: MMS

Primary ISIN: AU000000MMS5

Primary SEDOL: B00G1Q0

# Mcmillan Shakespeare Limited

roposal lumber	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.				
	Elect Bruce Akhurst as Director	Mgmt	For	For	
	Elect John Bennetts as Director	Mgmt	For	For	
	Approve Executive Incentive Plan	Mgmt	For	For	
5	Approve Issuance of Performance Rights and Share Rights to Roberto De Luca	Mgmt	For	For	

#### **Medibank Private Limited**

Meeting Date: 11/13/2024	Country: Australia Meeting Type: Annual	Ticker: MPL	
		Primary ISIN: AU000000MPL3	Primary SEDOL: BRTNNQ5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Elect Gerard Dalbosco as Director	Mgmt	For	For	
3	Elect Jay Weatherill as Director	Mgmt	For	For	
4	Approve Remuneration Report	Mgmt	For	Against	
5	Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targetreward strong performance. Significant salary increases should be linked to material changes in the business or in the role andresponsibilities of executive directors. The remuneration report does not articulate how executives performed against historicperformance targets. The board should articulate how bonus payments reflect prior year performance, as well as outliningforward-looking targets that underpin long-term incentive plans.Approve Grant of PerformanceMgmtForAgainst				
	Rights to David Koczkar Voter Rationale: Incentive awards to ex- reward strong performance.	ecutives should be cle	parly disclosed and include	robust and stretching performance targets to	
6	Approve Amendment to Medibank Constitution	Mgmt	For	For	
7	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	None	For	

# Mediobanca Banca di Credito Finanziario SpA

Country: Italy Meeting Type: Annual/Special Ticker: MB

Primary ISIN: IT0000062957

Primary SEDOL: 4574813

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1a	Accept Financial Statements and Statutory Reports	Mgmt	For	For
1b	Approve Allocation of Income	Mgmt	For	For
2	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	Mgmt	For	For
3a	Approve Remuneration Policy	Mgmt	For	For
	Voter Rationale: Companies should con minimum introduce an additional holdin		g periods for long-term in	ncentive plans to 5 years or longer or as a
3b	Approve Second Section of the Remuneration Report	Mgmt	For	For
3c	Approve Annual Performance Share Scheme	Mgmt	For	For
	Extraordinary Business	Mgmt		
1	Authorize Cancellation of Treasury Shares without Reduction of Share Capital; Amend Article 4	Mgmt	For	For

#### **Medtronic Plc**

Meeting Date: 10/17/2024	Country: Ireland	Ticker: MDT	
	Meeting Type: Annual		
		Primary ISIN: IE00BTN1Y115	Primary SEDOL: BTN1Y11

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Craig Arnold	Mgmt	For	For
1b	Elect Director Scott C. Donnelly	Mgmt	For	For
1c	Elect Director Lidia L. Fonseca	Mgmt	For	For
1d	Elect Director Andrea J. Goldsmith	Mgmt	For	For
1e	Elect Director Randall J. Hogan, III	Mgmt	For	For
1f	Elect Director Gregory P. Lewis	Mgmt	For	For
1g	Elect Director Kevin E. Lofton	Mgmt	For	For

# **Medtronic Plc**

Director

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director Geoffrey S. Martha	Mgmt	For	For
1i	Elect Director Elizabeth G. Nabel	Mgmt	For	For
1j	Elect Director Kendall J. Powell	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors and Authorize Board to fix Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies that have h bringing in a new auditing firm, ideally e		or a long period of time should consider a p	lan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to ex- reward strong performance.	ecutives should be clea	arly disclosed and include robust and stretco	hing performance targets to
4	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For
5	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	Mgmt	For	For
6	Authorize Overseas Market Purchases of Ordinary Shares	Mgmt	For	For
Megapo			Tickey MD1	
Meeting Date:	: 11/22/2024 Country: Australia Meeting Type: Ani	nual	Ticker: MP1	
			Primary ISIN: AU000000MP15	Primary SEDOL: BZ5ZWZ3
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance. The remun	eration report does no v bonus payments refl	arly disclosed and include robust and stretco t articulate how executives performed again ect prior year performance, as well as outlin	nst historic performance
2	Elect Melinda Snowden 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. In the context of increasingly complex international accounting standards, the audit committee benefits from members who have a good and recent understanding of the accounting rules and of the audit process. The company should establish formal board-level oversight of environmental and social issues. We are holding this director accountable.

3	Elect Michael Klayko as Director	Mgmt	For	For
---	----------------------------------	------	-----	-----

# Megaport Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Glo Gordon as Director	Mgmt	For	Against
	Voter Rationale: In the context of increasin members who have a good and recent unc		nal accounting standards, the audit commit ounting rules and of the audit process.	tee benefits from
5	Amend Terms of Performance Restricted Stock Units and Restricted Stock Units to Permit Deferred Exercise	Mgmt	For	For
6	Approve Grant of LTI Performance Restricted Stock Units to Michael Reid	Mgmt	For	For
7	Approve Renewal of the Proportional Takeover Approval Provisions	Mgmt	For	For
8	Approve the Spill Resolution	Mgmt	Against	Against

#### Mercury Systems, Inc.

Meeting Date: 10/23/2024	Country: USA	Ticker: MRCY	
	Meeting Type: Annual		
		Primary ISIN: US5893781089	Primary SEDOL: 2144047

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.1	Elect Director Orlando P. Carvalho	Mgmt	For	For		
1.2	Elect Director Barry R. Nearhos	Mgmt	For	Withhold		
	Voter Rationale: The Company should p minimum expectation is that women sho		2 ,	on the board. In developed markets, our		
1.3	Elect Director Debora A. Plunkett	Mgmt	For	For		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against		
	Voter Rationale: Retention or recruitment awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time.All exceptional awards should be clearly linked to performance and demonstrate shareholder value creation in addition to and above that expected of directors as a normal part of their jobs. 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.					
3	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For		
4	Ratify KPMG LLP as Auditors	Mgmt	For	For		

Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.

#### **Meridian Energy Limited**

Meeting Date: 10/15/2024		Country: New Zealand Meeting Type: Annual		Ticker: MEL		
				Primary ISIN: NZMELE0002S7	Primary SEDOL: BWFD052	
Proposal Number	Proposal Tex	t	Proponent	Mgmt Rec	Vote Instruction	
1	Elect Tania S	impson as Director	Mgmt	For	For	
Microsoft Corporation						
Meeting Date:	: 12/10/2024	Country: USA Meeting Type: Annual		Ticker: MSFT		

Primary ISIN: US5949181045

Primary SEDOL: 2588173

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Reid G. Hoffman	Mgmt	For	For
1.2	Elect Director Hugh F. Johnston	Mgmt	For	For
1.3	Elect Director Teri L. List	Mgmt	For	For
1.4	Elect Director Catherine MacGregor	Mgmt	For	For
1.5	Elect Director Mark A. L. Mason	Mgmt	For	For
1.6	Elect Director Satya Nadella	Mgmt	For	For
1.7	Elect Director Sandra E. Peterson	Mgmt	For	For
1.8	Elect Director Penny S. Pritzker	Mgmt	For	For
1.9	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: Long-term incentive awards 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.

# **Microsoft Corporation**

Amend Articles of Association

1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have l bringing in a new auditing firm, ideally e		a long period of time should co	onsider a plan or tender process for
4	Report on Risks of Weapons Development	SH	Against	Against
	Voter Rationale: At this time, we believe opportunities.	e management and the	board are adequately considerin	ng attendant material risks and
5	Assess and Report on Investing in Bitcoin	SH	Against	Against
	Voter Rationale: At this time, we believe opportunities.	e management and the	board are adequately considerin	ng attendant material risks and
6	Report on Risks of Operating in Countries with Significant Human Rights Concerns	SH	Against	Against
	Voter Rationale: At this time, we believe opportunities.	e management and the	board are adequately considerir	ng attendant material risks and
7	Report on Risks of Using Artificial Intelligence and Machine Learning Tools for Oil and Gas Development and Production	SH	Against	Against
	Voter Rationale: At this time, we believe opportunities.	e management and the	board are adequately considerin	ng attendant material risks and
8	Report on Risks Related to AI Generated Misinformation and Disinformation	SH	Against	Against
	Voter Rationale: At this time, we believe opportunities.	e management and the	board are adequately considerin	ng attendant material risks and
9	Report on AI Data Sourcing Accountability	SH	Against	Against
	Voter Rationale: At this time, we believe opportunities.	e management and the	board are adequately considerir	ng attendant material risks and

Meeting Date: 11/	19/2024	Country: China Meeting Type: Extraor	dinary Shareholders	<b>Ticker:</b> 300	
				Primary ISIN: CNE100006M58	Primary SEDOL: BQB7ZL7
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction
	EGM BALLOT FOI A SHARES	R HOLDERS OF	Mgmt		

Mgmt

For

For

# **Mineral Resources Limited**

Meeting Date	: 11/21/2024 Country: Aus Meeting Typ		Ticker: MIN	
			Primary ISIN: AU000000MIN4	Primary SEDOL: B17ZL56
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	Against
	board should articulate how bonus underpin long-term incentive plans	s payments reflect prior yea s.The long-term incentive p ance criteria that reflect boo	how executives performed against historic p r performance, as well as outlining forward- lan is linked to a single performance target. th absolute and relative financial metrics ratio progressively better performance.	looking targets that Companies should base
2	Elect Denise McComish as Director	Mgmt	For	For
3	Elect Jacqueline McGill as Director	Mgmt	For	For
4	***Withdrawn Resolution*** Approve Grant of Share Rights and Deferred Share Rights to Chris Ellison	Mgmt		
5	Approve Reinsertion of the Proportional Takeover Provisions for a Further Three Years	Mgmt	For	For
Mirvac	Group			
Meeting Date	: 11/15/2024 Country: Aus Meeting Typ		Ticker: MGR	
			Primary ISIN: AU000000MGR9	Primary SEDOL: 6161978
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Jane Hewitt as Director	Mgmt	For	For
			nd Damien Frawley (Items 2.1 & 2.2) and the lentified in respect of board and committee of	

2.2	Elect Damien Frawley as Director	Mgmt	For	For
2.3	Elect James Cain as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Participation of Campbell Hanan in the Long-Term Performance Plan	Mgmt	For	For

#### **Monadelphous Group Limited**

Meeting Date: 11/19/2024

Country: Australia Meeting Type: Annual Ticker: MND

Primary ISIN: AU000000MND5

Primary SEDOL: 6600471

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1	Elect Dietmar Voss as Director	Mgmt	For	Against		
	Voter Rationale: In the context of increa members who have a good and recent					
2	Elect Enrico Buratto as Director	Mgmt	For	Against		
	Voter Rationale: In the context of increa members who have a good and recent					
3	Approve Grant of Performance Rights to Zoran Bebic under the Company's Short-Term Incentive Plan for the Year Ended June 30, 2024	Mgmt	For	For		
ł	Approve Grant of Performance Rights to Zoran Bebic under the Company's Long-Term Incentive Plan for 2023	Mgmt	For	For		
	Voter Rationale: The long-term incentiv multiple performance criteria that reflec should stagger vesting to reward progre	t both absolute and rela	tive financial metrics rather t	panies should base vesting levels on than a single performance criterion, and		
;	Approve Grant of Performance Rights to Zoran Bebic under the Company's Long-Term Incentive Plan for 2024	Mgmt	For	For		
	Voter Rationale: The long-term incentiv multiple performance criteria that reflec should stagger vesting to reward progre	t both absolute and rela	tive financial metrics rather t			
6	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.					

#### Nagaileben Co., Ltd.

Meeting Date	: 11/22/2024 Country: Japan Meeting Type: A	Annual	<b>Ticker:</b> 7447		
			Primary ISIN: JP3647000003	Primary SEDOL: 6623326	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Allocation of Income, with a Final Dividend of JPY 60	Mgmt	For	For	

# Nagaileben Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Director Sawanobori, Ichiro	Mgmt	For	Abstain
	Voter Rationale: The Company should p minimum expectation is that women sho			he board. In developing markets, our
2.2	Elect Director Saito, Nobuhiko	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	olish one-third board ind	lependence to ensure approp	riate balance of independence and
2.3	Elect Director Asai, Katsuji	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	olish one-third board ind	lependence to ensure approp	riate balance of independence and
2.4	Elect Director Yamamoto, Yasuyoshi	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	olish one-third board ind	lependence to ensure approp	riate balance of independence and
2.5	Elect Director Shintani, Kinya	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	olish one-third board inc	lependence to ensure approp	riate balance of independence and
2.6	Elect Director Yamamura, Hiroyuki	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	olish one-third board ind	lependence to ensure approp	riate balance of independence and
3.1	Elect Director and Audit Committee Member Ogino, Kazutaka	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity. The audit committee should independent.			•
3.2	Elect Director and Audit Committee Member Mishima, Kota	Mgmt	For	For
3.3	Elect Director and Audit Committee Member Noguchi, Emiko	Mgmt	For	For

#### **Nanosonics Limited**

Meeting Date: 11/12/2024		Country: Australia Meeting Type: Annual		Ticker: NAN		
				Primary ISIN: AU000000NAN9	Primary SEDOL: B1WF979	
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
1	Elect Marie McDo	nald as Director	Mgmt	For	For	

#### **Nanosonics Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
	Voter Rationale: Significant salary increases a executive directors. The remuneration report board should articulate how bonus payments underpin long-term incentive plans.	does not articulate how	v executives performed against historic pe	rformance targets. The
3	Approve Issuance of Service Rights to Michael Kavanagh	Mgmt	For	For
4	Approve Issuance of Performance Rights to Michael Kavanagh	Mgmt	For	For
5	Approve Re-insertion of Proportional Takeover Provision in Constitution	Mgmt	For	For

# NAPCO Security Technologies, Inc.

Meeting Date: 12/12/2024	Country: USA Meeting Type: Annual	Ticker: NSSC	
		Primary ISIN: US6304021057	Primary SEDOL: 2622253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Rick Lazio	Mgmt	For	Withhold
		ning. We are holding i	this director responsible. Th	rket average, raising concerns regarding he audit committee is responsible for the dicative of the inadequate oversight and
1b	Elect Director Donna A. Soloway	Mgmt	For	Withhold
	Voter Rationale: The average board ten board refreshment and succession plan	, ,	<b>.</b> ,	rket average, raising concerns regarding
2	Ratify Deloitte & Touche, LLP as Auditors	Mgmt	For	For

#### **National Australia Bank Limited**

Meeting Date: 12/18/2024	Country: Australia Meeting Type: Annual	Ticker: NAB	
		Primary ISIN: AU000000NAB4	Primary SEDOL: 6624608

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Warwick Hunt as Director	Mgmt	For	For

#### **National Australia Bank Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Abstain
	Voter Rationale: Significant salary increases a executive directors. The remuneration report board should articulate how bonus payments underpin long-term incentive plans. The long vesting levels on multiple performance criteri performance criterion, and should stagger ve	does not articulate how reflect prior year perfo -term incentive plan is a that reflect both abso	w executives performed against historic per prmance, as well as outlining forward-looki linked to a single performance target. Com plute and relative financial metrics rather th	formance targets. The ng targets that panies should base
За	Approve Grant of Deferred Rights to Andrew Irvine	Mgmt	For	For
3b	Approve Grant of Performance Rights to Andrew Irvine	Mgmt	For	For
4	Consideration of Financial Report, Directors' Report and Auditor's Report	Mgmt		
5a	Approve the Amendments to the Company's Constitution	SH	Against	Against
5b	Approve Transition Plan Assessments	SH	Against	Against

#### National Beverage Corp.

Meeting Date: 10/04/2024	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 Joseph G. Caporella	Mgmt	For	For		
1b	Elect Director Samuel C. Hathorn, Jr.	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 Company should put in place a policy to increase gender diversity on the board. In developed markets, our minimum expectation is that women should comprise at least 27% of the board. We voted against this director as a member of the audit committee because shareholders should be given the opportunity to approve the auditors annually.					
2	Commit to Publishing an Annual Environmental, Social and Governance (ESG) Report	SH	Against	For		

Voter Rationale: Enhanced disclosure of social and environmental risks and opportunities for businesses is important in helping investors to understand and value the company.

# **National Storage REIT**

Meeting Date: 10/23/2024	Country: Australia Meeting Type: Annual	Ticker: NSR	
		Primary ISIN: AU000000NSR2	Primary SEDOL: BGP6479

# National Storage REIT

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for National Storage Holdings Limited (Company) Only	Mgmt		
2	Approve Remuneration Report	Mgmt	For	Against
	again <sup>-</sup> t historic performance targets. Th outlining forward-looking targets that un enable it, should it identify any facts of i	performance targets. 1 e board should articulat nderpin long-term incen manipulation of reported gers which were detrime	The remuneration report does the how bonus payments reflective plans. The company shou d indicators or other bad faiti	s not articulate how executives performed ct prior year performance, as well as uld put in place a procedure which would
3	Elect Inma Beaumont as Director	Mgmt	For	Against
	Voter Rationale: In recent years, this is a company. Due to ongoing concerns regather their re-election to the board.			
4	Elect Simone Haslinger as Director	Mgmt	For	For
	Resolutions for National Storage Holdings Limited (Company) and National Storage Property Trust (NSPT)	Mgmt		
5	Approve Issuance of Stapled Securities to Andrew Catsoulis	Mgmt	For	For
	reported indicators or other bad faith ac	tions on the part of any	of its executive directors and	d it identify any facts of manipulation of d other key managers which were lly obtained in such manner are repaid to
6	Approve Issuance of FY27 Performance Rights to Andrew Catsoulis	Mgmt	For	For
	reported indicators or other bad faith ac	tions on the part of any	of its executive directors and	d it identify any facts of manipulation of d other key managers which were Ily obtained in such manner are repaid to
	Resolution for National Storage Holdings Limited (Company) Only	Mgmt		
7	Approve Increase in Non-executive Director Remuneration Pool	Mgmt	For	For
	Resolution for National Storage Holdings Limited (Company) and National Storage Property Trust (NSPT)	Mgmt		
8	Ratify Past Issuance of 2029 Convertible Notes to Select Institutional and Professional	Mgmt	For	For

# **Neogen Corporation**

Meeting Date: 10/24/2024

Country: USA Meeting Type: Annual Ticker: NEOG

Primary ISIN: US6404911066

Primary SEDOL: 2630085

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director James C. "Jim" Borel	Mgmt	For	For
.2	Elect Director Jeffrey D. Capello	Mgmt	For	For
3	Elect Director Ronald D. Green	Mgmt	For	Withhold
	minimum expectation is that women sho Advisory Vote to Ratify Named			on the board. In developed markets, our For
	Executive Officers' Compensation			
		and the second second data at		walnust and stratching norformance torgets to
	which were detrimental to the long-term	ny should put in place ther bad faith actions n interests of its share	e a procedure which would on the part of any of its ex cholders, to ensure that any	

# **Netwealth Group Limited**

Meeting Date	: 11/20/2024 Country: Australia Meeting Type: Ar		Ticker: NWL Primary ISIN: AU000000NWL7	Primary SEDOL: BF52PL:
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance. Significan responsibilities of executive directors.	t salary increases shoul The remuneration repol l articulate how bonus p	nrly disclosed and include robust and stretco d be linked to material changes in the busi t does not articulate how executives perfor payments reflect prior year performance, as s.	ness or in the role and med against historic
3	Elect Kate Temby as Director	Mgmt	For	Against
			we have been unable to support a pay rela by the remuneration committee chair, we a	

# **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. 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.					
6	Approve the Increase in Non-Executive Directors' Aggregate Fee Pool	Mgmt	None	For		

# New World Development Company Limited

Meeting Date: 11/21/2024	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			
2a	Elect Doo Wai-Hoi, William as Director	Mgmt	For	Against			
	on the Board, support the Chairman, en	d should appoint a Lea sure orderly successio	d Independent Director to n process for the Chairma	establish appropriate checks and balances			
2b	Elect Cheng Chi-kong, Adrian as Director	Mgmt	For	Against			
	Voter Rationale: The board should inclue independence and objectivity.	de at least 33% indepe	endent non-executive direc	tors to ensure appropriate balance of			
2c	Elect Ma Siu-Cheung as Director	Mgmt	For	For			
	Voter Rationale: Nominees who also serve as executive officers at publicly listed companies are expected to hold no more than two external directorships to ensure they have sufficient time and energy to discharge their roles properly, particularly during unexpected company situations requiring substantial amounts of time.						
2d	Elect Cheng Kar-Shing, Peter as Director	Mgmt	For	Against			
	Voter Rationale: The board should inclue independence and objectivity.	de at least 33% indepe	endent non-executive direc	tors to ensure appropriate balance of			
2e	Elect Cheng Chi-Man, Sonia as Director	Mgmt	For	For			
		ve sufficient time and e		ies are expected to hold no more than two oles properly, particularly during unexpected			
2f	Elect Chan Johnson Ow as Director	Mgmt	For	For			
2g	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For			

# New World Development Company Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
4	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	Voter Rationale: Any issuance of share such issuance and not as a part of rou		nt to the market price should be approved porities.	by shareholders prior to
6	Approve Grant of Mandate to the Directors to Grant Options Under the Share Option Scheme	Mgmt	For	Against
			way the diverters of this may compromise	their independence and
		le. Incentive awards to ard strong performance.	executives should be clearly disclosed and On early termination, all share-based awa	include robust and
NextDC	ability to hold management accountab stretching performance targets to rew, pro-rated and tested for performance,	le. Incentive awards to ard strong performance.	executives should be clearly disclosed and On early termination, all share-based awa	include robust and
NextDC Meeting Date	ability to hold management accountab stretching performance targets to rew, pro-rated and tested for performance, Ltd.	le. Incentive awards to ard strong performance. including in the event o	executives should be clearly disclosed and On early termination, all share-based awa	include robust and

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Abstain
		report does not articula	nte how executives perform	business or in the role and responsibilities of ned against historic performance targets. The outlining forward-looking targets that
2	Elect Douglas Flynn as Director	Mgmt	For	For
3	Approve Increase in the Maximum Aggregate Annual Remuneration of Non-Executive Directors	Mgmt	None	For
4	Ratify Past Issuance of Placement Shares to Institutional Investors	Mgmt	For	For
5	Approve Grant of Performance Rights and Restricted Rights to Craig Scroggie	Mgmt	For	For

#### **NIB Holdings Limited**

2

2	11/07/2024 Country: Australia Meeting Type: Ani	nual	Ticker: NHF		
			Primary ISIN: AU000000NHF0	Primary SEDOL: B28ZM60	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	For	Abstain	
	executive directors. The remuneration r	eport does not articula	o material changes in the business or in the te how executives performed against histor performance, as well as outlining forward-	ic performance targets. The	
3	Elect Jacqueline Chow as	Mamt	For	Against	
3	Elect Jacqueline Chow as Director	Mgmt	For	Against	
3	Director Voter Rationale: In recent years, this is	not the first time that	For we have been unable to support a pay relat by the remuneration committee chair, we a	ed proposal at the	
3	Director Voter Rationale: In recent years, this is company. Due to ongoing concerns rega	not the first time that	we have been unable to support a pay relat	ed proposal at the	

Meeting Date: 10/21/2024	Country: Australia	Ticker: NCK	
	Meeting Type: Annual		
		Primary ISIN: AU000000NCK1	Primary SEDOL: B00VZV8

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

st
5

Voter Rationale: The audit committee should be fully independent and this directors membership could hamper the committees impartiality and effectiveness. The company should move towards a three-committee structure (audit, remuneration and nomination) in line with regional best practice, with independent board committees that report annually on their activities. We hold this nominee responsible for the lack of key committee(s). The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.

# Nick Scali Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Increase to Aggregate Fee Pool for Non-Executive Directors	Mgmt	For	For
4	Approve Issuance of Shares to Scali Consolidated Pty Limited	Mgmt	For	For

# Nippon Parking Development Co., Ltd.

Meeting Date: 10/24/2024	Country: Japan	<b>Ticker:</b> 2353	
	Meeting Type: Annual		
		Primary ISIN: JP3728000005	Primary SEDOL: 6583754

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 5.5	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
3	Appoint Statutory Auditor Hirano, Mitsuru	Mgmt	For	Against
	Voter Rationale: The Kansayaku statuto directors to ensure a robust system of c			ndent and work closely with the independent
4	Appoint Alternate Statutory Auditor Nakamura, Arisa	Mgmt	For	For
5	Approve Stock Option Plan	Mgmt	For	Against
	Voter Rationale: This plan does not effe targets that reward strong performance			oard should introduce stretching performance
6	Approve Accounting Transfers	Mgmt	For	For

#### Nishio Holdings Co., Ltd.

Meeting Date: 12/19/2024

Country: Japan Meeting Type: Annual Ticker: 9699

Primary ISIN: JP3657500009

Primary SEDOL: 6638320

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 126	Mgmt	For	For
2.1	Elect Director Nishio, Masashi	Mgmt	For	For
2.2	Elect Director Tonomura, Yoshihiro	Mgmt	For	For
2.3	Elect Director Yotsumoto, Kazuo	Mgmt	For	For
2.4	Elect Director Seo, Shinichi	Mgmt	For	For
2.5	Elect Director Nakakoji, Kumiyo	Mgmt	For	For
2.6	Elect Director Mitsuhashi, Sayuri	Mgmt	For	For

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

Meeting Date: 12/09/2024	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 4928	
		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
1.11	Elect Director Kuroda, Haruhi	Mgmt	For	For
1.12	Elect Director Kanagasaki, Emi	Mgmt	For	For

# Noevir Holdings Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.13	Elect Director Tomita, Mari	Mgmt	For	For
Norther	n Star Resources Limi	ted		
Meeting Date:	: 11/20/2024 Country: Australia Meeting Type: A		Ticker: NST	
			Primary ISIN: AU000000NST8	<b>Primary SEDOL:</b> 6717456
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
1	Voter Rationale: The remuneration con	mmittee should consider	For deferring a proportion of the annual cash hat the annual and long-term performance	bonus into shares which
1 2	Voter Rationale: The remuneration con	mmittee should consider	deferring a proportion of the annual cash	bonus into shares which
	Voter Rationale: The remuneration con would be more effective in retaining e. Approve Issuance of LTI Performance Rights to Stuart Tonkin	mmittee should consider xecutives and ensuring ti Mgmt	deferring a proportion of the annual cash hat the annual and long-term performance	<i>bonus into shares which e objectives are aligned.</i> Against
	Voter Rationale: The remuneration con would be more effective in retaining e. Approve Issuance of LTI Performance Rights to Stuart Tonkin Voter Rationale: Incentive awards to e	mmittee should consider xecutives and ensuring ti Mgmt	<i>deferring a proportion of the annual cash</i> <i>hat the annual and long-term performance</i> For	<i>bonus into shares which e objectives are aligned.</i> Against
2	Voter Rationale: The remuneration con would be more effective in retaining e. Approve Issuance of LTI Performance Rights to Stuart Tonkin Voter Rationale: Incentive awards to e reward strong performance. Approve Issuance of STI Performance Rights to Stuart	mmittee should consider xecutives and ensuring to Mgmt executives should be clea	deferring a proportion of the annual cash hat the annual and long-term performance For rly disclosed and include robust and stretc	bonus into shares which e objectives are aligned. Against ching performance targets to
2	Voter Rationale: The remuneration con would be more effective in retaining ex Approve Issuance of LTI Performance Rights to Stuart Tonkin Voter Rationale: Incentive awards to ex reward strong performance. Approve Issuance of STI Performance Rights to Stuart Tonkin Elect Michael Ashforth as	mmittee should consider xecutives and ensuring to Mgmt executives should be clea Mgmt	deferring a proportion of the annual cash hat the annual and long-term performance For r/y disclosed and include robust and stretc For	bonus into shares which e objectives are aligned. Against ching performance targets to For
2 3 4	Voter Rationale: The remuneration corwould be more effective in retaining environments of LTI Performance Rights to Stuart Tonkin Voter Rationale: Incentive awards to environments of Start Strong performance. Approve Issuance of STI Performance Rights to Stuart Tonkin Elect Michael Ashforth as Director Elect Sharon Warburton as Director Voter Rationale: In recent years, this is	mmittee should consider xecutives and ensuring to Mgmt executives should be clea Mgmt Mgmt Mgmt	deferring a proportion of the annual cash hat the annual and long-term performance For <i>rly disclosed and include robust and stretc</i> For For	bonus into shares which e objectives are aligned. Against ching performance targets to For For Against ated proposal at the

# Meeting Date: 12/13/2024 Country: USA Ticker: NTNX Meeting Type: Annual Primary ISIN: US67059N1081 Primary SEDOL: BYQBFT8

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Max de Groen	Mgmt	For	For
1b	Elect Director Steven J. Gomo	Mgmt	For	For
1c	Elect Director Mark Templeton	Mgmt	For	For

# Nutanix, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1d	Elect Director Craig Conway	Mgmt	For	For
1e	Elect Director Virginia Gambale	Mgmt	For	Against
	Voter Rationale: The Company should p minimum expectation is that women sh			e board. In developed markets, our
1f	Elect Director Brian Stevens	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have l for bringing in a new auditing firm.	had the same auditor fo	r a period of over 10 years sho	ould consider a plan or tender process
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	committee should not allow vesting of it should be clearly disclosed and include recruitment awards to executives should performance and drive shareholder valu would enable it, should it identify any fa	ncentive awards for sub robust and stretching p d be clearly disclosed an le over a sufficiently lor acts of manipulation of gers which were detrim	stantially below median perfor erformance targets to reward s nd include robust and stretchin g period of time. The compan reported indicators or other ba	strong performance. Retention or ng performance targets to reward strong y should put in place a procedure which
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

# **NWS Holdings Limited**

Meeting Date	: 11/22/2024 Country: Bern Meeting Type		<b>Ticker:</b> 659	
			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 Lam Jim as Director	Mgmt	For	For
	support the Chairman, ensure ord	erly succession process for t	t Director to establish appropriate checks he Chairman, and act as a point of contac pannels of communication through the boa	t for shareholders,
3b	Elect Tsang On Yip, Patrick as Director	Mgmt	For	Against
	independence and objectivity. Nor	ninees who also serve as exe os to ensure they have suffi	ndent non-executive directors to ensure a ecutive officers at publicly listed companie cient time and energy to discharge their n ecurts of time	s are expected to hold no

# **NWS Holdings Limited**

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3c	Elect William Junior Guilherme Doo as Director	Mgmt	For	Against
	Voter Rationale: The board should incluindependence and objectivity.Nominees more than two external directorships to during unexpected company situations	s who also serve as exect ensure they have suffice	utive officers at publicly listed ient time and energy to discha	companies are expected to hold no
3d	Elect Lee Yiu Kwong, Alan as Director	Mgmt	For	Against
	Voter Rationale: The board should inclu independence and objectivity. The audi committee's impartiality and effectivene hamper the committee's impartiality an membership could hamper the committ	it committee should be f ess. The remuneration co d effectiveness. The nor	ully independent and this direct committee should be independen nination committee should be	ctor's membership could hamper the ent and this director's membership could
3е	Elect Oei Wai Chi Grace Fung as Director	Mgmt	For	For
3f	Elect Chan Ka Keung, Ceajer 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	Against
	Voter Rationale: Companies that have l bringing in a new auditing firm, ideally		a long period of time should of	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 circumstances only and fully justified by		thout pre-emption rights shou	ld 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 circumstances only and fully justified by		thout pre-emption rights shou	ld be undertaken in exceptional
	Approve Change of Company	Mgmt	For	For

# **Obara Group, Inc.**

Meeting Date: 12/19/2024	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

#### **Open House Group Co., Ltd.**

Meeting Date: 12/25/2024

Country: Japan Meeting Type: Annual Ticker: 3288

Primary ISIN: JP3173540000

Primary SEDOL: BD3D170

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
		Toponene		
1	Approve Allocation of Income, with a Final Dividend of JPY 83	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 estab objectivity.	lish one-third board ind	dependence to ensure ap	ppropriate balance of independence and
2.3	Elect Director Wakatabi, Kotaro	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	dependence to ensure ap	ppropriate balance of independence and
2.4	Elect Director Fukuoka, Ryosuke	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	dependence to ensure ap	ppropriate balance of independence and
2.5	Elect Director Munemasa, Hiroshi	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	dependence to ensure ap	ppropriate balance of independence and
2.6	Elect Director Kikuchi, Kenta	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	dependence to ensure ap	ppropriate balance of independence and
2.7	Elect Director Ishimura, Hitoshi	Mgmt	For	Against
	Voter Rationale: The board should estab objectivity.	lish one-third board ind	dependence to ensure ap	ppropriate balance of independence and
2.8	Elect Director Omae, Yuko	Mgmt	For	For
2.9	Elect Director Kotani, Maoko	Mgmt	For	For
3.1	Appoint Statutory Auditor Koyama, Megumi	Mgmt	For	Against
	Voter Rationale: The Kansayaku statuto directors to ensure a robust system of o			ndent and work closely with the independent
3.2	Appoint Statutory Auditor Matsumoto, Koichi	Mgmt	For	For
3.3	Appoint Statutory Auditor Sasaki, Shoko	Mgmt	For	For
4	Appoint Alternate Statutory Auditor Mabuchi, Akiko	Mgmt	For	For

#### **Oracle Corporation**

Meeting Date: 11/14/2024

Country: USA Meeting Type: Annual Ticker: ORCL

Primary ISIN: US68389X1054

Primary SEDOL: 2661568

Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Awo Ablo	Mgmt	For	For
1.2	Elect Director Jeffrey S. Berg	Mgmt	For	Withhold
	Voter Rationale: The average board tend board refreshment and succession pland concerning and raises questions about a committee to adopt a policy ideally prohi	ning. We are holding thi udit committee effective	s director responsible. The la eness in carrying out its risk o	ack of a robust anti-pledging policy is oversight function. We encourage the
1.3	Elect Director Michael J. Boskin	Mgmt	For	Withhold
	Voter Rationale: The average board tenu board refreshment and succession plann concerning and raises questions about a committee to adopt a policy ideally prohi	ning. We are holding thi udit committee effective	s director responsible. The la eness in carrying out its risk o	ack of a robust anti-pledging policy is oversight function. We encourage the
1.4	Elect Director Safra A. Catz	Mgmt	For	For
1.5	Elect Director Bruce R. Chizen	Mgmt	For	Withhold
	Voter Rationale: The average board tend board refreshment and succession plann number of directorships and ensure they unexpected company situations requiring raises questions about audit committee e a policy ideally prohibiting or severely re-	ning. We are holding this have sufficient time and substantial amounts c effectiveness in carrying	s director responsible. Direct d energy to discharge their ro f time. The lack of a robust a g out its risk oversight functio.	ors are expected to hold only a small ole properly, particularly during inti-pledging policy is concerning and n. We encourage the committee to adop
1.6	Elect Director George H. Conrades	Mgmt	For	For
1.7	Elect Director Lawrence J. Ellison	Mgmt	For	For
1.8	Elect Director Rona A. Fairhead	Mgmt	For	Withhold
	Voter Rationale: The lack of a robust and carrying out its risk oversight function. V pledging of company shares by executiv	Ve encourage the comm		
1.9	Elect Director Jeffrey O. Henley	Mgmt	For	For
1.10	Elect Director Charles W. Moorman	Mgmt	For	For
1.11	Elect Director Leon E. Panetta	Mgmt	For	For

# **Oracle Corporation**

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.12	Elect Director William G. Parrett	Mgmt	For	For
1.13	Elect Director Naomi O. Seligman	Mgmt	For	For
	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: All exceptional awar	ds should be clearly linke	d to performance and demonstra	te shareholder value creation in
	Voter Rationale: All exceptional awar addition to and above that expected Ratify Ernst & Young LLP as Auditors			te shareholder value creation in For
	addition to and above that expected Ratify Ernst & Young LLP as	of directors as a normal pa Mgmt e had the same auditor fo	art of their jobs. For	For
	addition to and above that expected Ratify Ernst & Young LLP as Auditors Voter Rationale: Companies that hav	of directors as a normal pa Mgmt e had the same auditor fo	art of their jobs. For	For

#### **ORLEN SA**

Meeting Date: 12/02/2024	Country: Poland Meeting Type: Special	Ticker: PKN	
		Primary ISIN: PLPKN0000018	Primary SEDOL: 5810066

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Open Meeting	Mgmt		
2	Elect Meeting Chairman	Mgmt	For	For
3	Acknowledge Proper Convening of Meeting	Mgmt		
4	Approve Agenda of Meeting	Mgmt	For	For
5	Elect Members of Vote Counting Commission	Mgmt	For	For
6	Assert Compensation Claims Against Former Management Board Members in Connection with the Misconduct	Mgmt	For	For
7	Amend Statute Re: Supervisory Board	Mgmt	For	Against
	Voter Rationale: Changes in company's	articles or by-laws sho	uld not erode shareholder ri	ights.
8	Approve Consolidated Text of Statute	Mgmt	For	Against
	Voter Rationale: Changes in company's	articles or by-laws sho	uld not erode shareholder ri	ights.
9	Approve Disposal of Organized Part of Enterprise	Mgmt	For	For

# **ORLEN SA**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Close Meeting	Mgmt		

#### **Paladin Energy Ltd**

Meeting Date: 11/29/2024	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	For
2	Elect Peter Main as Director	Mgmt	For	For
3	Elect Peter Watson as Director	Mgmt	For	For

#### Palo Alto Networks, Inc.

Meeting Date: 12/10/2024	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 John Key	Mgmt	For	For
	Voter Rationale: -			
1b	Elect Director Mary Pat McCarthy	Mgmt	For	For
1c	Elect Director Nir Zuk	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have for bringing in a new auditing firm.	had the same auditor i	for a period of over 10 years show	uld consider a plan or tender process
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	Voter Rationale: We support an annual	say on pay frequency.		
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Voter Rationale: Long-term incentive awards should not be allowed to vest within 3 years since the date of grant. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

#### Palo Alto Networks, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Amend Omnibus Stock Plan	Mgmt	For	For
	event of a change of control. Incenti should be eliminated. The company s manipulation of reported indicators c	ve plan features that allow should put in place a proce or other bad faith actions o	for loans to exercise options a edure which would enable it, si n the part of any of its executi	tested for performance, including in the are inconsistent with good practice and hould it identify any facts of ive directors and other key managers ds wrongfully obtained in such manner
6	Report on Climate Risk in Retirement Plan Options	SH	Against	Against
	Voter Rationale: At this time, we bel	eve management and the	board are adequately consider	ring attendant material risks and

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

# **Parker-Hannifin Corporation**

Meeting Date: 10/23/2024	Country: USA	Ticker: PH	
	Meeting Type: Annual		
		Primary ISIN: US7010941042	Primary SEDOL: 2671501

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Denise Russell Fleming	Mgmt	For	For
1b	Elect Director Lance M. Fritz	Mgmt	For	For
1c	Elect Director Linda A. Harty	Mgmt	For	For
1d	Elect Director Kevin A. Lobo	Mgmt	For	For
1e	Elect Director Jennifer A. Parmentier	Mgmt	For	For
1f	Elect Director E. Jean Savage	Mgmt	For	For
1g	Elect Director Joseph Scaminace	Mgmt	For	For
1h	Elect Director Laura K. Thompson	Mgmt	For	For
1i	Elect Director James R. Verrier	Mgmt	For	For
1j	Elect Director James L. Wainscott	Mgmt	For	For

# **Parker-Hannifin Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Compensation Voter Rationale: Retention or recruitment awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control. The remuneration committee should not allow vesting of incentive awards for substantially below median performance. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.					
3	Ratify Deloitte & Touche LLP as Auditors Voter Rationale: Companies who have I	Mgmt had the same auditor fo	For or a period of over 10 years	For should consider a plan or tender process		
5	Auditors			-		

#### Paychex, Inc.

Meeting Date: 10/10/2024	Country: USA Meeting Type: Annual	Ticker: PAYX		
		Primary ISIN: US7043261079	Primary SEDOL: 2674458	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1a	Elect Director Martin Mucci	Mgmt	For	For		
1b	Elect Director Thomas F. Bonadio	Mgmt	For	For		
1c	Elect Director Joseph G. Doody	Mgmt	For	For		
1d	Elect Director John B. Gibson	Mgmt	For	For		
1e	Elect Director B. Thomas Golisano	Mgmt	For	Against		
	Voter Rationale: The average board ten board refreshment and succession plan			t average, raising concerns regarding		
1f	Elect Director Pamela A. Joseph	Mgmt	For	Against		
	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.					
1g	Elect Director Theresa M. Payton	Mgmt	For	For		
1h	Elect Director Kevin A. Price	Mgmt	For	For		
	Elect Director Joseph M. Tucci	Mgmt	For	Against		

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.

# Paychex, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1j	Elect Director Joseph M. Velli	Mgmt	For	For
1k	Elect Director Kara Wilson	Mgmt	For	For
2	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. Long-term incentive awards should not be allowed to vest within 3 years since the date of grant. Retention or recruitment awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance and drive shareholder value over a sufficiently long period of time. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For

Voter Rationale: Companies who have had the same auditor for a period of over 10 years should consider a plan or tender process for bringing in a new auditing firm.

#### **Paylocity Holding Corporation**

Meeting Date: 12/05/2024	Country: USA	Ticker: PCTY	
	Meeting Type: Annual		
		Primary ISIN: US70438V1061	Primary SEDOL: BKM4N88

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 Craig A. Conway	Mgmt	For	For
1.5	Elect Director Robin L. Pederson	Mgmt	For	For
1.6	Elect Director Andres D. Reiner	Mgmt	For	Withhold
	Voter Rationale: The Company should p minimum expectation is that women sh			the board. In developed markets, our

	r	· · · · · · · · · · · · · · · · · · ·		
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

## **Paylocity Holding Corporation**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.10	Elect Director Toby J. Williams	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have a for bringing in a new auditing firm.	had the same auditor fo	r a period of over 10 years s	should consider a plan or tender process
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

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. 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.

#### **PDD Holdings Inc.**

Meeting Date: 12/20/2024	Country: Cayman Islands Meeting Type: Annual	Ticker: PDD	
		Primary ISIN: US7223041028	Primary SEDOL: BYVW0F7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt		
1	Elect Director Lei Chen	Mgmt	For	For
2	Elect Director Jiazhen Zhao	Mgmt	For	For
3	Elect Director Anthony Kam Ping Leung	Mgmt	For	For
	Voter Rationale: The board should have approve the auditors annually.	majority of the direct	ors be independent.Shareholde	ers should be given the opportunity to
4	Elect Director Haifeng Lin	Mgmt	For	For
5	Elect Director Ivonne M.C.M. Rietjens	Mgmt	For	For
6	Elect Director George Yong-Boon Yeo	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. Given the recent updates to the board, we will keep this matter under review. Shareholders should be given the opportunity to approve the auditors annually.

#### **Perimeter Solutions, SA**

Meeting Date: 11/20/2024	Country: Luxembourg Meeting Type: Extraordinary Shareholders	Ticker: PRM	
		Primary ISIN: LU2391723694	Primary SEDOL: BP8KZH8

#### **Perimeter Solutions, SA**

1 2 3 Perpetua Meeting Date: 1	Change Jurisdiction of Incorporation from Luxembourg to Delaware Approve Proposed Charter Approve Delegation of Powers <b>Limited</b> 0/17/2024 <b>Country:</b> Australia <b>Meeting Type:</b> Anr	Mgmt Mgmt Mgmt	For For For Ticker: PPT Primary ISIN: AU000000PPT9	For For For
<sup>3</sup> Perpetua	Approve Delegation of Powers  I Limited  .0/17/2024 Country: Australia	Mgmt	For Ticker: PPT	
Perpetua	al Limited		Ticker: PPT	For
-	.0/17/2024 <b>Country:</b> Australia	nual		
Meeting Date: 1	· · ·	nual		
			Drimowy TCTN: ALIOOOOODDTO	
			Prindry ISIN: AU00000PP19	Primary SEDOL: 6682394
Proposal Number 1	Proposal Text Approve Remuneration Report	<b>Proponent</b> Mgmt	Mgmt Rec For	Vote Instruction Against
1	Voter Rationale: Incentive awards to exe reward strong performance. The remune targets. The board should articulate how that underpin long-term incentive plans.	ecutives should be clea eration report does no / bonus payments refi The long-term incent nce criteria that reflea	arly disclosed and include robust and stretc t articulate how executives performed agai ect prior year performance, as well as outli ive plan is linked to a single performance ta t both absolute and relative financial metric	hing performance targets to nst historic performance ning forward-looking targets arget. Companies should
2	Elect Mona Aboelnaga Kanaan as Director	Mgmt	For	Against
			we have been unable to support a pay rela by the remuneration committee chair, we a	
3	Elect Philip Wagstaff as Director	Mgmt	For	For
4	Elect Paul Ruiz as Director	Mgmt	For	Against

Remuneration Committee and problematic pay practices have been identified resulting in misaligned remuneration arrangements with poor company performance and shareholder value destruction. A qualified vote FOR the election of Philip Wagstaff (Item 3) is warranted. He is a newly appointed independent director effective 1 November 2023. The qualification is to raise some concerns that he is a member of the People & Remuneration Committee and problematic pay practices are noted. A vote AGAINST the election of Paul Ruiz (Item 4) is warranted. He is a member of the Audit, Risk & Compliance Committee and will be appointed as chair following the 2024 AGM. Concerns are noted that he was a former audit partner at KPMG until 2016 and KPMG have been the company's auditor since 1991. A vote AGAINST the election of the non-board endorsed nominee, Rodney Forrest (Item 5) is warranted. The company discloses that the board has considered Mr Forrest's skills and experience and his appointment is not supported.

## **Perpetual Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Elect Rodney Forrest as Director	SH	Against	Against

Voter Rationale: A vote AGAINST the re-election of Mona Aboelnaga Kanaan (Item 2) is warranted. She is a member of the People & Remuneration Committee and problematic pay practices have been identified resulting in misaligned remuneration arrangements with poor company performance and shareholder value destruction. A qualified vote FOR the election of Philip Wagstaff (Item 3) is warranted. He is a newly appointed independent director effective 1 November 2023. The qualification is to raise some concerns that he is a member of the People & Remuneration Committee and problematic pay practices are noted. A vote AGAINST the election of Paul Ruiz (Item 4) is warranted. He is a member of the Audit, Risk & Compliance Committee and will be appointed as chair following the 2024 AGM. Concerns are noted that he was a former audit partner at KPMG until 2016 and KPMG have been the company's auditor since 1991. A vote AGAINST the election of the non-board endorsed nominee, Rodney Forrest (Item 5) is warranted. The company discloses that the board has considered Mr Forrest's skills and experience and his appointent is not supported.

6	Approve Grant of Performance Rights to Bernard Reilly	Mgmt	For	For
	Voter Rationale: The long-term incentive p multiple performance criteria that reflect b should stagger vesting to reward progress	oth absolute and r	elative financial metrics ra	Companies should base vesting levels on ther than a single performance criterion, and
7	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For

#### **Perseus Mining Limited**

Meeting Date: 11/22/2024	Country: Australia Meeting Type: Annual	Ticker: PRU	
		Primary ISIN: AU000000PRU3	Primary SEDOL: B02FBC1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Remuneration Report	Mgmt	For	Against	
	Voter Rationale: On early termination, 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.				
2	Elect Amber Banfield as Director	Mgmt	For	For	
3	Elect Daniel Lougher 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.				
4	Elect Rick Menell as Director	Mgmt	For	For	
5	Approve Issuance of Performance Rights to Jeffrey Quartermaine	Mgmt	For	Against	
	Voter Rationale: On early termination,	all share-based award	ls should be time pro-rated a	and tested for performance, including in the	

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in th event of a change of control.

## **Perseus Mining Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For

## PetIQ, Inc.

Meeting Date: 10/22/2024 Country: USA Meeting Type: Spe		Special	Ticker: PETQ		
			<b>Primary ISIN:</b> US71639T1060	Primary SEDOL: BDH65C8	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Merger Agreement	Mgmt	For	For	
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against	
	Voter Rationale: A vote AGAINST this proposal is warranted. The CEO's cash severance provision was amended in connection with the merger to provide enhanced benefits that are excessive (greater than three times base salary and target bonus). In addition, equity incentives are single trigger, and performance-based equity will be deemed earned at maximum performance.				
3	Adjourn Meeting	Mgmt	For	For	
PEXA G	oup Limited				

Meeting Date: 11/15/2024	Country: Australia	Ticker: PXA	
	Meeting Type: Annual		
		Primary ISIN: AU0000158594	Primary SEDOL: BMD0W13

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Mark Joiner as Director	Mgmt	For	For
3	Elect Vivek Bhatia as Director	Mgmt	For	For
4	Elect Georgina Lynch 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.

6	Approve Grant of Performance Rights to Glenn King	Mgmt	For	For
7	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For

## **PEXA Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8	Approve PEXA Group Ltd Equity Incentive Plan	Mgmt	For	For

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

Meeting Date: 10/29/2024	Country: China Meeting Type: Extraordinary Shareholders	Ticker: 2328	
		Primary ISIN: CNE100000593	Primary SEDOL: 6706250

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Interim Profit Distribution Plan	Mgmt	For	For
2	Elect Gong Xinyu as Director	Mgmt	For	For

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

		Country: China Meeting Type: Extraoro	dinary Shareholders	<b>Ticker:</b> 2328 s		
				Primary ISIN: CNE100000593	Primary SEDOL: 6706250	
Proposal Number	Proposal Text		Proponent	Mgmt Rec	Vote Instruction	
1	Elect Ding Xiango	un as Director	Mgmt	For	For	

#### **Pilbara Minerals Ltd.**

Meeting Date: 11/26/2024	Country: Australia	Ticker: PLS	
	Meeting Type: Annual		
		Primary ISIN: AU000000PLS0	Primary SEDOL: B2368L5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	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 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.

## Pilbara Minerals Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Kathleen Conlon as Director	Mgmt	For	For
3	Elect Miriam Stanborough as Director	Mgmt	For	For
4	Approve Issuance of Additional FY24 LTI Performance Rights to Dale Henderson	Mgmt	For	Against
	Voter Rationale: The terms of incentive schen incentive schemes should be subject to share and tested for performance, including in the	eholder approval. On ea	arly termination, all share-based awards sh	
5	Approve Issuance of FY25 LTI Performance Rights to Dale Henderson	Mgmt	For	Against

Voter Rationale: On early termination, all share-based awards should be time pro-rated and tested for performance, including in the event of a change of control.

#### Pinnacle Investment Management Group Limited

Meeting Date: 10/25/2024	Country: Australia Meeting Type: Annual	Ticker: PNI	
		Primary ISIN: AU000000PNI7	Primary SEDOL: BD0F7H1

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

За	Elect Christa Lenard as Director	Mgmt	For	For
3b	Elect Deborah Beale 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.

3с	Elect Andrew Chambers as Director	Mgmt	For	For
4	Approve Renewal of Omnibus Incentive Plan	Mgmt	None	Against

Voter Rationale: Incentive plan features that allow for loans to exercise options are inconsistent with good practice and should be eliminated. Share options should not be granted to non-executive directors as this may compromise their independence and ability to hold management accountable.

# Pinnacle Investment Management Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Issuance of Shares to Andrew Chambers Under the Omnibus Incentive Plan	Mgmt	For	Against
	Voter Rationale: Incentive plan feature. eliminated.	s that allow for loans to	exercise options are incons	istent with good practice and should be

## **PKSHA** Technology, Inc.

Meeting Date: 12/20/2024	Country: Japan Meeting Type: Annual	Ticker: 3993	
		Primary ISIN: JP3780050005	Primary SEDOL: BF1CV17

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Uenoyama, Katsuya	Mgmt	For	Abstain
	Voter Rationale: The Company should p minimum expectation is that women sho			on the board. In developing markets, our
1.2	Elect Director Mizutani, Takehiko	Mgmt	For	For
1.3	Elect Director Yoshida, Yukihiro	Mgmt	For	For
2.1	Elect Director and Audit Committee Member Fujioka, Daisuke	Mgmt	For	For
2.2	Elect Director and Audit Committee Member Shimomura, Masayuki	Mgmt	For	For
2.3	Elect Director and Audit Committee Member Sato, Yusuke	Mgmt	For	For

#### **Pluxee NV**

Meeting Date: 12/18/2024	Country: Netherlands	Ticker: PLX	
	Meeting Type: Annual		
		Primary ISIN: NL0015001W49	Primary SEDOL: BPK85C5

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt		
1	Open Meeting	Mgmt		
2a	Receive Board Report (Non-Voting)	Mgmt		

## **Pluxee NV**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction			
2b	Approve Remuneration Report	Mgmt	For	Against			
	reward strong performance. Long-term Companies should consider extending v an additional holding or deferral period facts of manipulation of reported indica	incentive awards shou resting periods for long The company should tors or other bad faith	ld not be allowed to vest with -term incentive plans to 5 ye put in place a procedure whic actions on the part of any of	ars or longer or as a minimum introduce ch would enable it, should it identify any			
2c	Adopt Financial Statements and Statutory Reports	Mgmt	For	For			
	Voter Rationale: Shareholders should h	ter Rationale: Shareholders should have the right to elect directors annually in order to hold them to account.					
3a	Receive Explanation on Company's Dividend Policy	Mgmt					
3b	Approve Dividends	Mgmt	For	For			
4a	Approve Discharge of Executive Directors	Mgmt	For	For			
4b	Approve Discharge of Non-Executive Directors	Mgmt	For	For			
5	Authorize Repurchase of Shares	Mgmt	For	For			
6	Ratify PricewaterhouseCoopers Accountants N.V. (PwC) as Auditors	Mgmt	For	For			
7	Close Meeting	Mgmt					

## **Polynovo Limited**

Meeting Date:	10/28/2024 Country: Austr Meeting Type:		Ticker: PNV	
			Primary ISIN: AU000000PNV0	Primary SEDOL: BSJBZM6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Andrew Lumsden as Director	Mgmt	For	For
2	event of a change of control. The re	emuneration report does no	For should be time pro-rated and tested for pe t articulate how executives performed aga ct prior year performance, as well as outlin	inst historic performance

targets. The board should articulate now bonus payments reflect prior year performance, as well as outlining forward-looking targets that underpin long-term incentive plans. The long-term incentive plan is linked to a single performance target. Companies should base vesting levels on multiple performance criteria that reflect both absolute and relative financial metrics rather than a single performance criterion, and should stagger vesting to reward progressively better performance. The remuneration committee should consider deferring a proportion of the annual cash bonus into shares which would be more effective in retaining executives and ensuring that the annual and long-term performance objectives are aligned.

Mgmt

3

For

For

#### Powszechna Kasa Oszczednosci Bank Polski SA

Meeting Date: 12/09/2024

Country: Poland Meeting Type: Special Ticker: PKO

Primary ISIN: PLPKO000016

Primary SEDOL: B03NGS5

roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Management Proposals	Mgmt		
1	Open Meeting	Mgmt		
2	Elect Meeting Chairman	Mgmt	For	For
3	Acknowledge Proper Convening of Meeting	Mgmt		
4	Approve Agenda of Meeting	Mgmt	For	For
	Shareholder Proposals Submitted by OFE PZU Zlota Jesien, Nationale-Nederlanden OFE, and Generali OFE	Mgmt		
5	Amend Statute Re: Supervisory Board	SH	For	Against
	Voter Rationale: A vote AGAINST is wa	rranted because the pro	posed amendment may limit t	the rights of shareholders.
6.1	Recall Supervisory Board Member	SH	None	Against
	Voter Rationale: Companies should pro informed vote.	vide sufficient informatic	on well in advance of the mee	ting to enable shareholders to cast an
6.2	Elect Supervisory Board Member	SH	None	Against
	Voter Rationale: Companies should pro informed vote.	vide sufficient informatio	on well in advance of the mee	ting to enable shareholders to cast an
7	Approve Collective Suitability Assessment of Supervisory Board Members	SH	None	Against
	Voter Rationale: Companies should pro informed vote.	vide sufficient informatic	on well in advance of the mee	ting to enable shareholders to cast an
8	Approve Decision on Covering Costs of Convocation of EGM	SH	None	Against
	Voter Rationale: Companies should pro informed vote.	vide sufficient informatio	on well in advance of the mee	ting to enable shareholders to cast an
	Management Proposals	Mgmt		
9	Close Meeting	Mgmt		

## **Premier Investments Limited**

Meeting Date: 12/13/2024	Country: Australia Meeting Type: Annual	Ticker: PMV	
		Primary ISIN: AU000000PMV2	Primary SEDOL: 6699781

#### **Premier Investments Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
3a	Elect Sally Herman as Director	Mgmt	For	Against
	Voter Rationale: The audit committee s impartiality and effectiveness.	hould be fully indeper	ndent and this directors me	embership could hamper the committees
3b	Elect Sylvia Falzon as Director	Mgmt	For	For
3c	Elect Andrea Weiss as Director	Mgmt	For	For
4	Approve Cancellation of Forfeited Shares	Mgmt	For	For

## Premier, Inc.

Meeting Date: 12/06/2024	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 Richard J. Statuto	Mgmt	For	For		
1.2	Elect Director Ellen C. Wolf	Mgmt	For	For		
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.					
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. Incentive awards to executives should be clearly disclosed and include robust and stretching performance. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good					

performance. A larger percentage of the practice.

#### **Pressance Corp.**

Meeting Date: 12/20/2024

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 Harada, Masanori	Mgmt	For	Against		
	Voter Rationale: The Company should p minimum expectation is that women sho			the board. In developing markets, our		
1.2	Elect Director Doi, Yutaka	Mgmt	For	Against		
	Voter Rationale: The board should estable objectivity.	blish one-third board inc	lependence to ensure appro	opriate balance of independence and		
1.3	Elect Director Hirano, Kenichi	Mgmt	For	Against		
	Voter Rationale: The board should estat objectivity.	blish one-third board ind	lependence to ensure appro	opriate balance of independence and		
1.4	Elect Director Tajikawa, Junichi	Mgmt	For	Against		
	Voter Rationale: The board should estat objectivity.	blish one-third board inc	lependence to ensure appro	opriate balance of independence and		
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	Mgmt	For	Against		
	Voter Rationale: The board should estable objectivity.	blish one-third board ind	lependence to ensure appro	opriate balance of independence and		
2.1	Elect Director and Audit Committee Member Abiko, Toshihiro	Mgmt	For	For		
2.2	Elect Director and Audit Committee Member Sakatani, Yoshihiro	Mgmt	For	Against		
	Voter Rationale: The board should estal objectivity. The audit committee should independent.					
2.3	Elect Director and Audit Committee Member Nishioka, Keiko	Mgmt	For	For		

# **Primo Water Corporation**

Meeting Date: 11/04/2024	Country: Canada	Ticker: PRMW	
	Meeting Type: Special		
		Primary ISIN: CA74167P1080	Primary SEDOL: BLKVVX9

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

#### PRIO SA

Meeting Date: 10/25/2024

Country: Brazil Meeting Type: Extraordinary Shareholders

Ticker: PRIO3

Primary ISIN: BRPRIOACNOR1 Primary SEDOL: BYY0144 Proposal Mgmt Vote Number Proposal Text Rec Instruction Proponent 1 Rectify Remuneration of Mgmt For For Company's Management for 2024 **PRIO SA** Meeting Date: 12/20/2024 Country: Brazil Ticker: PRIO3 Meeting Type: Extraordinary Shareholders

Primary ISIN: BRPRIOACNOR1

Primary SEDOL: BYY0144

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Article 5 to Reflect Changes in Capital	Mgmt	For	For
2	Approve Change in Authorized Capital and Amend Article 8 Accordingly	Mgmt	For	For
3	Amend Article 12	Mgmt	For	For
4	Amend Article 13	Mgmt	For	For
5	Amend Article 16	Mgmt	For	For
6	Amend Article 22	Mgmt	For	For
7	Amend Article 24	Mgmt	For	For
8	Amend Article 29	Mgmt	For	For
9	Amend Article 33	Mgmt	For	For
10	Amend Article 36	Mgmt	For	For
11	Amend Article 37	Mgmt	For	For
12	Amend Articles	Mgmt	For	For
13	Consolidate Bylaws	Mgmt	For	For

#### **Pro Medicus Limited**

Meeting Date: 11/25/2024	Country: Australia	Ticker: PME	
	Meeting Type: Annual		
		Primary ISIN: AU000000PME8	Primary SEDOL: 6292782

#### **Pro Medicus Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
3.1	Elect Alice Williams as Director	Mgmt	For	For
3.2	Elect Peter Kempen as Director	Mgmt	For	For
4	Approve Issuance of Securities under the Pro Medicus Limited Long-Term Incentive Plan	Mgmt	For	For

## **PWR Holdings Limited**

Meeting Date: 10/18/2024	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 remuneration re board should articulate how bonus payn underpin long-term incentive plans. The of manipulation of reported indicators of	eport does not articula nents reflect prior yea company should put other bad faith action	ate how executives performed r performance, as well as out in place a procedure which w ns on the part of any of its ex	siness or in the role and responsibilities of d against historic performance targets. The tlining forward-looking targets that would enable it, should it identify any facts executive directors and other key managers unds wrongfully obtained in such manner
2	Elect Kristen Podagiel as Director	Mgmt	For	For
3	Elect Jason Conroy as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Kees Weel	Mgmt	For	For

## **Qantas Airways Limited**

	-		Ticker: QAN		
· · · · · · · · · · · · · · · · · · ·		Primary ISIN: AU000000QAN2	Primary SEDOL: 6710347		
Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
	Meeting Type	Meeting Type: Annual	Meeting Type: Annual Primary ISIN: AU000000QAN2 Mgmt		

Voter Rationale: Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time.

# **Qantas Airways Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2b	Elect Nora Scheinkestel as Director	Mgmt	For	For
2c	Elect Antony Tyler as Director	Mgmt	For	Against
	record of John Mullen as an experience as Chair of Telstra Group Limited and h transportation, infrastructure and logist Mullen to clarify his proposed timeline t	ited, Treasury Wine Est idered to be overboarde d and respected non-ex is current role as Chair ics would be highly valu o reduce outside board s warranted. No materia ny Tyler (Item 2c) is wa s accountable for failure	ates Limited), and director or d. * Some shareholders may ecutive Chair of ASX-listed co at Brambles Limited. * Mr Mu vable to the board of Qantas. commitments to ensure over commitments to ensure over l concerns are identified rega mranted. Mr Tyler has served s of governance, board and i	n one NYSE-listed board (Brookfield place greater weight to the proven track pmpany boards, notably his previous role Illen's substantial experience in Accordingly, shareholders may seek Mr rbording concerns are removed. A vote arding board and committee composition. I on the Qantas board for six years and risk oversight and fiduciary duties
3	Approve Participation of Vanessa Hudson in the Long Term Incentive Plan	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance. Retirement independence and ability to hold mana against historic performance targets. Th outlining forward-looking targets that u enable it, should it identify any facts of	t benefits should not be gement accountable. Th he board should articula nderpin long-term incer manipulation of reporte gers which were detrim	granted to non-executive di e remuneration report does i te how bonus payments refle tive plans. The company sho d indicators or other bad fail	not articulate how executives performed ect prior year performance, as well as puld put in place a procedure which would
5	Approve Renewal of Proportional Takeover Provisions in the	Mgmt	For	For
	Qantas Constitution			

# **Qube Holdings Limited**

Meeting Date: 11/21/2024	Country: Australia Meeting Type: Annual	Ticker: QUB	
		Primary ISIN: AU000000QUB5	Primary SEDOL: B1L4BC6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Jillian Hoffmann as Director	Mgmt	For	For
2	Elect James Fazzino as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo board should articulate how bonus payn underpin long-term incentive plans.			d against historic performance targets. The outlining forward-looking targets that
4	Approve Issuance of Securities under Qube's Equity Plans	Mgmt	For	For

## **Qube Holdings Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Grant of STI Rights under the STI Plan to Paul Digney	Mgmt	For	For
6	Approve Issuance of Performance Rights under the LTI Plan to Paul Digney	Mgmt	For	For

*Voter Rationale: A vote FOR the grant of FY24 STI rights to the MD Paul Digney is warranted. The STI rights represents 50 percent deferral of the FY24 STI outcome for the MD and is consistent with market practice. STI bonuses are sufficiently consistent with improved company and shareholder results. A qualified vote FOR the grant of FY25 LTI performance rights to the MD is warranted. The structure of the grant remains unchanged from the prior year and is sufficiently consistent with shareholder interests. The qualification is raised to highlight the following concerns: \* The dollar quantum of the MD's FY25 LTI grant has been increase by 40.1 percent to \$2,367,582, precipitated by increases in both his maximum LTI opportunity, and fixed remuneration, with insufficient justification or appropriate increases in the rigor of targets. His opportunity is significantly above peer medians, being 1.4 and 1.3 times the median of ASX 76-100 and ISS-selected peers. \* The 5-10 percent EPSA performance range appears to lack sufficient rigor, given underlying EPSA growth was 13.1 percent in FY24, 28.3 percent in FY23, and 26.2 percent in FY22. \* The three-year periods of four or more years. \* Dividends on unvested shares paid during the performance period of the rights is not in line with better market practice, given there is no present entitlement to the shares or dividends during the performance period of the rights and the shares are not owned.* 

7	Approve Provision of Financial Assistance	Mgmt	For	For	

#### **R1 RCM Inc.**

Meeting Date: 11/14/2024	Country: USA Meeting Type: Special	Ticker: RCM	
		Primary ISIN: US77634L1052	Primary SEDOL: BP2S437

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

#### **Raia Drogasil SA**

Meeting Date: 11/06/2024 Country: Brazil Meeting Type: Extract		ountry: Brazil Ieeting Type: Extraordinary Sharehold	Ticker: RADL3 ers	
			Primary ISIN: BRRADLACNOR0	Primary SEDOL: B7FQV64
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Restricted Sto Approved at the Sept 2020 EGM		For	Against

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance.

#### **Ramelius Resources Limited**

Meeting Date: 11/21/2024	Meeting	Date:	11/21/2024	
--------------------------	---------	-------	------------	--

Country: Australia Meeting Type: Annual Ticker: RMS

Primary ISIN: AU00000RMS4

Primary SEDOL: 6586872

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Elect Robert Scott Vassie as Director	Mgmt	For	For
3	Approve Grant of Performance Rights to Mark William Zeptner	Mgmt	For	For
4	Approve Increase to Non-Executive Director Fee Pool	Mgmt	For	For

## **Ramsay Health Care Limited**

Meeting Date: 11/26/2024	Country: Australia	Ticker: RHC	
	Meeting Type: Annual		
		Primary ISIN: AU000000RHC8	Primary SEDOL: 6041995

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration report do board should articulate how bonus payments underpin long-term incentive plans.			
3.1	Elect David Ingle Thodey AO as Director	Mgmt	For	For
3.2	Elect Claudia Ricarda Rita Sussmuth Dyckerhoff as Director	Mgmt	For	For
3.3	Elect Helen Kurincic as Director	Mgmt	For	For
4	Approve Grant of Performance Rights to Natalie Davis	Mgmt	For	For
5	Approve the Amendments to the Company's Constitution	Mgmt	For	For

#### **REA Group Ltd**

Meeting Date: 10/09/2024	Country: Australia Meeting Type: Annual	Ticker: REA	
		Primary ISIN: AU000000REA9	Primary SEDOL: 6198578

## **REA Group Ltd**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
За	Elect Jennifer Lambert as Director	Mgmt	For	For
		osition resulting from he	r election. A vote AGAINST	<i>is warranted as there are no material issues the re-election of incumbent chairman independent director on a majority</i>
3b	Elect Hamish McLennan as Director	Mgmt	For	Against
	to discharge their role properly, particu should appoint a Lead Independent Di	llarly during unexpected rector to establish appro the Chairman, and act of	d company situations requir opriate checks and balances as a point of contact for sha	areholders, non-executive directors and
	Approve Grant of Performance	Mgmt	For	For

# **Realord Group Holdings Limited**

Meeting Date: 12/13/2024	Country: Bermuda	<b>Ticker:</b> 1196	
	Meeting Type: Special		
		Primary ISIN: BMG7403L1046	Primary SEDOL: BQV68C6

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

## **Reece Limited**

Meeting Date: 10/24/2024	Country: Australia	Ticker: REH		
	Meeting Type: Annual			
		Primary ISIN: AU000000REH4	Primary SEDOL: 6728801	

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Sasha Nikolic as Director	Mgmt	For	For
3	Elect Ross McEwan as Director	Mgmt	For	For

## **Reece Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Elect Andrew Wilson as Director	Mgmt	For	Against
	Voter Rationale: For widely held compar appropriate balance of independence an membership could hamper the committe	d objectivity. The audi	it committee should be fully in	
5	Approve Grant of Rights to Sasha Nikolic	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe reward strong performance.	ecutives should be clea	arly disclosed and include rob	ust and stretching performance targets to
6	Approve Grant of Rights to Peter Wilson	Mgmt	For	Against
	Voter Rationale: Incentive awards to exe reward strong performance. Any increas accompanied by a corresponding increas	e in the size of awards	s under the short-term/long-te	ust and stretching performance targets to erm incentive scheme(s) should be
7	Approve North American Employee Share Purchase Plan	Mgmt	For	For
8	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance. Significant s responsibilities of executive directors. Th performance targets. The board should	salary increases should ne remuneration report articulate how bonus p ng-term incentive plan nich would be more eff	l be linked to material change t does not articulate how exec payments reflect prior year pe is. The remuneration committ	cutives performed against historic erformance, as well as outlining tee should consider deferring a proportion

# **Region Group**

Meeting Date: 10/15/2024	Country: Australia Meeting Type: Annual	Ticker: RGN	
		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 repo board should articulate how bonus payr underpin long-term incentive plans.			d against historic performance targets. The outlining forward-looking targets that
2	Elect Beth Laughton as Director	Mgmt	For	For
3	Elect Angus James 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

## **Reliance Industries Ltd.**

leeting Date	: 10/15/2024 Country: Ir Meeting Ty		Ticker: 500325	
			Primary ISIN: INE002A01018	Primary SEDOL: 6099626
roposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Postal Ballot	Mgmt		
1	Approve Issuance of Bonus Shares	Mgmt	For	For
2	Increase Authorized Share Capital and Amend Capital Clause of the Memorandum of Association	Mgmt	For	For
Relianc				
	: 10/24/2024 Country: A Meeting Ty		Ticker: RWC Primary ISIN: AU000000RWC7	Primary SEDOL: BD1DM79
feeting Date	· · ·			Primary SEDOL: BD1DM79 Vote Instruction
Proposal Jumber	Meeting Ty	rpe: Annual Proponent	Primary ISIN: AU000000RWC7	Vote
Veeting Date Proposal Jumber	Meeting Ty Proposal Text	rpe: Annual Proponent	Primary ISIN: AU000000RWC7 Mgmt Rec	Vote Instruction
<b>Proposal</b> Jumber	Proposal Text  Proposal Text  Elect Darlene Knight as Director  Approve Remuneration Report  Voter Rationale: Incentive award reward strong performance. The targets. The board should articu that underpin long-term incentive	rpe: Annual Proponent Proponent Mgmt ds to executives should be cleat remuneration report does not late how bonus payments refile re plans. The remuneration cor	Primary ISIN: AU000000RWC7 Mgmt Rec For	Vote Instruction For Against ching performance targets to inst historic performance ining forward-looking targets rtion of the annual cash
<b>Proposal</b> Jumber	Meeting Ty Proposal Text Elect Darlene Knight as Director Approve Remuneration Report Voter Rationale: Incentive award reward strong performance. The targets. The board should articu that underpin long-term incentivy bonus into shares which would b	rpe: Annual Proponent Proponent Mgmt ds to executives should be cleat remuneration report does not late how bonus payments refile re plans. The remuneration cor	Primary ISIN: AU00000RWC7  Mgmt Rec  For For rly disclosed and include robust and streted articulate how executives performed agai set prior year performance, as well as outh mmittee should consider deferring a propo	Vote Instruction For Against ching performance targets to inst historic performance ining forward-looking targets rtion of the annual cash
Aeeting Date: Proposal lumber 2 3	Meeting Ty         Proposal Text       Proposal Text         Elect Darlene Knight as Director       Approve Remuneration Report         Voter Rationale: Incentive award strong performance. The targets. The board should articut that underpin long-term incentive bonus into shares which would be objectives are aligned.         Approve Grant of Performance Rights and Service Rights to Heath Sharp	rpe: Annual Proponent Proponent Mgmt ds to executives should be cleas remuneration report does not late how bonus payments refile re plans. The remuneration cor be more effective in retaining e Mgmt	Mgmt Rec         For         For         errly disclosed and include robust and stretce articulate how executives performed again for prior year performance, as well as outline mmittee should consider deferring a proportion executives and ensuring that the annual articles	Vote Instruction For Against ching performance targets to inst historic performance ining forward-looking targets rrtion of the annual cash and long-term performance Against

# **ResMed Inc.**

Meeting Date: 11/20/2024	Country: USA Meeting Type: Annual	Ticker: RMD	
	······································	Primary ISIN: US7611521078	Primary SEDOL: 2732903

#### **ResMed Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Carol Burt	Mgmt	For	For
1b	Elect Director Christopher DelOrefice	Mgmt	For	For
1c	Elect Director Jan De Witte	Mgmt	For	For
1d	Elect Director Karen Drexler	Mgmt	For	For
1e	Elect Director Michael "Mick" Farrell	Mgmt	For	For
1f	Elect Director Peter Farrell	Mgmt	For	For
1g	Elect Director Harjit Gill	Mgmt	For	For
1h	Elect Director John Hernandez	Mgmt	For	For
1i	Elect Director Richard "Rich" Sulpizio	Mgmt	For	For
1j	Elect Director Desney Tan	Mgmt	For	For
1k	Elect Director Ronald "Ron" Taylor	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have bringing in a new auditing firm, ideally o		r a long period of time shou	ld consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Voter Rationale: The remuneration committee should not allow vesting of incentive awards for substantially below median performance. Long-term incentive awards should not be allowed to vest within 3 years since the date of grant.

## **Royal KPN NV**

Meeting Date: 10/01/2024	Country: Netherlands Meeting Type: Extraordinary Shareholders	Ticker: KPN	
		Primary ISIN: NL0000009082	Primary SEDOL: 5956078

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Meeting Agenda	Mgmt		
1	Open Meeting and Announcements	Mgmt		
2	Opportunity to Make Recommendations	Mgmt		

# **Royal KPN NV**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Rob Shuter to Supervisory Board	Mgmt	For	For
4	Close Meeting	Mgmt		

## **RPM International Inc.**

Meeting Date:	10/03/2024 Country: USA Meeting Type: An	nual	Ticker: RPM	
			Primary ISIN: US7496851038	Primary SEDOL: 275617
Proposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Declassify the Board of Directors	Mgmt	For	For
			ater accountability to shareholders and is a he opportunity to communicate with directo	
2.1	Elect Director Bruce A. Carbonari	Mgmt	For	Withhold
	Voter Rationale: The average board ter board refreshment and succession plan		gnificantly exceeds the market average, rai his director responsible.	ising concerns regarding
2.2	Elect Director Jenniffer D. Deckard	Mgmt	For	For
2.3	Elect Director Salvatore D. Fazzolari	Mgmt	For	Withhold
	Voter Rationale: The average board ter board refreshment and succession plan		gnificantly exceeds the market average, rai his director responsible.	ising concerns regarding
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	reward strong performance. Long-term	incentive awards shou	arly disclosed and include robust and streto Id not be allowed to vest within 3 years sir rated and tested for performance, including	nce the date of grant. On
4	Approve Omnibus Stock Plan	Mgmt	For	For
	Voter Rationale: On early termination, a event of a change of control.	all share-based awards	should be time pro-rated and tested for po	erformance, including in the
5	Ratify Deloitte & Touche LLP as	Mgmt	For	For

# Meeting Date: 11/23/2024 Country: Japan Ticker: 7453 Meeting Type: Annual Primary ISIN: JP3976300008 Primary SEDOL: 6758455

## Ryohin Keikaku Co., Ltd.

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Approve Allocation of Income, with a Final Dividend of JPY 20	Mgmt	For	For
Elect Director Domae, Nobuo	Mgmt	For	For
Elect Director Shimizu, Satoshi	Mgmt	For	For
Elect Director Takahashi, Hirotaka	Mgmt	For	For
Elect Director Yagyu, Masayoshi	Mgmt	For	For
Elect Director Yoshikawa, Atsushi	Mgmt	For	For
Elect Director Ito, Kumi	Mgmt	For	For
Elect Director Kato, Yuriko	Mgmt	For	For
Elect Director Yamazaki, Mayuka	Mgmt	For	For
_	Approve Allocation of Income, with a Final Dividend of JPY 20 Elect Director Domae, Nobuo Elect Director Shimizu, Satoshi Elect Director Takahashi, Hirotaka Elect Director Yagyu, Masayoshi Elect Director Yoshikawa, Atsushi Elect Director Ito, Kumi Elect Director Kato, Yuriko	Approve Allocation of Income, with a Final Dividend of JPY 20MgmtElect Director Domae, NobuoMgmtElect Director Shimizu, SatoshiMgmtElect Director Takahashi, HirotakaMgmtElect Director Yagyu, MasayoshiMgmtElect Director Yoshikawa, AtsushiMgmtElect Director Ito, KumiMgmtElect Director Kato, YurikoMgmt	Proposal TextProponentRecApprove Allocation of Income, with a Final Dividend of JPY 20MgmtForElect Director Domae, NobuoMgmtForElect Director Shimizu, SatoshiMgmtForElect Director Takahashi, HirotakaMgmtForElect Director Yagyu, MasayoshiMgmtForElect Director Yoshikawa, AtsushiMgmtForElect Director Ito, KumiMgmtForElect Director Kato, YurikoMgmtFor

## Saizeriya Co., Ltd.

Meeting Date: 11/28/2024	Country: Japan	<b>Ticker:</b> 7581	
	Meeting Type: Annual		
		Primary ISIN: JP3310500008	Primary SEDOL: 6111779

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 25	Mgmt	For	For
2.1	Elect Director Shogaki, Yasuhiko	Mgmt	For	For
2.2	Elect Director Matsutani, Hideharu	Mgmt	For	For
2.3	Elect Director Nagaoka, Noboru	Mgmt	For	Against
	Voter Rationale: The board should establish c objectivity.	one-third board indeper	ndence to ensure appropriate balance of in	dependence and
3.1	Elect Director and Audit Committee Member Masuoka, Nobuyuki	Mgmt	For	Against

Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity. The audit committee should be at least three-fourths independent and companies should strive to make them fully independent.

## Saizeriya Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
3.2	Elect Director and Audit Committee Member Matsuda, Michiharu	Mgmt	For	Against		
	Voter Rationale: The board should establish one-third board independence to ensure appropriate balance of independence and objectivity. The audit committee should be at least three-fourths independent and companies should strive to make them fully independent.					
3.3	Elect Director and Audit Committee Member Arakawa, Takashi	Mgmt	For	For		
3.4	Elect Director and Audit Committee Member Eguchi, Marie	Mgmt	For	For		

# Samty Residential Investment Corp.

Meeting Date: 10/29/2024	Country: Japan Meeting Type: Special	<b>Ticker:</b> 3459	
		Primary ISIN: JP3047960004	Primary SEDOL: BYRVCJ6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Amend Permitted Investment Types	Mgmt	For	For
2	Elect Executive Director Matsuo, Takayuki	Mgmt	For	For
3	Elect Alternate Executive Director Nagashima, Yukihisa	Mgmt	For	For
4.1	Elect Supervisory Director Fujiki, Takahiro	Mgmt	For	For
4.2	Elect Supervisory Director Nakahara, Takeo	Mgmt	For	For
5	Appoint mc21 Audit as New External Audit Firm	Mgmt	For	For

#### **Sandfire Resources Limited**

Meeting Date: 11/15/2024	Country: Australia Meeting Type: Annual	Ticker: SFR	
		Primary ISIN: AU000000SFR8	Primary SEDOL: 6739739

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect John Richards as Director	Mgmt	For	For
2.2	Elect Sally Langer as Director	Mgmt	For	For

## **Sandfire Resources Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus pay underpin long-term incentive plans. The	ments reflect prior yea e remuneration commi	r performance, as well as c ittee should consider deferi	against historic performance targets. The outlining forward-looking targets that ring a proportion of the annual cash bonus annual and long-term performance objectives
4	Approve Grant of STI Shares to Brendan Harris	Mgmt	For	For
5	Approve Grant of Performance Rights to Brendan Harris	Mgmt	For	For
6	Approve Increase of Non-Executive Director Fee Pool	Mgmt	None	For
7	Approve Conditional Board Spill Meeting Resolution	Mgmt	Against	Against

# Seagate Technology Holdings plc

Meeting Date: 10/19/2024	Country: Ireland Meeting Type: Annual	Ticker: STX	
	Preeding Type. Annual	Primary ISIN: IE00BKVD2N49	Primary SEDOL: BKVD2N4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Mark W. Adams	Mgmt	For	For
1b	Elect Director Shankar Arumugavelu	Mgmt	For	For
1c	Elect Director Prat S. Bhatt	Mgmt	For	For
1d	Elect Director Judy Bruner	Mgmt	For	For
1e	Elect Director Michael R. Cannon	Mgmt	For	For
1f	Elect Director Richard L. Clemmer	Mgmt	For	For
1g	Elect Director Yolanda L. Conyers	Mgmt	For	For
1h	Elect Director Jay L. Geldmacher	Mgmt	For	For
1i	Elect Director Dylan G. Haggart	Mgmt	For	For
1j	Elect Director William D. Mosley	Mgmt	For	For
1k	Elect Director Stephanie Tilenius	Mgmt	For	For

## Seagate Technology Holdings plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to exec reward strong performance.	cutives should be clea	arly disclosed and include	robust and stretching performance targets to
3	Ratify Ernst & Young LLP as Auditors and Authorise Their Remuneration	Mgmt	For	For
	Voter Rationale: Companies that have ha bringing in a new auditing firm, ideally eve		r a long period of time sho	ould consider a plan or tender process for
4	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For

#### **Secure Energy Services Inc.**

Primary ISIN: CA81373C1023 Primary SEDOL: B55SGV6	Meeting Date: 10/29/2024	Country: Canada Meeting Type: Special	Ticker: SES	
		Freeding Type. Special	Primary ISIN: CA81373C1023	Primary SEDOL: B55SGV6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Change Company Name to Secure Waste Infrastructure Corp.	Mgmt	For	For

#### **Seek Limited**

Meeting Date: 11/19/2024	Country: Australia Meeting Type: Annual	Ticker: SEK	
	Meeting Type. Annual	Primary ISIN: AU000000SEK6	Primary SEDOL: B0767Y3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
3a	Elect Rachael Powell as Director	Mgmt	For	For
3b	Elect Graham Goldsmith 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 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.

# Seek Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3c	Elect Michael Wachtel as Director	Mgmt	For	For
3d	Elect Andrew Bassat as Director	Mgmt	For	For
4	Approve Grant of One Equity Right to Ian Narev	Mgmt	For	Against
	Voter Rationale: Incentive awards to ex reward strong performance.	ecutives should be clea	rly disclosed and include	robust and stretching performance targets to
5	Approve Grant of Wealth Sharing Plan Options and Wealth Sharing Plan Rights to Ian Narev	Mgmt	For	For
		t both absolute and rel	ative financial metrics rat	Companies should base vesting levels on ther than a single performance criterion, and
6	Approve Renewal of Leaving Benefits	Mgmt	For	For

# **Seven Group Holdings Limited**

Meeting Date: 11/14/2024	Country: Australia Meeting Type: Annual	Ticker: SVW	
	Heeting Type. Aunda	Primary ISIN: AU000000SVW5	Primary SEDOL: B432QW4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect David McEvoy as Director	Mgmt	For	For
3	Elect Mark Johnson as Director	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
5	Approve Grant of Deferred Share Rights to Ryan Stokes	Mgmt	For	For
6	Approve Termination Benefits to Zlatko Todorcevski	Mgmt	For	Against
	Voter Rationale: This proposal cannot be entitlement under the FY22 LTI performe			r shareholders to approve the additional f the statutory cap.
7	Approve the Change of Company Name to SGH Limited and Amend Constitution	Mgmt	For	For

Meeting Date: 11/28/2024	Country: Japan	<b>Ticker:</b> 3697	
	Meeting Type: Annual	Primary ISIN: JP3355400007	Primary SEDOL: BRJQJX3

## SHIFT, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Tange, Masaru	Mgmt	For	For
1.2	Elect Director Sasaki, Michio	Mgmt	For	For
1.3	Elect Director Kobayashi, Motoya	Mgmt	For	For
1.4	Elect Director Hattori, Taichi	Mgmt	For	For
1.5	Elect Director Murakami, Takafumi	Mgmt	For	For
1.6	Elect Director Motoya, Fumiko	Mgmt	For	For
1.7	Elect Director Amy Shigemi Hatta	Mgmt	For	For
2	Elect Director and Audit Committee Member Nakagaki, Tetsujiro	Mgmt	For	For

# Shoprite Holdings Ltd.

Meeting Date: 11/11/2024	Country: South Africa Meeting Type: Annual	Ticker: SHP	
		Primary ISIN: ZAE000012084	Primary SEDOL: 6801575

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Re-elect Peter Cooper as Director	Mgmt	For	Against
	Voter Rationale: The company should a executive directors, on a regular basis.			re-election of all directors, including
1.2	Re-elect Graham Dempster as Director	Mgmt	For	For
1.3	Re-elect Dawn Marole as Director	Mgmt	For	For
1.4	Re-elect Eileen Wilton as Director	Mgmt	For	For
2.1	Re-elect Linda de Beer as Member of the Audit and Risk Committee	Mgmt	For	For
2.2	Re-elect Graham Dempster as Member of the Audit and Risk Committee	Mgmt	For	For
2.3	Re-elect Nonkululeko Gobodo as Member of the Audit and Risk Committee	Mgmt	For	For
2.4	Elect Sipho Maseko as Member of the Audit Committee	Mgmt	For	For

# Shoprite Holdings Ltd.

			Rec	Instruction
2.5	Re-elect Eileen Wilton as Member of the Audit and Risk Committee	Mgmt	For	For
3	Reappoint Ernst & Young Inc. as Auditors with Anthony Cadman as the Individual Registered Auditor	Mgmt	For	For
4	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For
5	Authorise Board to Issue Shares for Cash	Mgmt	For	For
6	Authorise Ratification of Approved Resolutions	Mgmt	For	For
7.1	Approve Remuneration Policy Voter Rationale: All cash or share-based ex-ante shareholder approval.	Mgmt awards and payments	For that fall outside the company	Against ys remuneration policy should require
7.2	Approve Implementation Report of the Remuneration Policy	Mgmt	For	Against
	Voter Rationale: Incentive awards to exercise reward strong performance. Long-term allowed to vest within 3 years since the business or in the role and responsibilities	incentive awards shoul date of grant. Significa	d be used to incentivise long Int salary increases should be	
8.1	Approve Remuneration Payable to the Chairperson of the Board	Mgmt	For	For
8.2	Approve Remuneration Payable to the Lead Independent Director	Mgmt	For	For
8.3	Approve Remuneration Payable to the Non-Executive Directors	Mgmt	For	For
8.4	Approve Remuneration Payable to the Chairperson of the Audit and Risk Committee	Mgmt	For	For
8.5	Approve Remuneration Payable to the Members of the Audit and Risk Committee	Mgmt	For	For
8.6	Approve Remuneration Payable to the Chairperson of the Remuneration Committee	Mgmt	For	For
8.7	Approve Remuneration Payable to the Members of the Remuneration Committee	Mgmt	For	For
8.8	Approve Remuneration Payable to the Chairperson of the Nomination Committee	Mgmt	For	For
8.9	Approve Remuneration Payable to the Members of the Nomination Committee	Mgmt	For	For
8.10	Approve Remuneration Payable	Mgmt	For	For

# Shoprite Holdings Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
8.11	Approve Remuneration Payable to the Members of the Social and Ethics Committee	Mgmt	For	For
8.12	Approve Remuneration Payable to the Chairperson of the Investment and Finance Committee	Mgmt	For	For
8.13	Approve Remuneration Payable to the Members of the Investment and Finance Committee	Mgmt	For	For
9	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
10	Approve Financial Assistance to Subsidiaries, Related and Inter-related Entities	Mgmt	For	For

#### Sieyuan Electric Co., Ltd.

Meeting Date: 11/04/2024	Country: China Meeting Type: Special	Ticker: 002028	
		Primary ISIN: CNE000001KM8	Primary SEDOL: B02F444

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve to Appoint Auditor	Mgmt	For	Against
	Voter Rationale: Companies that have had the same auditor for a long period of time should consider a plan or tender process for bringing in a new auditing firm, ideally every 10 years.			e should consider a plan or tender process for

#### **Silex Systems Limited**

Meeting Date: 11/22/2024	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
	Vatar Patianalas Incontissa ausarda ta a	vacutives should be class	why disclosed and include to	buct and stratching parformance targets to

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong 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.

#### Silex Systems Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Elect Susan Corlett 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. 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.

#### **Sims Limited**

Meeting Date: 11/13/2024	Country: Australia	Ticker: SGM	
	Meeting Type: Annual	Primary ISIN: AU000000SGM7	Primary SEDOL: B0LCW75

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Victoria (Vicky) Binns as Director	Mgmt	For	For
2	Elect Grant Dempsey as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Issuance of Performance Rights to Stephen Mikkelsen	Mgmt	For	For

#### **Singapore Exchange Limited**

Meeting Date: 10/10/2024	Country: Singapore Meeting Type: Annual	Ticker: S68	
		Primary ISIN: SG1J26887955	Primary SEDOL: 6303866

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3a	Elect Beh Swan Gin as Director	Mgmt	For	For
3b	Elect Koh Boon Hwee as Director	Mgmt	For	For
3c	Elect Tsien Samuel Nag as Director	Mgmt	For	For
4	Approve Directors' Fees to be Paid to the Chairman	Mgmt	For	For

## Singapore Exchange Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Approve Directors' Fees to be Paid to All Directors (Other than the Chief Executive Officer)	Mgmt	For	For
6	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
7	Elect Stuart Wilson Lewis as Director	Mgmt	For	For
8	Elect Maimoonah Binte Mohamed Hussain 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: 10/23/2024	Country: Hong Kong Meeting Type: Annual	Ticker: 83	
		Primary ISIN: HK0083000502	Primary SEDOL: 6810429

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3.1	Elect Allan Zeman 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. The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The remuneration committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The nomination committee should be independent and this director's membership could hamper the committee's impartiality and effectiveness. The Company should put in place a policy to increase gender diversity on the board. In developing markets, our minimum expectation is that women should comprise at least 13.5% of the board. Directors are expected to hold only a small number of directorships and ensure they have sufficient time and energy to discharge their role properly, particularly during unexpected company situations requiring substantial amounts of time. The board should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.

## Sino Land Company Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.2	Elect Steven Ong Kay Eng as Director	Mgmt	For	Against
	Voter Rationale: The board should inclu independence and objectivity. The audi committee's impartiality and effectivene hamper the committee's impartiality and	t committee should be i ess. The remuneration c	fully independent and this d	
3.3	Elect Wong Cho Bau as Director	Mgmt	For	For
3.4	Elect Daryl Ng Win Kong as Director	Mgmt	For	For
	Voter Rationale: The remuneration com impartiality and effectiveness. Nominee. more than two external directorships to during unexpected company situations	s who also serve as exe ensure they have suffi	cutive officers at publicly lis cient time and energy to dis	
3.5	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For
4	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
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 circumstances only and fully justified by		ithout pre-emption rights sl	hould be undertaken in exceptional
5.3	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
	Voter Rationale: Any increase in capital circumstances only and fully justified by		ithout pre-emption rights sl	hould be undertaken in exceptional

#### SiteMinder Ltd.

Meeting Date: 10/28/2024	Country: Australia Meeting Type: Annual	Ticker: SDR	
		Primary ISIN: AU0000183543	Primary SEDOL: BLH35X6

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Elect Jenny Macdonald as Director	Mgmt	For	For

Voter Rationale: A vote FOR the election of independent director Jenny Macdonald is warranted as no material governance concerns have been identified regarding board and committee composition resulting from her nomination. A vote AGAINST the election of Pat O'Sullivan is warranted on the basis of overboarding concerns only. However, shareholders may place greater weight to the improved performance of the company, and that of Technology One and CAR Group, where Mr O'Sullivan is chairman, and prefer to support his re-election.

## SiteMinder Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Elect Pat O'Sullivan as Director	Mgmt	For	Against
	Voter Rationale: Directors are expected to ho to discharge their role properly, particularly o			
4	Approve Grant of Performance Rights to Sankar Narayan	Mgmt	For	For

## **Smartsheet Inc.**

Meeting Date: 12/09/2024	Country: USA Meeting Type: Special	Ticker: SMAR	
		Primary ISIN: US83200N1037	Primary SEDOL: BFZND98

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

# **Smiths Group Plc**

Meeting Date: 11/13/2024	Country: United Kingdom	Ticker: SMIN	
	Meeting Type: Annual		
		Primary ISIN: GB00B1WY2338	Primary SEDOL: B1WY233

Proposal			Mgmt	Vote
Number	Proposal Text	Proponent	Rec	Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Final Dividend	Mgmt	For	For
3	Approve Remuneration Policy	Mgmt	For	For
4	Approve Remuneration Report	Mgmt	For	For
5	Approve Long Term Incentive Plan	Mgmt	For	For
6	Approve Sharesave Scheme	Mgmt	For	For
7	Elect Roland Carter as Director	Mgmt	For	For
8	Elect Alister Cowan as Director	Mgmt	For	For
9	Re-elect Pam Cheng as Director	Mgmt	For	For

# **Smiths Group Plc**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
10	Re-elect Dame Ann Dowling as Director	Mgmt	For	For
11	Re-elect Karin Hoeing as Director	Mgmt	For	For
12	Re-elect Richard Howes as Director	Mgmt	For	For
13	Re-elect Clare Scherrer as Director	Mgmt	For	For
14	Re-elect Mark Seligman as Director	Mgmt	For	For
15	Re-elect Noel Tata as Director	Mgmt	For	For
16	Re-elect Steve Williams as Director	Mgmt	For	For
	Voter Rationale: The board chairman s of the Nomination Committee.	erves as a member of th	e Remuneration Committe	ee. The board chairman serves as a member

		or the Normation Committee.			
1	7	Reappoint KPMG LLP as Auditors	Mgmt	For	For
1	8	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For
1	9	Authorise UK Political Donations and Expenditure	Mgmt	For	For
2	0	Authorise Issue of Equity	Mgmt	For	For
2	1	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
2	2	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
2	3	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
2	4	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For

#### Sodexo SA

Meeting Date:	12/17/2024 Country: France Meeting Type:		Ticker: SW		
			Primary ISIN: FR0000121220	Primary SEDOL: 7062713	
Proposal Number	Dramonal Toyt	Drossent	Mgmt	Vote Instruction	
Number	Proposal Text Ordinary Business	Proponent Mgmt	Rec	Instruction	
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	

# Sodexo SA

Proposal Text	Proponent	Mgmt Rec	Vote Instruction
Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For
Approve Allocation of Income and Dividends of EUR 8.89 per Share	Mgmt	For	For
Approve Transaction with Bellon SA Re: Transfer by the Company of all Shares of Sofinsod	Mgmt	For	For
Reelect Francois-Xavier Bellon as Director	Mgmt	For	Against
	Approve Consolidated Financial Statements and Statutory Reports Approve Allocation of Income and Dividends of EUR 8.89 per Share Approve Transaction with Bellon SA Re: Transfer by the Company of all Shares of Sofinsod Reelect Francois-Xavier Bellon as	Approve Consolidated Financial       Mgmt         Statements and Statutory       Reports         Approve Allocation of Income       Mgmt         and Dividends of EUR 8.89 per       Share         Approve Transaction with Bellon       Mgmt         SA Re: Transfer by the Company       Mgmt         of all Shares of Sofinsod       Mgmt         Reelect Francois-Xavier Bellon as       Mgmt	Proposal TextProponentRecApprove Consolidated Financial Statements and Statutory ReportsMgmtForApprove Allocation of Income and Dividends of EUR 8.89 per ShareMgmtForApprove Transaction with Bellon SA Re: Transfer by the Company of all Shares of SofinsodMgmtForReelect Francois-Xavier Bellon asMgmtFor

Voter Rationale: The audit committee should be fully independent and this director's membership could hamper the committee's impartiality and effectiveness. In recent years, this is not the first time that we have been unable to support a pay related proposal at the company. Due to ongoing concerns regarding decisions taken by the remuneration committee chair, we are not inclined to support their re-election to the board.

6	Reelect Jean-Baptiste Chasseloup de Chatillon as Director	Mgmt	For	For
7	Appoint Ernst & Young Audit as Auditor for the Sustainability Reporting	Mgmt	For	For
8	Appoint KPMG SA as Auditor for the Sustainability Reporting	Mgmt	For	For
9	Approve Compensation of Sophie Bellon, Chairman and CEO	Mgmt	For	Against

Voter Rationale: 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.

10	Approve Compensation Report of Corporate Officers	Mgmt	For	For
11	Approve Remuneration Policy of Directors	Mgmt	For	For
12	Approve Remuneration Policy of Executive Corporate Officer	Mgmt	For	Against

Voter Rationale: 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. 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.

13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For
	Extraordinary Business	Mgmt		
14	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	For	For
15	Amend Article 11 of Bylaws Re: Board Deliberations	Mgmt	For	For

## Sodexo SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
16	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For

#### **Sonic Healthcare Limited**

Meeting Date: 11/19/2024	Country: Australia Meeting Type: Annual	Ticker: SHL	
		Primary ISIN: AU000000SHL7	Primary SEDOL: 6821120

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Elect Kate Spargo as Director	Mgmt	For	Against	
	Voter Rationale: The audit committee si impartiality and effectiveness.	hould be fully indepen	dent and this director's m	nembership could hamper the committee's	
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 Increase in Non-Executive Director Fee Pool	Mgmt	For	For	
4	Approve the Issuance of LTI Options and Performance Rights to Colin Goldschmidt	Mgmt	For	For	
5	Approve the Issuance of LTI Options and Performance Rights to Chris Wilks	Mgmt	For	For	

## Southern Missouri Bancorp, Inc.

Meeting Date: 10/28/2024	Country: USA	Ticker: SMBC	
	Meeting Type: Annual		
		Primary ISIN: US8433801060	Primary SEDOL: 2570501

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Greg A. Steffens	Mgmt	For	For
1.2	Elect Director Todd E. Hensley	Mgmt	For	Against

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.

## Southern Missouri Bancorp, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
1.3	Elect Director L. Douglas Bagby	Mgmt	For	Against		
	Voter Rationale: The Company should minimum expectation is that women sh significantly exceeds the market averag director responsible. Companies should by executives should be prohibited as i	ould comprise at least 2 ne, raising concerns rega establish and disclose a	77% of the board. The average or arding board refreshment and su a policy on hedging of company	board tenure at the company iccession planning. We are holding this stock by executives. Hedging activity		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For		
	Voter Rationale: Incentive awards to ex reward strong performance. A larger po minimum good practice.					
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year		
	Voter Rationale: We support an annual say on pay frequency.					
4	Approve Omnibus Stock Plan	Mgmt	For	For		
5	Ratify Forvis Mazars, LLP as Auditors	Mgmt	For	For		
	Voter Rationale: Companies that have a bringing in a new auditing firm, ideally		r a long period of time should co	onsider a plan or tender process for		

## Spark New Zealand Ltd.

Meeting Date: 11/01/2024	Country: New Zealand	Ticker: SPK	
	Meeting Type: Annual		
		Primary ISIN: NZTELE0001S4	Primary SEDOL: 6881436

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
2	Elect David Havercroft as Director	Mgmt	For	For
3	Elect Lisa Nelson as Director	Mgmt	For	For
4	Elect Warwick Bray as Director	Mgmt	For	For

## **Standex International Corporation**

Meeting Date: 10/22/2024	Country: USA	Ticker: SXI	
	Meeting Type: Annual		
		Primary ISIN: US8542311076	Primary SEDOL: 2840174

## **Standex International Corporation**

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Robin J. Davenport	Mgmt	For	For
1.2	Elect Director B. Joanne Edwards	Mgmt	For	For
	Voter Rationale: The Company should p minimum expectation is that women sho			ie board. In developed markets, our
1.3	Elect Director Jeffrey S. Edwards	Mgmt	For	For
2	Amend Omnibus Stock Plan	Mgmt	For	For
	manipulation of reported indicators or ot which were detrimental to the long-term			ve directors and other key managers Is wrongfully obtained in such manner are
3				
3	which were detrimental to the long-term repaid to it. Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The company should pu reported indicators or other bad faith act	interests of its shareho Mgmt ut in place a procedure ions on the part of any	Iders, to ensure that any fund For which would enable it, should of its executive directors and	ls wrongfully obtained in such manner are For d it identify any facts of manipulation of other key managers which were
3	which were detrimental to the long-term repaid to it. Advisory Vote to Ratify Named Executive Officers' Compensation Voter Rationale: The company should pu reported indicators or other bad faith act	interests of its shareho Mgmt ut in place a procedure ions on the part of any	Iders, to ensure that any fund For which would enable it, should of its executive directors and	ls wrongfully obtained in such manner are For d it identify any facts of manipulation of

#### **Starhill Global Real Estate Investment Trust**

Meeting Date: 1		<b>try:</b> Singapore i <b>ng Type:</b> Annual	Ticker: P40U	
			Primary ISIN: SG1S189	Primary SEDOL: B0HZGR6
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Adopt Report of the Trust Statement by the Manage Audited Financial Stateme and Auditors' Report	er, and	For	For

## Starhill Global Real Estate Investment Trust

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve KPMG LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
3	Elect Francis Yeoh as Director	Mgmt	For	Against
	Voter Rationale: Nominees who also serve as external directorships to ensure they have su company situations requiring substantial amo	fficient time and energy		
4	Elect Ho Sing as Director	Mgmt	For	For
5	Elect Yeoh Keong Shyan as Alternate Director	Mgmt	For	For
6	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
7	Authorize Unit Repurchase Program	Mgmt	For	For

## **Steadfast Group Limited**

Meeting Date: 11/01/2024	Country: Australia	Ticker: SDF	
	Meeting Type: Annual		
		Primary ISIN: AU000000SDF8	Primary SEDOL: BCT5FD7

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Approve Grant of Deferred Equity Awards to Robert Kelly	Mgmt	For	For
3	Approve Termination Benefits to Robert Kelly	Mgmt	For	For
4	Elect Andrew Bloore as Director	Mgmt	For	For
5	Elect Greg Rynenberg 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.

#### Stockland

Meeting Date: 10/21/2024	Country: Australia Meeting Type: Annual	Ticker: SGP	
		Primary ISIN: AU000000SGP0	Primary SEDOL: 6850856

## Stockland

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Adam Tindall as Director	Mgmt	For	For
3	Elect Robert Johnston as Director	Mgmt	For	For
4	Elect Laurence Brindle as Director	Mgmt	For	For
5	Elect Melinda Conrad as Director	Mgmt	For	Against
		ues have been identif da Conrad (Item 5) is	ied from their nominations re warranted to highlight conc	
6	Approve Remuneration Report	Mgmt	For	Abstain
		eport does not articul	ate how executives performe	usiness or in the role and responsibilities of d against historic performance targets. The tlining forward-looking targets that
7	Approve Grant of Performance Rights to Tarun Gupta	Mgmt	For	For
7 8		Mgmt Mgmt	For	For
	Rights to Tarun Gupta Approve Renewal of Termination	-		
8	Rights to Tarun Gupta Approve Renewal of Termination Benefits Framework Approve Increase in the Maximum Fee Cap Payable to	Mgmt	For	For
8 9	Rights to Tarun Gupta Approve Renewal of Termination Benefits Framework Approve Increase in the Maximum Fee Cap Payable to Non-Executive Directors Approve the Amendments to the	Mgmt Mgmt	For	For

# STRIKE Co., Ltd.

Meeting Date	: 12/24/2024 Country: Ja Meeting Ty	-	<b>Ticker:</b> 6196		
		<b></b>	Primary ISIN: JP3399780000	Primary SEDOL: BD6C2P9	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
1	Approve Allocation of Income, with a Final Dividend of JPY 91	Mgmt	For	For	

#### **STRIKE Co., Ltd.**

3.1f

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.1	Elect Director Arai, Kunihiko	Mgmt	For	For
2.2	Elect Director Suzuki, Nobuo	Mgmt	For	For
2.3	Elect Director Kaneda, Kazuya	Mgmt	For	For
2.4	Elect Director Nakamura, Koichi	Mgmt	For	For
2.5	Elect Director Furumoto, Yuji	Mgmt	For	For

#### **Sun Hung Kai Properties Limited**

Meeting Date: 11/07/2024	Country: Hong Kong Meeting Type: Annual	<b>Ticker:</b> 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
3.1a	Elect Yip Dicky Peter 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. 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. The nomination committee should appoint a Lead Independent Director to establish appropriate checks and balances on the Board, support the Chairman, ensure orderly succession process for the Chairman, and act as a point of contact for shareholders, non-executive directors and senior executives where normal channels of communication through the board Chairman are considered inappropriate.

3.1b	Elect Wong Yue-chim, Richard as Director	Mgmt	For	Against
	independence and objectivity. The aud committee's impartiality and effectiven hamper the committee's impartiality an membership could hamper the commit	lit committee should l ess. The remuneratio nd effectiveness. The tee's impartiality and	, e fully independent and thi n committee should be inde nomination committee shou effectiveness. The Compan	ectors to ensure appropriate balance of is director's membership could hamper the ependent and this director's membership could uld be independent and this director's y should put in place a policy to increase women should comprise at least 13.5% of the
3.1c	Elect Kwan Cheuk-yin, William as Director	Mgmt	For	Against
	independence and objectivity. The rem	nuneration committee less. The nomination	should be independent and	ectors to ensure appropriate balance of I this director's membership could hamper the endent and this director's membership could
3.1d	Elect Kwok Kai-fai, Adam as Director	Mgmt	For	For
3.1e	Elect Tung Chi-ho, Eric as Director	Mgmt	For	For

For

## Sun Hung Kai Properties Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3.1g	Elect Fung Sau-yim, Maureen as Director	Mgmt	For	For
3.2	Approve Directors' Fees	Mgmt	For	For
4	Approve Deloitte Touche Tohmatsu as Auditors 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 provide su informed vote.	ufficient information we	ell in advance of the meeting to enable sha	reholders to cast an
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against

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

## **Suncorp Group Limited**

Meeting Date: 10/22/2024	Country: Australia Meeting Type: Annual	Ticker: SUN	
		Primary ISIN: AU000000SUN6	Primary SEDOL: 6585084

Proposal Number	Decessed Tout	Dramanant	Mgmt Rec	Vote Instruction
Number	Proposal Text	Proponent	Rec	Instruction
1	Approve Return of Capital to Ordinary Shareholders	Mgmt	For	For
2	Approve Consolidation of Ordinary Shares	Mgmt	For	For
3	Approve the Amendments to the Company's Constitution	Mgmt	For	For
4a	Elect Gillian Brown as Director	Mgmt	For	For
4b	Elect Sylvia Falzon as Director	Mgmt	For	For
4c	Elect Christine McLoughlin as Director	Mgmt	For	For
4d	Elect Lindsay Tanner as Director	Mgmt	For	For
4e	Elect Duncan West as Director	Mgmt	For	For
5	Approve Increase in Non-Executive Director Fee Pool	Mgmt	None	For
6	Approve Renewal of Proportional Takeover Provisions in the Constitution	Mgmt	For	For

## **Suncorp Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo board should articulate how bonus pays underpin long-term incentive plans.			against historic performance targets. The outlining forward-looking targets that
8	Approve Grant of Performance Rights to Steven Johnston	Mgmt	For	For

## **Sysco Corporation**

Meeting Date: 11/15/2024	Country: USA Meeting Type: Annual	Ticker: SYY	
	2 //	Primary ISIN: US8718291078	<b>Primary SEDOL:</b> 2868165

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Daniel J. Brutto	Mgmt	For	For
1b	Elect Director Francesca DeBiase	Mgmt	For	For
1c	Elect Director Ali Dibadj	Mgmt	For	For
1d	Elect Director Larry C. Glasscock	Mgmt	For	For
1e	Elect Director Jill M. Golder	Mgmt	For	For
1f	Elect Director Bradley M. Halverson	Mgmt	For	For
1g	Elect Director John M. Hinshaw	Mgmt	For	For
1h	Elect Director Kevin P. Hourican	Mgmt	For	For
1i	Elect Director Roberto Marques	Mgmt	For	For
1j	Elect Director Alison Kenney Paul	Mgmt	For	For
1k	Elect Director Sheila G. Talton	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to exe reward strong performance.	ecutives should be clea	rly disclosed and include	e robust and stretching performance targets to
3	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For
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.

## Sysco Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Adopt Measurable Time Bound Goals to Ensure Group Sow Housing for Private Brand Pork Products	SH	Against	For
	Voter Rationale: We believe the commi gestation crates mean that investors w	, ,		s from regulatory development on s targets and progress towards sourcing

pork from group housing.

## T. Hasegawa Co., Ltd.

Meeting Date		12/19/2024 Country: Japan Meeting Type: Annual		
			Primary ISIN: JP3768500005	Primary SEDOL: 6899268
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Umino, Takao	Mgmt	For	Abstain
	Voter Rationale: The Company should p minimum expectation is that women sh		increase gender diversity on the board. In 13.5% of the board.	developing markets, our
1.2	Elect Director Hasegawa, Kenji	Mgmt	For	Abstain
	Voter Rationale: The Company should p minimum expectation is that women sh		increase gender diversity on the board. In 13.5% of the board.	developing markets, our
1.3	Elect Director Chino, Yoshiaki	Mgmt	For	For
1.4	Elect Director Nakamura, Minoru	Mgmt	For	For
1.5	Elect Director Nakamura, Tetsuya	Mgmt	For	For
1.6	Elect Director Amaike, Masayasu	Mgmt	For	For
1.7	Elect Director Okado, Shingo	Mgmt	For	For
1.8	Elect Director Izumi, Akiko	Mgmt	For	For
1.9	Elect Director Paul Dupuis	Mgmt	For	For
	Elect Director Tada, Yuichi	Mgmt	For	For

## Tapestry, Inc.

Meeting Date: 11/14/2024	Country: USA Meeting Type: Annual	Ticker: TPR	
		Primary ISIN: US8760301072	Primary SEDOL: BF09HX3

#### **Tapestry**, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director John P. Bilbrey (J.P.)	Mgmt	For	For
1b	Elect Director Darrell Cavens	Mgmt	For	For
1c	Elect Director Joanne Crevoiserat	Mgmt	For	For
1d	Elect Director David Elkins	Mgmt	For	For
1e	Elect Director Johanna (Hanneke) Faber	Mgmt	For	For
1f	Elect Director Anne Gates	Mgmt	For	For
1g	Elect Director Thomas Greco	Mgmt	For	For
1h	Elect Director Kevin Hourican	Mgmt	For	For
1i	Elect Director Alan Lau	Mgmt	For	For
1j	Elect Director Pamela Lifford	Mgmt	For	For
1k	Elect Director Annabelle Yu Long	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For

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

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

Voter Rationale: Incentive awards to executives should be clearly disclosed and include robust and stretching performance targets to reward strong performance. The remuneration committee should not allow vesting of incentive awards for substantially below median performance. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it. A larger percentage of the equity awards should be tied to performance conditions. At least 50% is a minimum good practice.

#### **Tellurian Inc.**

3

Meeting Date: 10/03/2024

Country: USA Meeting Type: Special Ticker: TELL

Primary ISIN: US87968A1043

Primary SEDOL: BD3DWD3

#### **Tellurian Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
				h severance and equity vesting are double hancement in connection with the merger.
3	Adjourn Meeting	Mgmt	For	For
Telstra	Group Limited			

Meeting Date: 10/15/2024	Country: Australia Meeting Type: Annual	Ticker: TLS	
		Primary ISIN: AU000000TLS2	Primary SEDOL: 6087289

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a	Elect Roy H Chestnutt 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
6	Appoint Deloitte Touche Tohmatsu as Auditor of the Company	Mgmt	For	For

## Temple & Webster Group Ltd.

Meeting Date: 10/28/2024	Country: Australia Meeting Type: Annual	Ticker: TPW	
		Primary ISIN: AU000000TPW5	Primary SEDOL: BZ1MWM5

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

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

#### Temple & Webster Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Elect Stephen Heath 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.					
3	Approve Non-Executive Directors' Equity Plan	Mgmt	None	For		

## **Texas Pacific Land Corporation**

Meeting Date: 11/08/2024	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 Barbara J. Duganier	Mgmt	For	For
1b	Elect Director Tyler Glover	Mgmt	For	For
1c	Elect Director Karl F. Kurz	Mgmt	For	For
1d	Elect Director Robert Roosa	Mgmt	For	For
1e	Elect Director Murray Stahl	Mgmt	For	Against
		ave sufficient time and		are expected to hold no more than two s properly, particularly during unexpected
1f	Elect Director Marguerite Woung-Chapman	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers'	Mgmt	For	For
	Compensation			
	Voter Rationale: The remuneration con performance. The company should put reported indicators or other bad faith a	in place a procedure t ctions on the part of a	which would enable it, should it ny of its executive directors an	t identify any facts of manipulation of
3	Voter Rationale: The remuneration con performance. The company should put reported indicators or other bad faith a detrimental to the long-term interests of	in place a procedure t ctions on the part of a	which would enable it, should it ny of its executive directors an	t identify any facts of manipulation of d other key managers which were
3	Voter Rationale: The remuneration com performance. The company should put reported indicators or other bad faith a detrimental to the long-term interests of it. Ratify Deloitte & Touche LLP as	<i>in place a procedure t</i> ctions on the part of a of its shareholders, to	which would enable it, should it ny of its executive directors an ensure that any funds wrongfu	t identify any facts of manipulation of d other key managers which were lly obtained in such manner are repaid to

Voter Rationale: A vote FOR this proposal is warranted as the company's current clawback policy does not provide for the disclosure of the amounts and circumstances surrounding any recoupments. Such disclosure would benefit shareholders.

## **Texas Pacific Land Corporation**

Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Provide Right to Act by Written Consent	SH	Against	For
	Voter Rationale: Supporting better of shareholders, either in a company n			e opportunity to put resolutions to all
7	Require a Majority Vote for the Election of Directors	SH	Against	Against
The Bid	vest Group Ltd.			
Meeting Date	: 11/29/2024 <b>Country:</b> South	n Africa	Ticker: BVT	

Primary	<b>ISIN:</b> ZAE000117321	

Primary SEDOL: 6100089

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Resolutions	Mgmt		
1.1	Re-elect Faith Khanyile as Director	Mgmt	For	For
1.2	Re-elect Koko Khumalo as Director	Mgmt	For	For
2	Elect Daniel Masata as Director	Mgmt	For	For
3	Reappoint PricewaterhouseCoopers Inc as Auditors with Anastacia Tshesane as the Designated Partner	Mgmt	For	For
4.1	Re-elect Sindi Mabaso-Koyana as Chairperson of the Audit Committee	Mgmt	For	For
4.2	Re-elect Renosi Mokate as Member of the Audit Committee	Mgmt	For	For
4.3	Re-elect Lulama Boyce as Member of the Audit Committee	Mgmt	For	For
4.4	Re-elect Koko Khumalo as Member of the Audit Committee	Mgmt	For	For
4.5	Re-elect Khumo Shuenyane as Member of the Audit Committee	Mgmt	For	For
5	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For
6	Authorise Board to Issue Shares for Cash	Mgmt	For	For

## The Bidvest Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Approve Payment of Dividend by Way of Pro Rata Reduction of Share Capital or Share Premium	Mgmt	For	For
8	Approve Ratification Relating to Personal Financial Interest Arising From Multiple Offices in the Group	Mgmt	For	For
9	Authorise Ratification of Approved Resolutions	Mgmt	For	For
	Non-binding Advisory Votes	Mgmt		
1	Approve Remuneration Policy	Mgmt	For	For
2	Approve Implementation of Remuneration Policy	Mgmt	For	For
	Special Resolutions	Mgmt		
1	Approve Remuneration of Non-Executive Directors	Mgmt	For	For
2	Authorise Repurchase of Issued Share Capital	Mgmt	For	For
3	Approve Financial Assistance to Related or Inter-related Companies and Corporations	Mgmt	For	For

## **The Clorox Company**

Meeting Date: 11/20/2024	Country: USA	Ticker: CLX	
	Meeting Type: Annual		
		Primary ISIN: US1890541097	Primary SEDOL: 2204026

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Stephen B. Bratspies	Mgmt	For	For
1.2	Elect Director Pierre R. Breber	Mgmt	For	For
1.3	Elect Director Julia Denman	Mgmt	For	For
1.4	Elect Director Spencer C. Fleischer	Mgmt	For	For
1.5	Elect Director Esther Lee	Mgmt	For	For
1.6	Elect Director A.D. David Mackay	Mgmt	For	For
1.7	Elect Director Stephanie Plaines	Mgmt	For	For
1.8	Elect Director Linda Rendle	Mgmt	For	For
1.9	Elect Director Matthew J. Shattock	Mgmt	For	For

## **The Clorox Company**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.10	Elect Director Russell J. Weiner	Mgmt	For	For
1.11	Elect Director Christopher J. Williams	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Incentive awards to e. reward strong performance.	xecutives should be clea	rly disclosed and include	e robust and stretching performance targets to
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have bringing in a new auditing firm, ideally		r a long period of time s	should consider a plan or tender process for

The Duckhorn Portfolio, Inc.

Meeting Date: 12/23/2024	Country: USA Meeting Type: Special	Ticker: NAPA	
		Primary ISIN: US26414D1063	Primary SEDOL: BLH3WV3

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

#### The Estee Lauder Companies Inc.

Meeting Date: 11/08/2024	Country: USA Meeting Type: Annual	Ticker: EL	
	5 //	Primary ISIN: US5184391044	Primary SEDOL: 2320524

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Paul J. Fribourg	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. 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.

1b

Elect Director Jennifer Hyman

Mgmt

For

For

## The Estee Lauder Companies Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Arturo Nunez	Mgmt	For	For
	Voter Rationale: Companies should es executives should be prohibited as it p			tock by executives. Hedging activity by Ider interest.
1d	Elect Director Barry S. Sternlicht	Mgmt	For	Withhold
	Voter Rationale: The average board te board refreshment and succession pla at publicly listed companies are expect energy to discharge their roles properly	nning. We are holding thi ted to hold no more than	s director responsible. Nomin two external directorships to e	nees who also serve as executive officers ensure they have sufficient time and
2	Ratify PricewaterhouseCoopers	Mgmt	For	For
3	LLP as Auditors Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	reward strong performance. A larger p minimum good practice. The company manipulation of reported indicators or o	percentage of the equity a should put in place a pro other bad faith actions on	wards should be tied to perfo cedure which would enable in the part of any of its executiv	t, should it identify any facts of
4	Amend Omnibus Stock Plan	Mgmt	For	For
	Voter Rationale: On early termination, event of a change of control. The comp	all share-based awards s bany should put in place a	hould be time pro-rated and a procedure which would ena	tested for performance, including in the

## The First Bancshares, Inc.

Meeting Date:	10/22/2024 Country: USA Meeting Type: S	necial	Ticker: FBMS		
	recting type.		Primary ISIN: US3189161033	Primary SEDOL: 2184300	
Proposal			Mgmt	Vote	
Number	Proposal Text	Proponent	Rec	Instruction	

## The First Bancshares, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
	Voter Rationale: A vote AGAINST this propos cash severance entitlements on a single-trigg additional, large single-trigger CIC payment.			
3	Adjourn Meeting	Mgmt	For	For

## **The Lottery Corporation Limited**

Meeting Date: 10/01/2024	Country: Australia Meeting Type: Annual	Ticker: TLC	
		Primary ISIN: AU0000219529	Primary SEDOL: BNRQW72

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Stephen Morro as Director	Mgmt	For	For
2b	Elect Doug McTaggart as Director	Mgmt	For	For
2c	Elect Megan Quinn as Director	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
	board should articulate how bonus payn	nents reflect prior year long-term incentive p riteria that reflect bot	performance, as well as lan is linked to a single p h absolute and relative fil	performance target. Companies should base inancial metrics rather than a single
4	Approve Grant of Performance Rights to Sue van der Merwe	Mgmt	For	For
5	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For

## The Trade Desk, Inc.

Meeting Date	: 11/14/2024 Country: USA Meeting Type: :	Special	Ticker: TTD		
			Primary ISIN: US88339J1051	Primary SEDOL: BD8FDD1	
Proposal			Mgmt	Vote	
Number	Proposal Text	Proponent	Rec	Instruction	
1	Change State of Incorporation from Delaware to Nevada	Mgmt	For	Against	
	Voter Rationale: The proposed change is not in the hest interest of shareholders				

*Voter Rationale: The proposed change is not in the best interest of shareholders.* 

#### The Trade Desk, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Adjourn Meeting	Mgmt	For	Against
	Voter Rationale: The proposed change is not in the best interest of shareholders.			

#### TOKAI CARBON KOREA Co., Ltd.

Meeting Date: 10/08/2024	Country: South Korea Meeting Type: Special	<b>Ticker:</b> 064760	
		Primary ISIN: KR7064760002	Primary SEDOL: 6672384

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Elect Oh Chang-min as Inside Director	Mgmt	For	Against
	Voter Rationale: The board should incl	ude at least 33% indepe	ndent non-executive directo	ors to ensure appropriate balance of

Voter Kationale: The board should include at least 33% independent non-executive directors to ensure appropriate balance of independence and objectivity.

## **Transurban Group**

2d

3

Meeting Date: 10/22/2024	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 Gary Lennon as Director	Mgmt	For	For
2b	Elect Craig Drummond as Director	Mgmt	For	For
2c	Elect Timothy Reed as Director	Mgmt	For	Against

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.

Elect Robert Whitfield as Director	Mgmt	For	For
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. 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.

## Transurban Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Resolutions for Transurban Holdings Limited (THL), Transurban International Limited (TIL) and Transurban Holding Trust (THT)	Mgmt		
4	Approve Grant of Performance Awards to Michelle Jablko	Mgmt	For	For

## **Treasury Wine Estates Limited**

-			
Meeting Date: 10/17/2024	Country: Australia	Ticker: TWE	
	Meeting Type: Annual		
		Primary ISIN: AU000000TWE9	Primary SEDOL: B61JC67

roposal lumber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Leslie Frank as Director	Mgmt	For	For
2b	Elect Garry Hounsell as Director	Mgmt	For	Against
	Voter Rationale: The audit committee sl impartiality and effectiveness.	nould be fully independ	dent and this director's membe	ership could hamper the committee's
2c	Elect Colleen Jay as Director	Mgmt	For	For
2d	Elect Antonia Korsanos as Director	Mgmt	For	For
2e	Elect John Mullen as Director	Mgmt	For	Against
	Voter Rationale: Directors are expected to discharge their role properly, particul			sure they have sufficient time and energy substantial amounts of time.
2f	Elect Lauri Shanahan as Director	Mgmt	For	For
5	Approve Remuneration Report	Mgmt	For	For
	Voter Rationale: The remuneration repo board should articulate how bonus payr			
	underpin long-term incentive plans.			
4	<i>underpin long-term incentive plans.</i> Approve Grant of Performance Rights to Tim Ford	Mgmt	For	For

## Unipol Gruppo SpA

Meeting Date: 10/21/2024	Country: Italy Meeting Type: Extraordinary Shareholders	Ticker: UNI	
		Primary ISIN: IT0004810054	Primary SEDOL: B7SF135

# Unipol Gruppo SpA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Business	Mgmt		
	Management Proposals	Mgmt		
1	Approve Merger by Incorporation of UnipolSai Assicurazioni SpA, Unipol Finance Srl, UnipolPart I SpA and Unipol Investment SpA into Unipol Gruppo SpA	Mgmt	For	For
2a	Amend Company Bylaws Re: Articles 8 and 9	Mgmt	For	Against
	Voter Rationale: Changes in company's	articles or by-laws shou	ıld not erode shareholder rig	hts.
2b	Amend Company Bylaws Re: Article 12	Mgmt	For	For
2c	Amend Company Bylaws Re: Article 17	Mgmt	For	For
	Ordinary Business	Mgmt		
1.1	Approve Increase in Size of Board from 15 to 19	Mgmt	For	Against
	Voter Rationale: To ensure the effective	ness of the board, the	board should include betwee	en 5 and 15 directors.
	Shareholder Proposal Submitted by the Shareholders' Agreement	Mgmt		
1.2	Elect Matteo Laterza, Stefano Caselli, Giusella Dolores Finocchiaro, and Rossella Locatelli as Directors; Fix Board Terms for Directors	SH	None	For
	Management Proposals	Mgmt		
1.3	Approve Remuneration of Directors	Mgmt	For	For
2	Adjust Remuneration of External Auditors	Mgmt	For	For
	Auditors			

## Vail Resorts, Inc.

Meeting Date: 12/05/2024	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 Reginald Chambers	Mgmt	For	For

## Vail Resorts, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director Susan L. Decker	Mgmt	For	For
1c	Elect Director Robert A. Katz	Mgmt	For	For
1d	Elect Director Iris Knobloch	Mgmt	For	For
1e	Elect Director Kirsten A. Lynch	Mgmt	For	For
1f	Elect Director Nadia N. Rawlinson	Mgmt	For	For
1g	Elect Director John Redmond	Mgmt	For	For
1h	Elect Director Michele Romanow	Mgmt	For	For
1i	Elect Director Hilary Schneider	Mgmt	For	For
1j	Elect Director D. Bruce Sewell	Mgmt	For	For
1k	Elect Director John F. Sorte	Mgmt	For	For
11	Elect Director Peter A. Vaughn	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have l bringing in a new auditing firm, ideally		or a long period of time sho	ould consider a plan or tender process for
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	reward strong performance. The compa manipulation of reported indicators or c	any should put in place other bad faith actions o	a procedure which would e on the part of any of its exe	obust and stretching performance targets to enable it, should it identify any facts of ecutive directors and other key managers funds wrongfully obtained in such manner
4	Approve Omnibus Stock Plan	Mgmt	For	For
	event of a change of control. The comp manipulation of reported indicators or c	any should put in place other bad faith actions o	e a procedure which would on the part of any of its exe	and tested for performance, including in the enable it, should it identify any facts of ecutive directors and other key managers funds wrongfully obtained in such manner

## Vale SA

Meeting Date:	Meeting Date: 11/14/2024       Country: Brazil         Meeting Type: Extraordinary Shareholders		Ticker: VALE3 rs		
			Primary ISIN: BRVALEACNOR0	<b>Primary SEDOL:</b> 2196286	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
	Meeting for ADR Holders	Mgmt			

# Vale SA

8

9

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Reinaldo Duarte Castanheira Filho as Independent Director	Mgmt	For	For
3	Approve Agreement to Absorb Acos Laminados do Para S.A. (ALPA)	Mgmt	For	For
4	Ratify Macso Legate Auditores Independentes as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For
5	Approve Independent Firm's Appraisal	Mgmt	For	For
6	Approve Absorption of Acos Laminados do Para S.A. (ALPA)	Mgmt	For	For

#### **Vault Minerals Limited**

Meeting Date: 11/22/2024	Country: Australia Meeting Type: Annual	Ticker: VAU	
		Primary ISIN: AU0000355588	Primary SEDOL: BSML1B4

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For
2	Elect David Quinlivan as Director	Mgmt	For	For
3	Elect Kelvin Flynn as Director	Mgmt	For	For
4	Elect Rebecca Prain as Director	Mgmt	For	For
5	Elect Andrea Sutton as Director	Mgmt	For	For
6	Elect Ian Macpherson as Director	Mgmt	For	For
7	Approve New Employee Incentive Plan	Mgmt	None	For
	Voter Rationale: The long-term incentive	nlan is linked to a s	ingle performance target. Com	nnanies should base vesting levels on

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.

Approve Grant of Performance Rights to Luke Tonkin	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.

Adopt New Constitution Mgmt For For

#### **Viatris Inc.**

Meeting Date: 12/06/2024

Country: USA Meeting Type: Annual Ticker: VTRS

Primary ISIN: US92556V1061

Primary SEDOL: BMWS3X9

oposal mber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1A	Elect Director W. Don Cornwell	Mgmt	For	For
1B	Elect Director JoEllen Lyons Dillon	Mgmt	For	Against
	Voter Rationale: The Company should p minimum expectation is that women sh			e board. In developed markets, our
1C	Elect Director Elisha Finney	Mgmt	For	For
D	Elect Director Leo Groothuis	Mgmt	For	For
E	Elect Director Melina Higgins	Mgmt	For	For
lF	Elect Director James M. Kilts	Mgmt	For	For
G	Elect Director Harry Korman	Mgmt	For	For
Н	Elect Director Rajiv Malik	Mgmt	For	For
Ι	Elect Director Richard Mark	Mgmt	For	For
I	Elect Director Mark Parrish	Mgmt	For	For
K	Elect Director Scott A. Smith	Mgmt	For	For
-	Elect Director Rogerio Vivaldi Coelho	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies that have bringing in a new auditing firm, ideally e		a long period of time should c	consider a plan or tender process for
ł	Amend Omnibus Stock Plan	Mgmt	For	For

#### **Viavi Solutions Inc.**

Meeting Date: 11/06/2024	Country: USA	Ticker: VIAV	
	Meeting Type: Annual		
		Primary ISIN: US9255501051	Primary SEDOL: BYXB201

#### **Viavi Solutions Inc.**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Richard E. Belluzzo	Mgmt	For	Against
	Voter Rationale: The Company should pu minimum expectation is that women sho		ncrease gender diversity on the board. In o 7% of the board.	leveloped markets, our
1.2	Elect Director Keith Barnes	Mgmt	For	For
1.3	Elect Director Laura Black	Mgmt	For	For
1.4	Elect Director Donald Colvin	Mgmt	For	For
1.5	Elect Director Douglas Gilstrap	Mgmt	For	For
1.6	Elect Director Masood A. Jabbar	Mgmt	For	For
1.7	Elect Director Joanne Solomon	Mgmt	For	For
1.8	Elect Director Oleg Khaykin	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have ha for bringing in a new auditing firm.	ad the same auditor for	r a period of over 10 years should conside	r a plan or tender process
3	Advisory Vote to Ratify Named Executive Officers'	Mgmt	For	For
	performance targets to reward strong pe	erformance and drive si	should be clearly disclosed and include ro hareholder value over a sufficiently long per wards for substantially below median peri	eriod of time. The
Vicinity	Voter Rationale: Retention or recruitmen performance targets to reward strong per remuneration committee should not allow incentive awards should not be allowed to which would enable it, should it identify	erformance and drive su w vesting of incentive a to vest within 3 years s any facts of manipulati nanagers which were d	hareholder value over a sufficiently long pe wards for substantially below median perf ince the date of grant. The company shou on of reported indicators or other bad faiti letrimental to the long-term interests of its	eriod of time. The formance. Long-term Id put in place a procedure h actions on the part of any
_	Voter Rationale: Retention or recruitmen performance targets to reward strong per remuneration committee should not allow incentive awards should not be allowed u which would enable it, should it identify of its executive directors and other key m that any funds wrongfully obtained in su	erformance and drive su w vesting of incentive a to vest within 3 years s any facts of manipulati nanagers which were d	hareholder value over a sufficiently long pe wards for substantially below median perf ince the date of grant. The company shou on of reported indicators or other bad faiti letrimental to the long-term interests of its	eriod of time. The formance. Long-term Id put in place a procedure h actions on the part of any
-	Voter Rationale: Retention or recruitment performance targets to reward strong per remuneration committee should not allow incentive awards should not be allowed u which would enable it, should it identify of its executive directors and other key in that any funds wrongfully obtained in su Centres a: 10/29/2024 Country: Australia	erformance and drive su w vesting of incentive a to vest within 3 years s any facts of manipulati nanagers which were d ch manner are repaid t	hareholder value over a sufficiently long po wards for substantially below median perf ince the date of grant. The company shou on of reported indicators or other bad fait letrimental to the long-term interests of its o it.	eriod of time. The formance. Long-term Id put in place a procedure h actions on the part of any
_	Voter Rationale: Retention or recruitment performance targets to reward strong per remuneration committee should not allowed which would enable it, should it identify of its executive directors and other key to that any funds wrongfully obtained in su	erformance and drive su w vesting of incentive a to vest within 3 years s any facts of manipulati nanagers which were d ch manner are repaid t	hareholder value over a sufficiently long po wards for substantially below median perf ince the date of grant. The company shou on of reported indicators or other bad fait letrimental to the long-term interests of its o it.	eriod of time. The formance. Long-term Id put in place a procedure h actions on the part of any
_	Voter Rationale: Retention or recruitment performance targets to reward strong per remuneration committee should not allow incentive awards should not be allowed u which would enable it, should it identify of its executive directors and other key in that any funds wrongfully obtained in su Centres a: 10/29/2024 Country: Australia	erformance and drive su w vesting of incentive a to vest within 3 years s any facts of manipulati nanagers which were d ch manner are repaid t	hareholder value over a sufficiently long po mards for substantially below median perf ince the date of grant. The company shou on of reported indicators or other bad faitu letrimental to the long-term interests of its o it. <b>Ticker:</b> VCX	eriod of time. The formance. Long-term Id put in place a procedure th actions on the part of any is shareholders, to ensure
- Meeting Date	Voter Rationale: Retention or recruitmen performance targets to reward strong per remuneration committee should not allow incentive awards should not be allowed a which would enable it, should it identify of its executive directors and other key m that any funds wrongfully obtained in su <b>Centres</b> a: 10/29/2024 <b>Country:</b> Australia <b>Meeting Type:</b> Ann	erformance and drive si w vesting of incentive a to vest within 3 years s any facts of manipulati managers which were d ch manner are repaid t	hareholder value over a sufficiently long po mards for substantially below median perf ince the date of grant. The company shou on of reported indicators or other bad faits the trimental to the long-term interests of its to it. Ticker: VCX Primary ISIN: AU000000VCX7 Mgmt	eriod of time. The formance. Long-term Id put in place a procedure th actions on the part of any is shareholders, to ensure Primary SEDOL: BY7QXS7 Vote
- Meeting Date	Voter Rationale: Retention or recruitmen performance targets to reward strong per remuneration committee should not allow incentive awards should not be allowed a which would enable it, should it identify of its executive directors and other key m that any funds wrongfully obtained in su <b>Centres</b> a: 10/29/2024 <b>Country:</b> Australia Meeting Type: Ann Proposal Text Resolutions of Vicinity Limited	erformance and drive si w vesting of incentive a to vest within 3 years s any facts of manipulati managers which were d ch manner are repaid t nual <b>Proponent</b>	hareholder value over a sufficiently long po mards for substantially below median perf ince the date of grant. The company shou on of reported indicators or other bad faits the trimental to the long-term interests of its to it. Ticker: VCX Primary ISIN: AU000000VCX7 Mgmt	eriod of time. The formance. Long-term Id put in place a procedure th actions on the part of any is shareholders, to ensure Primary SEDOL: BY7QXS7 Vote
Proposal Number	Voter Rationale: Retention or recruitmen performance targets to reward strong per remuneration committee should not allow incentive awards should not be allowed to which would enable it, should it identify of its executive directors and other key m that any funds wrongfully obtained in su <b>Centres</b> a: 10/29/2024 <b>Country:</b> Australia Meeting Type: Ann Proposal Text Resolutions of Vicinity Limited (the Company) Approve Remuneration Report <i>Voter Rationale: The remuneration repor</i>	erformance and drive si w vesting of incentive a to vest within 3 years s any facts of manipulati nanagers which were d ch manner are repaid t nual Proponent Mgmt Mgmt	hareholder value over a sufficiently long po mards for substantially below median perf ince the date of grant. The company shou on of reported indicators or other bad faits the trimental to the long-term interests of its to it. Ticker: VCX Primary ISIN: AU000000VCX7 Mgmt Rec	eriod of time. The formance. Long-term Id put in place a procedure th actions on the part of any a shareholders, to ensure Primary SEDOL: BY7QXS7 Vote Instruction For performance targets. The

## **Vicinity Centres**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3b	Elect Janette Kendall as Director	Mgmt	For	For
3c	Elect Angus McNaughton as Director	Mgmt	For	For
	Resolution of Vicinity Limited (the Company) and Vicinity Centres Trust (the Trust)	Mgmt		
4	Approve Grant of Performance Rights to Peter Huddle	Mgmt	For	For

## Victory Capital Holdings, Inc.

Meeting Date: 10/11/2024	Country: USA	Ticker: VCTR	
	Meeting Type: Special		
		Primary ISIN: US92645B1035	Primary SEDOL: BFYVKR0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Issue Shares in Connection with Acquisition	Mgmt	For	For
2	Increase Authorized Preferred Stock	Mgmt	For	Against
	Voter Rationale: The proposal is not in t	he interests of minori	ty shareholders.	
3	Amend Certificate of Incorporation to Expand the Existing Corporate Opportunities Waiver Provision	Mgmt	For	Against
	Voter Rationale: Changes in company's articles or by-laws should not erode shareholder rights.			
4	Adjourn Meeting	Mgmt	For	For

## Visional, Inc.

Meeting Date: 10/30/2024	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 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 Murata, Satoshi	Mgmt	For	For
1.3	Elect Director Sakai, Tetsuya	Mgmt	For	For
1.4	Elect Director Suefuji, Risako	Mgmt	For	For

## Visional, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Elect Alternate Director and Audit Committee Member Hattori, Yukihiro	Mgmt	For	For

## Vulcan Steel Ltd.

Meeting Date: 11/01/2024	Country: New Zealand	Ticker: VSL	
	Meeting Type: Annual		
		Primary ISIN: AU0000181984	Primary SEDOL: BMG3PV2

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For
2	Elect Carolyn Steele as Director	Mgmt	For	Against
	Voter Rationale: The audit committee s impartiality and effectiveness.	hould be fully indepen	dent and this director's me	mbership could hamper the committee's
3	Elect Russell Chenu as Director	Mgmt	For	For
4	Approve Grant of Performance Share Rights to Rhys Jones	Mgmt	For	For
	reported indicators or other bad faith a	ctions on the part of a	ny of its executive directors	hould it identify any facts of manipulation of s and other key managers which were ngfully obtained in such manner are repaid to
5	Approve Grant of Performance Share Rights to Adrian Casey	Mgmt	For	For
	reported indicators or other bad faith a	ctions on the part of a	ny of its executive directors	hould it identify any facts of manipulation of s and other key managers which were ngfully obtained in such manner are repaid to

it.

## WD-40 Company

Meeting Date: 12/12/2024	Country: USA Meeting Type: Annual	Ticker: WDFC	
		Primary ISIN: US9292361071	Primary SEDOL: 2944742

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

## WD-40 Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
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 Anne G. Saunders	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Long-term incentive awards	should not be allowed	to vest within 3 years since the date of are	nt The company

Voter Rationale: Long-term incentive awards should not be allowed to vest within 3 years since the date of grant. The company should put in place a procedure which would enable it, should it identify any facts of manipulation of reported indicators or other bad faith actions on the part of any of its executive directors and other key managers which were detrimental to the long-term interests of its shareholders, to ensure that any funds wrongfully obtained in such manner are repaid to it.

Ratify PricewaterhouseCoop	ers Mgmt	For	For
LLP as Auditors			

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.

#### WesBanco, Inc.

3

Meeting Date: 12/11/2024	Country: USA Meeting Type: Special	Ticker: WSBC	
		Primary ISIN: US9508101014	Primary SEDOL: 2953782

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

#### **Wesfarmers Limited**

Meeting Date: 10/31/2024	Country: Australia Meeting Type: Annual	Ticker: WES	
		Primary ISIN: AU000000WES1	Primary SEDOL: 6948836

#### **Wesfarmers Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2a	Elect Alison Mary Watkins as Director	Mgmt	For	For
2b	Elect Kathryn Marian Munnings as Director	Mgmt	For	For
2c	Elect Friedrich (Tom) von Oertzen as Director	Mgmt	For	For
3	Approve Increase in Remuneration Pool for Non-Executive Directors	Mgmt	None	For
4	Approve Remuneration Report	Mgmt	For	For
5	Approve Grant of KEEPP Deferred Shares and KEEPP Performance Shares to Robert Scott	Mgmt	For	For

#### West Holdings Corp.

Meeting Date: 11/26/2024	Country: Japan Meeting Type: Annual	<b>Ticker:</b> 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 65	Mgmt	For	For
2.1	Elect Director Kikkawa, Takashi	Mgmt	For	Against
	Voter Rationale: The board should recr	uit two outside directors	as a key step to broaden and	d diversify board discussion. The

Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The Company should put in place a policy to increase gender diversity on the board. In developing markets, our minimum expectation is that women should comprise at least 13.5% of the board.

2.2	Elect Director Egashira, Eijchiro	Mamt	For	Against

Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director. The Company should put in place a policy to increase gender diversity on the board. In developing markets, our minimum expectation is that women should comprise at least 13.5% of the board.

2.3	Elect Director Araki, Kenji	Mgmt	For	Against
-----	-----------------------------	------	-----	---------

Voter Rationale: The board should recruit two outside directors as a key step to broaden and diversify board discussion. The Japanese Corporate Governance Code recommends listed companies have at least two independent directors on the board. The boards should strive to establish one-third independence to ensure appropriate balance of independence and objectivity. If the company does not comply, the board should explain to shareholders why it has not recruited an outside director.

## West Holdings Corp.

oposal umber	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.4	Elect Director Goto, Yoshihisa	Mgmt	For	Against
	Voter Rationale: The board should recru Japanese Corporate Governance Code r boards should strive to establish one-th company does not comply, the board sl	ecommends listed comp ird independence to ens	nanies have at least two inde Sure appropriate balance of i	pendent directors on the board. The ndependence and objectivity. If the
2.5	Elect Director Nagashima, Toshihisa	Mgmt	For	Against
	Voter Rationale: The board should recru Japanese Corporate Governance Code r boards should strive to establish one-th company does not comply, the board sl	ecommends listed comp ird independence to ens	nanies have at least two inde Sure appropriate balance of i	pendent directors on the board. The ndependence and objectivity. If the
2.6	Elect Director Moriyama, Toshiyuki	Mgmt	For	Against
	Voter Rationale: The board should recru Japanese Corporate Governance Code r boards should strive to establish one-th company does not comply, the board sl	ecommends listed comp ird independence to ens	nanies have at least two inde Sure appropriate balance of i	pendent directors on the board. The ndependence and objectivity. If the
2.7	Elect Director Amano, Tomohiro	Mgmt	For	Against
	Voter Rationale: The board should recru Japanese Corporate Governance Code r boards should strive to establish one-th company does not comply, the board sl	ecommends listed comp ird independence to ens	panies have at least two inde sure appropriate balance of i	pendent directors on the board. The ndependence and objectivity. If the
2.8	Elect Director Naosaki, Akira	Mgmt	For	Against
	Voter Rationale: The board should recru Japanese Corporate Governance Code r	ecommends listed comp	nanies have at least two inde Sure appropriate balance of i	pendent directors on the board. The ndependence and objectivity. If the
	company does not comply, the board si	hould explain to shareho	iders why it has not recruite	
2.9		<i>hould explain to shareho</i> Mgmt	For	Against
2.9	company does not comply, the board sl	Mgmt uit two outside directors ecommends listed comp ird independence to ens	For as a key step to broaden an panies have at least two inde ure appropriate balance of i	Against d diversify board discussion. The pendent directors on the board. The ndependence and objectivity. If the
	<i>company does not comply, the board sl</i> Elect Director Nakajima, Hideshi <i>Voter Rationale: The board should recru</i> <i>Japanese Corporate Governance Code r</i> <i>boards should strive to establish one-th</i>	Mgmt uit two outside directors ecommends listed comp ird independence to ens	For as a key step to broaden an panies have at least two inde ure appropriate balance of i	Against d diversify board discussion. The pendent directors on the board. The ndependence and objectivity. If the
2.9 2.10	company does not comply, the board si Elect Director Nakajima, Hideshi Voter Rationale: The board should recru Japanese Corporate Governance Code r boards should strive to establish one-th company does not comply, the board si	Mgmt it two outside directors ecommends listed comp ird independence to ens hould explain to shareho Mgmt it two outside directors ecommends listed comp ird independence to ens	For as a key step to broaden an panies have at least two inde ure appropriate balance of i Iders why it has not recruite For as a key step to broaden an panies have at least two inde ure appropriate balance of i	Against d diversify board discussion. The pendent directors on the board. The ndependence and objectivity. If the d an outside director. Against d diversify board discussion. The pendent directors on the board. The ndependence and objectivity. If the

## Western Digital Corporation

Meeting Date: 11/20/2024	Country: USA Meeting Type: Annual	Ticker: WDC	
		Primary ISIN: US9581021055	Primary SEDOL: 2954699

## Western Digital Corporation

umber	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
1d	Elect Director Tunc Doluca	Mgmt	For	For
1e	Elect Director David V. Goeckeler	Mgmt	For	For
1f	Elect Director Matthew E. Massengill	Mgmt	For	For
1g	Elect Director Stephanie A. Streeter	Mgmt	For	For
1h	Elect Director Miyuki Suzuki	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: Long-term incentive aw should put in place a procedure which w faith actions on the part of any of its exe its shareholders, to ensure that any func	ould enable it, should it cutive directors and oth	identify any facts of manipula er key managers which were	ation of reported indicators or other bad detrimental to the long-term interests of
3	Amend Omnibus Stock Plan	Mgmt	For	For
3	Voter Rationale: On early termination, and event of a change of control. The compart manipulation of reported indicators or ot	I share-based awards s ny should put in place a her bad faith actions on	hould be time pro-rated and t a procedure which would ena the part of any of its executiv	ested for performance, including in the ble it, should it identify any facts of
	Voter Rationale: On early termination, and event of a change of control. The compa- manipulation of reported indicators or ot which were detrimental to the long-term repaid to it.	I share-based awards s iny should put in place a her bad faith actions on interests of its sharehol	should be time pro-rated and t a procedure which would ena the part of any of its executiv Iders, to ensure that any fund	ested for performance, including in the ble it, should it identify any facts of re directors and other key managers s wrongfully obtained in such manner are
3	Voter Rationale: On early termination, and event of a change of control. The compar- manipulation of reported indicators or ot which were detrimental to the long-term	I share-based awards s iny should put in place a her bad faith actions on interests of its sharehol Mgmt	should be time pro-rated and t a procedure which would ena the part of any of its executiv Iders, to ensure that any fund	rested for performance, including in the ble it, should it identify any facts of re directors and other key managers s wrongfully obtained in such manner are For

## Westpac Banking Corporation

Meeting Date: 12/13/2024	Country: Australia Meeting Type: Annual	Ticker: WBC	
		Primary ISIN: AU000000WBC1	Primary SEDOL: 6076146

## Westpac Banking Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Appoint KPMG as Auditor of the Company	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Grant of Restricted Share Rights and Performance Share Rights to Anthony Miller	Mgmt	For	For
5a	Elect Nerida Caesar as Director	Mgmt	For	For
5b	Elect Margaret Seale as Director	Mgmt	For	For
5c	Elect Andy Maguire as Director	Mgmt	For	For
6a	Approve the Amendments to the Company's Constitution	SH	Against	Against
6b	Approve Transition Plan Assessments	SH	Against	Against

#### **WiseTech Global Limited**

Meeting Date: 11/22/2024	Country: Australia Meeting Type: Annual	Ticker: WTC	
		Primary ISIN: AU000000WTC3	Primary SEDOL: BZ8GX83

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For
3	Elect Lisa Brock as Director	Mgmt	For	For
4	Elect Fiona Pak-Poy as Director	Mgmt	For	For
5	Approve Grant of Share Rights to Maree Isaacs under the Equity Incentives Plan	Mgmt	For	For
6	Approve Grant of Share Rights to Non-Executive Directors under the Non-Executive Director Fee Sacrifice Share Acquisition Plan	Mgmt	For	For
7	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For

## Wolfspeed, Inc.

Meeting Date: 12/05/2024

Country: USA Meeting Type: Annual Ticker: WOLF

Primary ISIN: US9778521024

Primary SEDOL: BMBVND9

roposal umber	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 Darren R. Jackson	Mgmt	For	For
1.4	Elect Director Duy-Loan T. Le	Mgmt	For	For
5	Elect Director Gregg A. Lowe *Withdrawn Resolution*	Mgmt		
1.6	Elect Director Marvin A. Riley	Mgmt	For	For
7	Elect Director Thomas J. Seifert	Mgmt	For	For
.8	Elect Director Stacy J. Smith	Mgmt	For	Withhold
	Voter Rationale: The Company should p minimum expectation is that women sh			n the board. In developed markets, our
.9	Elect Director Thomas H. Werner	Mgmt	For	For
.10	Elect Director George H. "Woody" Young, III	Mgmt	For	For
	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	Voter Rationale: Companies who have f for bringing in a new auditing firm.	ad the same auditor fo	or a period of over 10 years	s should consider a plan or tender process
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	Voter Rationale: The remuneration com performance. The company should put reported indicators or other bad faith ac	in place a procedure wi ctions on the part of an	hich would enable it, should y of its executive directors	d it identify any facts of manipulation of

## **Woolworths Group Limited**

Meeting Date:	10/31/2024 Country: Australia Meeting Type: Ar		Ticker: WOW		
			Primary ISIN: AU000000WOW2	Primary SEDOL: 6981239	
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	
2	Approve Remuneration Report	Mgmt	For	For	

## **Woolworths Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3a	Elect Maxine Brenner as Director	Mgmt	For	Against
	concerns being identified at Qantas Airw as a long-standing director. A vote FOR	ays Limited through ar the re-election of indep	nner (Item 3a) is warranted on the basis o n independent Corporate Governance Revie pendent non-executive director Philip Chroi ctor nominees in respect of board and com	ew, and Ms Brenner served nican (Item 3b) is warranted
3b	Elect Philip Chronican as Director	Mgmt	For	For
4	Approve Grant of Performance Share Rights to Amanda Bardwell	Mgmt	For	For
5	Approve Conditional Spill Resolution	Mgmt	Against	Against
ба	Approve the Amendments to the Company's Constitution	SH	Against	Against
6b	Approve Farmed Seafood Reporting	SH	Against	For
			ial to the company's overall risk profile. Cu bether the company is effectively addressin	
6c	Approve Farmed Salmon Sourcing	SH	Against	Against
Worley	Sourcing Limited	SH	Against Ticker: WOR	Against
Norley	Sourcing Limited			Against Primary SEDOL: 6562474
	Sourcing Limited 11/21/2024 Country: Australia		Ticker: WOR	
Norley leeting Date:	Sourcing Limited 11/21/2024 Country: Australia Meeting Type: Anr	nual	Ticker: WOR Primary ISIN: AU000000WOR2 Mgmt	Primary SEDOL: 6562474 Vote
Norley Aeeting Date: Aroposal Jumber	Sourcing Limited I1/21/2024 Country: Australia Meeting Type: Anr Proposal Text Elect Thomas Gorman as Director Voter Rationale: The Company should p	nual Proponent Mgmt ut in place a policy to ii	Ticker: WOR Primary ISIN: AU000000WOR2 Mgmt Rec	Primary SEDOL: 6562474 Vote Instruction For Everloped markets, our
Norley leeting Date: roposal lumber	Sourcing Limited I1/21/2024 Country: Australia Meeting Type: Ann Proposal Text Elect Thomas Gorman as Director Voter Rationale: The Company should p minimum expectation is that women sho	nual Proponent Mgmt ut in place a policy to ii	Ticker: WOR Primary ISIN: AU000000WOR2  Mgmt Rec For For Encrease gender diversity on the board. In c	Primary SEDOL: 6562474 Vote Instruction For Everloped markets, our
Norley leeting Date: roposal umber 2a	Sourcing  Limited  11/21/2024 Country: Australia Meeting Type: Ann  Proposal Text  Elect Thomas Gorman as Director  Voter Rationale: The Company should po minimum expectation is that women should po minimum expectation is that women should po minimum expectation is that women should po	Proponent Mgmt ut in place a policy to in puld comprise at least 2	Ticker: WOR Primary ISIN: AU000000WOR2  Mgmt Rec For For Expresse gender diversity on the board. In a	Primary SEDOL: 6562474 Vote Instruction For For feveloped markets, our s to the board, we will keep
Vorley Meeting Date: Proposal Number 2a 2b	Sourcing  Limited  11/21/2024 Country: Australia Meeting Type: And Proposal Text  Elect Thomas Gorman as Director Voter Rationale: The Company should po minimum expectation is that women shout this matter under review. Elect Andrew Liveris as Director Elect Emma Stein as Director Voter Rationale: In recent years, this is is	nual Proponent Mgmt Ut in place a policy to i puld comprise at least 2 Mgmt Mgmt Mgmt Mgmt mot the first time that v	Ticker: WOR Primary ISIN: AU000000WOR2  Mgmt Rec For For For For For For	Primary SEDOL: 6562474 Vote Instruction For feveloped markets, our s to the board, we will keep For Against fed proposal at the
Norley Meeting Date: Proposal lumber 2a 2b	Sourcing  Limited  11/21/2024 Country: Australia Meeting Type: And Proposal Text  Elect Thomas Gorman as Director Voter Rationale: The Company should p minimum expectation is that women shout this matter under review. Elect Andrew Liveris as Director Elect Emma Stein as Director Voter Rationale: In recent years, this is is company. Due to ongoing concerns regar	nual Proponent Mgmt Ut in place a policy to i puld comprise at least 2 Mgmt Mgmt Mgmt Mgmt mot the first time that v	Ticker: WOR Primary ISIN: AU000000WOR2  Mgmt Rec For	Primary SEDOL: 6562474 Vote Instruction For feveloped markets, our s to the board, we will keep For Against fed proposal at the

## **Worley Limited**

Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Remuneration Report	Mgmt	For	Against
	reward strong performance. Any increas accompanied by a corresponding increa failing to encourage progressive perform increases should be linked to material co remuneration report does not articulate how bonus payments reflect prior year plans. The company should put in place	ise in the size of award se in performance exp nance. Higher vesting hanges in the business how executives perfor performance, as well a procedure which we the part of any of its e	s under the short-term/long- ectations. Remuneration poli levels should be linked to sca or in the role and responsib med against historic perform s outlining forward-looking to suld enable it, should it ident xecutive directors and other	icy allows cliff-vesting of awards, thus aled performance targets. Significant salary vilities of executive directors. The nance targets. The board should articulate argets that underpin long-term incentive vify any facts of manipulation of reported key managers which were detrimental to
4	Approve Grant of Deferred Equity Rights to Robert Christopher Ashton	Mgmt	For	Against
		ion policy allows cliff-v o scaled performance t	resting of awards, thus failing argets. Any increase in the s	
5	Approve Grant of Long-Term Performance Rights to Robert Christopher Ashton	Mgmt	For	Against
		lisation and industry p	eers, being approximately 1.	LTI grant is excessive at \$3,924,485 and 7 times and 1.8 times per group medians, plute positive TSR gateway continue to
6	well above the median of market capita respectively. Prior concerns regarding th	lisation and industry p	eers, being approximately 1.	7 times and 1.8 times per group medians,
6	well above the median of market capita respectively. Prior concerns regarding th persist.	lisation and industry p he use of underlying N Mgmt and equity incentives s	eers, being approximately 1 PATA and the lack of an abso For should not be granted to non-	7 times and 1.8 times per group medians, plute positive TSR gateway continue to Against
6 7	well above the median of market capita respectively. Prior concerns regarding th persist. Approve Employee Share Plan Voter Rationale: Variable remuneration	lisation and industry p he use of underlying N Mgmt and equity incentives s	eers, being approximately 1 PATA and the lack of an abso For should not be granted to non-	7 times and 1.8 times per group medians, plute positive TSR gateway continue to Against

Meeting Date: 12/25/2024	Country: Japan	<b>Ticker:</b> 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	Mgmt	For	Against
	Voter Rationale: A vote AGAINST this re before audited financial statements are		because: * It will be inapprop	priate to make final dividend payments
2.1	Appoint Statutory Auditor Inoue, Keizo	Mgmt	For	For
2.2	Appoint Statutory Auditor Okuda, Koichiro	Mgmt	For	For

## Yokorei Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2.3	Appoint Statutory Auditor Munakata, Hisao	Mgmt	For	For
2.4	Appoint Statutory Auditor Ichikawa, Yusuke	Mgmt	For	For

#### **Zip Co Limited**

Meeting Date: 11/07/2024	Country: Australia Meeting Type: Annual	Ticker: ZIP	
		Primary ISIN: AU0000218307	Primary SEDOL: BPP1Y77

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction		
2	Approve Remuneration Report	Mgmt	For	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 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 Kevin Moss as Director	Mgmt	For	For		
3b	Elect Matthew W. Schuyler as Director	Mgmt	For	For		
3с	Elect Diane Smith-Gander as Director	Mgmt	For	For		
4	Approve Grant of Restricted Rights to Non-Executive Directors Under the Zip Co Limited NED Equity Plan	Mgmt	For	For		
5a	Approve Grant of Short-Term Variable Reward (STVR) Shares to Cynthia Scott	Mgmt	For	For		
5b	Approve Grant of Short-Term Variable Reward (STVR) Shares to Larry Diamond	Mgmt	For	For		
6	Approve Grant of Long-Term Variable Reward Performance Rights to Cynthia Scott	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.

7	Approve Renewal of Proportional Takeover Provisions in Constitution	Mgmt	For	For
---	---	------	-----	-----



## **Contact Us**

#### **Columbia Threadneedle Investments**

Cannon Place 78 Cannon Street London EC4N 6AG Tel: +44 (0) 20 7628 8000

www.columbiathreadneedle.com

© 2024 Columbia Threadneedle Investments. Columbia Threadneedle Investments is the global brand name of the Columbia and Threadneedle group of companies. For professional investors only. Financial promotions are issued for marketing and information purposes; in the United Kingdom by Columbia Threadneedle Management Limited, which is authorised and regulated by the Financial Conduct Authority; in the EEA by Columbia Threadneedle Netherlands B.V., which is regulated by the Dutch Authority for the Financial Markets (AFM); and in Switzerland by Columbia Threadneedle Management (Swiss) GmbH, acting as representative office of Columbia Threadneedle Management is distributed by Columbia Threadneedle Investments (ME) Limited, which is regulated by the Dubai Financial Services Authority (DFSA). For Distributors: This document is intended to provide distributors with information about Group products and services and is not for further distribution. For Institutional Clients: The information in this document is not intended as financial advice and is only intended for persons with appropriate investment knowledge and who meet the regulatory criteria to be classified as a Professional Client or Market Counterparties and no other Person should act upon it.