

VOTE SUMMARY REPORT

Date range covered : 07/01/2024 to 09/30/2024

Ashtead Group Plc

Meeting Date: 09/04/2024

Country: United Kingdom

Ticker: AHT

Record Date: 09/02/2024

Meeting Type: Annual

Primary Security ID: G05320109

Primary ISIN: GB0000536739

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the Company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.</i>			
2	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the remuneration report is considered warranted, although it is not without concerns for shareholders: * Shareholders may reasonably question whether the significant increase in LTIP award opportunity for FY2025 has been met by a commensurate increase in the stretch of performance targets. * The bonus opportunities for both EDs are being materially increased for FY2025, primarily driven by benchmarking. * The NED fee levels have been increased at a rate above the workforce's average increase, and no explanation has been provided by the Company in the meeting materials. The main reasons for support are: * Concerns with the LTIP are reflected in the vote recommendation attributed to the remuneration policy resolution. * The increased bonus maximums continue to fall within the approved policy limit. * The resulting NED fee levels are not considered out of line with Company peers.</i>			
3	Approve Remuneration Policy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the proposed remuneration policy is considered warranted: * The Company is proposing to significantly increase the PSU opportunity under the LTIP, in addition to introducing new RSU awards, primarily in order to offer higher pay packages to US-based Executives. The proposed changes to remuneration represent a significant deviation from UK market practice and a fundamental shift from the current framework. While the Company's rationale for some level of increases for its US-based executives are partly acknowledged, the extent of the proposed changes is considered excessive.</i>			
4	Approve Final Dividend	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.</i>			
5	Re-elect Paul Walker as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
6	Re-elect Brendan Horgan as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
7	Re-elect Michael Pratt as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
8	Re-elect Angus Cockburn as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
9	Re-elect Lucinda Riches as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
10	Re-elect Tanya Fratto as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
11	Re-elect Jill Easterbrook as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
12	Re-elect Renata Ribeiro as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
13	Elect Roy Twite as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Paul Walker, Angus Cockburn, Jillian (Jill) Easterbrook, Tanya Fratto, Renata Ribeiro and Lucinda Riches is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
14	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.1 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.1 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
16	Amend Long-Term Incentive Plan	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this item is considered warranted: * Under its LTIP, the Company is increasing the PSU opportunity in addition to introducing new RSU awards, in order to offer significantly increased pay packages to US-based Executives. The proposed changes to remuneration represent a significant deviation from UK market practice and a fundamental shift from the current framework. While the Company's rationale for some level of increases for its US-based executives is acknowledged, the extent of the proposed changes is considered excessive even in the light of the Company's rationale and its stated comparisons.</i>			
17	Authorise Issue of Equity	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			

Ashtead Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i>			
21	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>			

Autodesk, Inc.

Meeting Date: 07/16/2024

Country: USA

Ticker: ADSK

Record Date: 05/29/2024

Meeting Type: Annual

Primary Security ID: 052769106

Primary ISIN: US0527691069

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Andrew Anagnost	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Karen Blasing	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Reid French	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1d	Elect Director Ayanna Howard	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Blake Irving	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Mary T. McDowell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Stephen Milligan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Lorrie M. Norrington	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Betsy Rafael	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Rami Rahim	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Stacy J. Smith	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stacy Smith, Blake Irving, and Lorrie Norrington is warranted for lack of diversity on the board. A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>			

Autodesk, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 3.13 percent of the fees paid to the auditor are for non-audit purposes.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Some concerns remain, including incomplete goal disclosure for the incentive programs and one-year performance periods for part of the LTIP. Nevertheless, annual incentives continued to be entirely based on pre-set financial metrics. Further, equity grants are majority performance conditioned and primarily based on financial metrics.</i>				
4	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	Mgmt	For	For
<i>Additional Policy Rationale: Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.</i>				
5	Provide Right to Call a Special Meeting	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted as the right to call special meetings at a 15 percent ownership threshold would enhance shareholders rights.</i>				

Berkeley Group Holdings Plc

Meeting Date: 09/06/2024	Country: United Kingdom	Ticker: BKG
Record Date: 09/04/2024	Meeting Type: Annual	
Primary Security ID: G1191G153		Primary ISIN: GB00BP0RGD03

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR the Company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.</i>				
2	Approve Remuneration Report	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted, although it is not without concern: * The structure of the pay model is atypical, with no annual bonus plan in operation and instead consisting of a one-off option grant and a restricted share plan, which do not carry specific performance criteria. The potential quantum of the one-off options remains a concern. The main reasons for support are: * There have been no fresh grants or vesting of the share options; * No salary increases have been granted to Executive Directors for next year; and * With regard to pay and performance alignment, the Company's long-term RoE leads the sector.</i>				
3	Re-elect Michael Dobson as Director	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				

Berkeley Group Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Re-elect Rachel Downey as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
5	Re-elect Rob Perrins as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
6	Re-elect Richard Stearn as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
7	Re-elect Andy Kemp as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
8	Re-elect Natasha Adams as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
9	Re-elect William Jackson as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
10	Re-elect Elizabeth Adekunle as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
11	Re-elect Sarah Sands as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael Dobson, Rachel Downey, Natasha Adams, William Jackson, and Andrew (Andy) Kemp is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
12	Reappoint KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.9 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
13	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.9 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
14	Authorise Issue of Equity	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			

Berkeley Group Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
15	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			
16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			
17	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i>			
18	Authorise UK Political Donations and Expenditure	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the Company states that it does not intend to make overtly political payments but is making this technical proposal in order to avoid inadvertent contravention of UK legislation.</i>			
19	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>			
20	Approve Special Dividend and Share Consolidation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the proposal is considered to be in shareholders' interests as decreasing the number of shares and thus increasing the market price per share improves the shares' marketability and liquidity, and ultimately expands the shareholder base.</i>			

Booz Allen Hamilton Holding Corporation

Meeting Date: 07/24/2024

Country: USA

Ticker: BAH

Record Date: 06/03/2024

Meeting Type: Annual

Primary Security ID: 099502106

Primary ISIN: US0995021062

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Horacio D. Rozanski	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Joan Lordi C. Amble	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Melody C. Barnes	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Booz Allen Hamilton Holding Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1d	Elect Director Michele A. Flournoy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Mark E. Gaumond	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Ellen Jewett	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Arthur E. Johnson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Gretchen W. McClain	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Rory P. Read	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Charles O. Rossotti	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1k	Elect Director William M. Thornberry	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.42 percent of the fees paid to the auditor are for non-audit purposes.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>			

Experian Plc

Meeting Date: 07/17/2024

Country: Jersey

Ticker: EXPN

Record Date: 07/15/2024

Meeting Type: Annual

Primary Security ID: G32655105

Primary ISIN: GB00B19NLV48

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<i>Additional Policy Rationale: A vote FOR the Company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.</i>			
2	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the remuneration report is considered warranted as no material issues have been identified.</i>			
3	Re-elect Craig Boundy as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
4	Re-elect Alison Brittain as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
5	Re-elect Brian Cassin as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
6	Re-elect Kathleen DeRose as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
7	Re-elect Caroline Donahue as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
8	Re-elect Luiz Fleury as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
9	Re-elect Jonathan Howell as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
10	Re-elect Esther Lee as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
11	Re-elect Louise Pentland as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Experian Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
12	Re-elect Lloyd Pitchford as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
13	Re-elect Mike Rogers as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Rogers, Alison Brittain, Kathleen DeRose, Caroline Donahue, Luiz Fleury, Jonathan Howell, Esther Lee and Louise Pentland is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
14	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.8 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
15	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.8 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
16	Authorise Issue of Equity	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			
17	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			
18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>			
19	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i>			

Gen Digital Inc.

Meeting Date: 09/10/2024

Country: USA

Ticker: GEN

Record Date: 07/15/2024

Meeting Type: Annual

Primary Security ID: 668771108

Primary ISIN: US6687711084

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Susan P. Barsamian	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			

Gen Digital Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1b	Elect Director Pavel Baudis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1c	Elect Director Eric K. Brandt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1d	Elect Director Frank E. Dangeard	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1e	Elect Director Nora M. Denzel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1f	Elect Director Peter A. Feld	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1g	Elect Director Emily Heath	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1h	Elect Director Vincent Pilette	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1i	Elect Director Sherrese M. Smith	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1j	Elect Director Ondrej Vlcek	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because less than one percent of the fees paid to the auditor are for non-audit purposes.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Though concerns exist regarding the lack of disclosure of specific targets and results in the annual incentive program, equity awards were majority performance-conditioned and based on metrics with forward-looking targets measured over multi-year performance periods.</i>			
4	Amend Omnibus Stock Plan	Mgmt	For	For
	<i>Additional Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>			

Industria de Diseno Textil SA

Meeting Date: 07/09/2024

Country: Spain

Ticker: ITX

Record Date: 07/04/2024

Meeting Type: Annual

Primary Security ID: E6282J125

Primary ISIN: ES0148396007

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.a	Approve Standalone Financial Statements	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i>			
1.b	Approve Discharge of Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.</i>			
2	Approve Consolidated Financial Statements	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i>			
3	Approve Non-Financial Information Statement	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted due to a lack of specific concern about the non-financial information reported by the company.</i>			
4	Approve Allocation of Income and Dividends	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.</i>			
5.a	Amend Article 9 Re: Transfer of Shares	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted due to a lack of concerns about the proposed bylaw's and GSM regulations' amendments.</i>			
5.b	Amend Articles Re: General Meetings	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted due to a lack of concerns about the proposed bylaw's and GSM regulations' amendments.</i>			
5.c	Amend Articles Re: Board of Directors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted due to a lack of concerns about the proposed bylaw's and GSM regulations' amendments.</i>			
5.d	Amend Article 36 Re: Approval of Accounts and Allocation of Income	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted due to a lack of concerns about the proposed bylaw's and GSM regulations' amendments.</i>			
5.e	Amend Article 40 Re: Liquidation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted due to a lack of concerns about the proposed bylaw's and GSM regulations' amendments.</i>			
6	Amend Articles of General Meeting Regulations	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted due to a lack of concerns about the proposed bylaw's and GSM regulations' amendments.</i>			

Industria de Diseno Textil SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
7.a	Elect Flora Perez Marcote as Director	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR the reelection of NI-NED Flora Perez Marcote under Item 7.a is warranted, in the absence of concerns regarding the nominee and the envisaged board composition. A vote FOR Items 7.b and 7.c is warranted due to a lack of concerns regarding the independent director nominees.</i>				
7.b	Elect Belen Romana Garcia as Director	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR the reelection of NI-NED Flora Perez Marcote under Item 7.a is warranted, in the absence of concerns regarding the nominee and the envisaged board composition. A vote FOR Items 7.b and 7.c is warranted due to a lack of concerns regarding the independent director nominees.</i>				
7.c	Reelect Denise Patricia Kingsmill as Director	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR the reelection of NI-NED Flora Perez Marcote under Item 7.a is warranted, in the absence of concerns regarding the nominee and the envisaged board composition. A vote FOR Items 7.b and 7.c is warranted due to a lack of concerns regarding the independent director nominees.</i>				
8	Advisory Vote on Remuneration Report	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted due to a lack of material concerns about the company's remuneration practices and reporting in FY under review.</i>				
9	Authorize Company to Call EGM with 15 Days' Notice	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR the authority to call an EGM with 15 days' notice is warranted because it is the first time the company is making this request. However, its use (if any) in the upcoming year will be closely monitored to ensure that such shorter-dated EGMs were called solely in connection with genuinely time-sensitive matters.</i>				
10	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this standard resolution is warranted as it provides the board with the means to carry out the agreements validly adopted by the general meeting.</i>				

Jazz Pharmaceuticals plc

Meeting Date: 07/25/2024

Country: Ireland

Ticker: JAZZ

Record Date: 05/29/2024

Meeting Type: Annual

Primary Security ID: G50871105

Primary ISIN: IE00B4Q5ZN47

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Laura J. Hamill	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Mark Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director Patrick Kennedy	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Mark Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Kenneth W. O'Keefe	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Mark Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

Jazz Pharmaceuticals plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1d	Elect Director Mark D. Smith	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Mark Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Approve KPMG as Auditors and authorize the Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because less than one percent of the fees paid to the auditor are for non-audit purposes.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>			
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	<i>Additional Policy Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.</i>			
5	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i>			
6	Adjourn Meeting	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, given the underlying support for Item 5 and the fact that the board is not proposing to seek an adjournment if Items 1 through 4 are not approved.</i>			

Mercury NZ Limited

Meeting Date: 09/19/2024

Country: New Zealand

Ticker: MCY

Record Date: 09/17/2024

Meeting Type: Annual

Primary Security ID: Q5971Q108

Primary ISIN: NZMRPE0001S2

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Elect Mike Taitoko as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the re-election of Michael (Mike) Taitoko is warranted. He is an independent non-executive director on the eight-member board. His presence contributes to the continued composition of a majority independent board structure, and no material corporate governance concerns have been identified regarding his candidacy as a director.</i>			
2	Approve Increase in the Annual Remuneration Payable to All Directors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the resolution to increase the NED fee pool is warranted: * The current level of fees paid to NEDs and the chairman are not excessive and observed to be below the average of fees in the largest NZX-listed market cap peer group of companies in the NZ\$3 billion to NZ\$21 billion range. * The company's financial performance and position at year end do not indicate any corporate governance concerns.</i>			

Meeting Date: 09/11/2024

Country: USA

Ticker: NTAP

Record Date: 07/16/2024

Meeting Type: Annual

Primary Security ID: 64110D104

Primary ISIN: US64110D1046

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director T. Michael Nevens	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Deepak Ahuja	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Anders Gustafsson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Gerald Held	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Deborah L. Kerr	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director George Kurian	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Carrie Palin	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Scott F. Schenkel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director June Yang	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Michael (Mike) Nevens and Carrie Palin is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Though the rigor and disclosure of performance equity could be improved, equity awards are predominantly performance-conditioned and half use a multi-year performance period. Additionally, annual incentives are largely based on pre-set objective metrics.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 19.54 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Amend Omnibus Stock Plan	Mgmt	For	Against
<p><i>Additional Policy Rationale: Based on an evaluation of the estimated cost, plan features, and grant practices using the Equity Plan Scorecard (EPSC), a vote AGAINST this proposal is warranted due to the following key factors: * The plan cost is excessive * The three-year average burn rate is excessive * The plan permits liberal recycling of shares * The plan allows broad discretion to accelerate vesting</i></p>				

NICE Ltd. (Israel)

Meeting Date: 07/03/2024	Country: Israel	Ticker: NICE
Record Date: 05/31/2024	Meeting Type: Annual	
Primary Security ID: M7494X101		Primary ISIN: IL0002730112
Additional Policy: SRI		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.a	Reelect David Kostman as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i></p>				
1.b	Reelect Rimon Ben-Shaoul as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i></p>				
1.c	Reelect Yehoshua (Shuki) Ehrlich as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i></p>				
1.d	Reelect Leo Apotheker as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i></p>				
1.e	Reelect Joseph (Joe) Cowan as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i></p>				
2	Reelect Zehava Simon as External Director	Mgmt	For	For
<p><i>Additional Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Approve Updated Compensation Policy for the Directors and Officers of the Company	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this item is warranted because the company discloses sufficient information and rationale on its amended compensation policy. However, qualified support is warranted because: * The amended cap on equity awards is substantially increased and raises some level of concern. The proposal entails a 33 percent increase to the maximum cap of up to ca. USD 26 million in annual RSU grants. * The potential of a USD 26 million RSU grants is substantially above market. Although median value of LTI grants of company-selected peers approximates USD 20 million, we note that median LTI grant value of ISS-selected peers for the company-selected peers is ca. USD 10 million. However, these concerns are somewhat mitigated by: * The proposal entails a theoretical cap whereas actual company practice is not concerning with a ca. USD 8 million annual grant value, being aligned with common market practice; * Any RSU grant to the CEO is subject to separate shareholder approval and hence the maximum cap is symbolic and shareholders can separately assess the merits of the separate RSU grants; and * We acknowledge the company is in the market for a new CEO.</i></p>				
4	Approve CEO Equity Award	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST this resolution is warranted because: * The company failed to disclose sufficient information regarding the value of the CEO's proposed compensation, preventing shareholders to assess the level of the payout opportunity; * The proposed vesting period is shorter in duration than the recommended guidelines and the possibility to accelerate the vesting within a short period is not in line with the pay-for-performance principle and Israeli market practice; * Despite the CEO's impending departure within the following year and the short vesting period of the equity awards, the terms provide only limited guidance on the performance criteria used to determine the PSUs, thus leaving excessive room for board discretion and preventing shareholder to assess the rigor of the plan.</i></p>				
5	Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this proposal to ratify the audit firm and fix their remuneration is warranted.</i></p>				
6	Discuss Financial Statements and the Report of the Board	Mgmt		
<p><i>Additional Policy Rationale: No vote is required for this item.</i></p>				
A	Vote FOR if you are a controlling shareholder or have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	Mgmt	None	Refer
<p><i>Additional Policy Rationale: Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will not be counted.</i></p>				
	Please Select Any Category Which Applies to You as a Shareholder or as a Holder of Power of Attorney	Mgmt		
B1	If you are an Interest Holder as defined in Section 1 of the Securities Law, 1968, vote FOR. Otherwise, vote against.	Mgmt	None	Refer
<p><i>Additional Policy Rationale: If such an item is included in the proxy card, shareholders must classify themselves according to the following categories: Interest Holder as defined in Section 1 of the Securities Law, 1968; Senior Officer as defined in Section 37(D) of the Securities Law, 1968; Institutional Investor as defined in Regulation 1 of the Supervision Financial Services Regulations 2009 or a Manager of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994; Shareholders can classify themselves by voting FOR or AGAINST on any of these items.</i></p>				

NICE Ltd. (Israel)

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
B2	If you are a Senior Officer as defined in Section 37(D) of the Securities Law, 1968, vote FOR. Otherwise, vote against.	Mgmt	None	Refer
<p><i>Additional Policy Rationale: If such an item is included in the proxy card, shareholders must classify themselves according to the following categories: Interest Holder as defined in Section 1 of the Securities Law, 1968; Senior Officer as defined in Section 37(D) of the Securities Law, 1968; Institutional Investor as defined in Regulation 1 of the Supervision Financial Services Regulations 2009 or a Manager of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994; Shareholders can classify themselves by voting FOR or AGAINST on any of these items.</i></p>				
B3	If you are an Institutional Investor as defined in Regulation 1 of the Supervision Financial Services Regulations 2009 or a Manager of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994, vote FOR. Otherwise, vote against.	Mgmt	None	Refer
<p><i>Additional Policy Rationale: If such an item is included in the proxy card, shareholders must classify themselves according to the following categories: Interest Holder as defined in Section 1 of the Securities Law, 1968; Senior Officer as defined in Section 37(D) of the Securities Law, 1968; Institutional Investor as defined in Regulation 1 of the Supervision Financial Services Regulations 2009 or a Manager of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994; Shareholders can classify themselves by voting FOR or AGAINST on any of these items.</i></p>				

Prosus NV

Meeting Date: 08/21/2024

Country: Netherlands

Ticker: PRX

Record Date: 07/24/2024

Meeting Type: Annual

Primary Security ID: N7163R103

Primary ISIN: NL0013654783

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Annual Meeting Agenda	Mgmt		
1	Receive Annual Report (Non-Voting)	Mgmt		
<p><i>Additional Policy Rationale: No vote is required for this item.</i></p>				
2	Discussion on Company's Corporate Governance Structure	Mgmt		
<p><i>Additional Policy Rationale: This is a non-voting item.</i></p>				
3	Approve Remuneration Report	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST is warranted because: * The quantum of total pay package remains high, particularly the vested value of LTI awards with a portion not subject to performance conditions. * The exit arrangement with former CEO Bob van Dijk is in deviation of market practice, particularly as his pay package continued for 6 months post-mandate under an advisory capacity, including STI and LTI. * The SAR plan is not sufficiently transparent and share options are not tied to separate performance conditions. * The quantum of the overall realized package for FY 2023/2024 is considered excessive (USD 19.9 million) and represents 12.8x lead executive peer median pay package. * A substantial part of the LTI awards vest before the third anniversary in deviation of best practice recommendations. * The quantum of discount linked short term incentive awarded is considered excessive. The CEO received a USD 3.4 million bonus for reducing the perceived valuation discount to NAV, but which appears to be mainly resolved by selling off Tencent shares and repurchasing company stock, without it necessarily being linked to company performance.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Adopt Financial Statements	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i>			
5	Approve Allocation of Income	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the allocation of income proposal is warranted. Although the company proposes to grant less than 30 percent of the earnings per share, the company gives adequate explanation why this is consistent with the company's dividend policy. Furthermore, the proposed capital repayments should be considered in the context of the company's updated capital return policy and no particular concerns were identified.</i>			
6	Approve Discharge of Executive Directors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the discharge of executive directors is warranted because of the absence of any information about significant and compelling controversies that the board is not fulfilling its fiduciary duties. A vote AGAINST the discharge of the non-executive directors is warranted as an accountability measures in light of the company's unequal voting structure. A vote FOR the discharge of executive directors is warranted because of the absence of any information about significant and compelling controversies that the board is not fulfilling its fiduciary duties. A vote AGAINST the discharge of the non-executive directors is warranted as an accountability measures in light of the company's unequal voting structure.</i>			
7	Approve Discharge of Non-Executive Directors	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote FOR the discharge of executive directors is warranted because of the absence of any information about significant and compelling controversies that the board is not fulfilling its fiduciary duties. A vote AGAINST the discharge of the non-executive directors is warranted as an accountability measures in light of the company's unequal voting structure. A vote FOR the discharge of executive directors is warranted because of the absence of any information about significant and compelling controversies that the board is not fulfilling its fiduciary duties. A vote AGAINST the discharge of the non-executive directors is warranted as an accountability measures in light of the company's unequal voting structure.</i>			
8	Approve Remuneration Policy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST is warranted because: * The proposed policy remains largely unchanged and continued concern is raised with the design of the policy and the lack of responsiveness to address concerns raised by shareholders; * Although one of the amendments aims to remove discretion under the STI, the board continues to use its discretion under the LTI scheme (moonshot bonus of USD 100 million granted for incoming CEO). * It is proposed to remove the shareholding requirements for the CEO, without the company giving a compelling justification. * Continued concerns relate the (i) high quantum of the total pay package and considered to be excessive (total value of entire package for entire appointment term is valued at ca. USD 163 million), (ii) significant proportion of long-term incentives that are not performance-related, (iii) absence of clear award levels under the LTI, and (iv) a substantial portion of the LTI vests before the third anniversary and start vesting after the first anniversary of the grant.</i>			
9	Approve Remuneration of Non-Executive Directors	Mgmt	For	For
	<i>Additional Policy Rationale: A qualified vote FOR is warranted in the absence of major concerns regarding the proposed fees and the fees are not increased in this year. However, this is not without noting that the fees are relatively high.</i>			
10	Elect Fabricio Bloisi to Executive Director and Chief Executive Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Hendrik du Toit, Craig Enenstein and Roberto Oliveira de Lima is warranted for lack of diversity on the board. A vote AGAINST Craig Enenstein is warranted because he serves as chair of the remuneration committee and carries main responsibility for the company's remuneration practices and decisions. Concerns are particularly raised regarding significant and continued concerns regarding remuneration related decisions that are considered to be egregious and the absence of compelling responsiveness to shareholder raised concerns at past AGMs A vote FOR the remaining director nominees is warranted.</i>			
11.1	Reelect Hendrik du Toit as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Hendrik du Toit, Craig Enenstein and Roberto Oliveira de Lima is warranted for lack of diversity on the board. A vote AGAINST Craig Enenstein is warranted because he serves as chair of the remuneration committee and carries main responsibility for the company's remuneration practices and decisions. Concerns are particularly raised regarding significant and continued concerns regarding remuneration related decisions that are considered to be egregious and the absence of compelling responsiveness to shareholder raised concerns at past AGMs A vote FOR the remaining director nominees is warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
11.2	Reelect Craig Enenstein as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Hendrik du Toit, Craig Enenstein and Roberto Oliveira de Lima is warranted for lack of diversity on the board. A vote AGAINST Craig Enenstein is warranted because he serves as chair of the remuneration committee and carries main responsibility for the company's remuneration practices and decisions. Concerns are particularly raised regarding significant and continued concerns regarding remuneration related decisions that are considered to be egregious and the absence of compelling responsiveness to shareholder raised concerns at past AGMs A vote FOR the remaining director nominees is warranted.</i>			
11.3	Reelect Angeliem Kemna as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Hendrik du Toit, Craig Enenstein and Roberto Oliveira de Lima is warranted for lack of diversity on the board. A vote AGAINST Craig Enenstein is warranted because he serves as chair of the remuneration committee and carries main responsibility for the company's remuneration practices and decisions. Concerns are particularly raised regarding significant and continued concerns regarding remuneration related decisions that are considered to be egregious and the absence of compelling responsiveness to shareholder raised concerns at past AGMs A vote FOR the remaining director nominees is warranted.</i>			
11.4	Reelect Nolo Letele as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Hendrik du Toit, Craig Enenstein and Roberto Oliveira de Lima is warranted for lack of diversity on the board. A vote AGAINST Craig Enenstein is warranted because he serves as chair of the remuneration committee and carries main responsibility for the company's remuneration practices and decisions. Concerns are particularly raised regarding significant and continued concerns regarding remuneration related decisions that are considered to be egregious and the absence of compelling responsiveness to shareholder raised concerns at past AGMs A vote FOR the remaining director nominees is warranted.</i>			
11.5	Reelect Roberto Oliveira de Lima as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Hendrik du Toit, Craig Enenstein and Roberto Oliveira de Lima is warranted for lack of diversity on the board. A vote AGAINST Craig Enenstein is warranted because he serves as chair of the remuneration committee and carries main responsibility for the company's remuneration practices and decisions. Concerns are particularly raised regarding significant and continued concerns regarding remuneration related decisions that are considered to be egregious and the absence of compelling responsiveness to shareholder raised concerns at past AGMs A vote FOR the remaining director nominees is warranted.</i>			
12	Ratify Deloitte Accountants B.V. as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>			
13	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Restrict/Exclude Preemptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>			
14	Authorize Repurchase of Shares	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST is warranted because the proposal is not in line with commonly used safeguards regarding volume.</i>			
15	Approve Reduction in Share Capital Through Cancellation of Shares	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>			
16	Discuss Voting Results	Mgmt		
	<i>Additional Policy Rationale: No vote is required for this item.</i>			

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
17	Close Meeting	Mgmt		
<i>Additional Policy Rationale: No vote is required for this item.</i>				

Sampo Oyj

Meeting Date: 07/09/2024

Country: Finland

Ticker: SAMPO

Record Date: 06/27/2024

Meeting Type: Extraordinary Shareholders

Primary Security ID: X75653232

Primary ISIN: FI4000552500

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Open Meeting	Mgmt		
<i>Additional Policy Rationale: These are routine meeting formalities.</i>				
2	Call the Meeting to Order	Mgmt		
<i>Additional Policy Rationale: These are routine meeting formalities.</i>				
3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Mgmt		
<i>Additional Policy Rationale: These are routine meeting formalities.</i>				
4	Acknowledge Proper Convening of Meeting	Mgmt		
<i>Additional Policy Rationale: These are routine meeting formalities.</i>				
5	Prepare and Approve List of Shareholders	Mgmt		
<i>Additional Policy Rationale: These are routine meeting formalities.</i>				
6	Approve Issuance of 57.5 Million Shares in Connection with Acquisition of Topdanmark A/S	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR the proposed capital increase is considered warranted because of the compelling strategic rationale provided, the presence of a fair valuation, unanimous support from the boards of both companies, the lack of any significant concerns and the overall generally positive market reaction.</i>				
7	Close Meeting	Mgmt		
<i>Additional Policy Rationale: This is a non-voting formality.</i>				

Snowflake Inc.

Meeting Date: 07/02/2024

Country: USA

Ticker: SNOW

Record Date: 05/07/2024

Meeting Type: Annual

Primary Security ID: 833445109

Primary ISIN: US8334451098

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Benoit Dageville	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for all director nominees because the board is not majority independent. WITHHOLD votes are warranted for incumbent nominating committee member Mark Garrett for lack of diversity on the board. WITHHOLD votes are further warranted for Governance Committee member Mark Garrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.</i>			
1b	Elect Director Mark S. Garrett	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for all director nominees because the board is not majority independent. WITHHOLD votes are warranted for incumbent nominating committee member Mark Garrett for lack of diversity on the board. WITHHOLD votes are further warranted for Governance Committee member Mark Garrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.</i>			
1c	Elect Director Jayshree V. Ullal	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for all director nominees because the board is not majority independent. WITHHOLD votes are warranted for incumbent nominating committee member Mark Garrett for lack of diversity on the board. WITHHOLD votes are further warranted for Governance Committee member Mark Garrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 23.60 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Declassify the Board of Directors	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because the declassification would enhance board accountability.</i>			

STERIS plc

Meeting Date: 08/01/2024

Country: Ireland

Ticker: STE

Record Date: 06/03/2024

Meeting Type: Annual

Primary Security ID: G8473T100

Primary ISIN: IE00BFY8C754

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Esther M. Alegria	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1b	Elect Director Richard C. Breeden	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Daniel A. Carestio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Cynthia L. Feldmann	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Christopher S. Holland	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Jacqueline B. Kosecoff	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Paul E. Martin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Nirav R. Shah	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Mohsen M. Sohi	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Richard M. Steeves	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mohsen Sohi, Esther Alegria, Richard Breeden and Cynthia Feldmann is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.82 percent of the fees paid to the auditor are for non-audit purposes.</i>			
3	Appoint Ernst & Young Chartered Accountants as Irish Statutory Auditor	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.82 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
<i>Additional Policy Rationale: Under the Irish Companies Act, the remuneration of the company's Irish statutory auditor must be fixed by the shareholders in a general meeting. Given that the most recent fees paid to the auditor are reasonable, a vote FOR this proposal is warranted.</i>				
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Annual incentives are primarily based on pre-set financial metrics and a majority of the long-term incentives are performance-conditioned.</i>				
6	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within the recommended limits.</i>				
7	Renew the Board's Authority to Opt-Out of Statutory Pre-emption Rights Under Irish Law	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within the recommended limits.</i>				

Trimble Inc.

Meeting Date: 09/30/2024 **Country:** USA **Ticker:** TRMB
Record Date: 04/01/2024 **Meeting Type:** Annual
Primary Security ID: 896239100 **Primary ISIN:** US8962391004

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director James C. Dalton	Mgmt	For	Withhold
<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.2	Elect Director Borje Ekholm	Mgmt	For	For
<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.3	Elect Director Kaigham (Ken) Gabriel	Mgmt	For	For
<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.4	Elect Director Meaghan Lloyd	Mgmt	For	Withhold
<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.5	Elect Director Ronald S. Nersesian	Mgmt	For	For
<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.6	Elect Director Robert G. Painter	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Mark S. Peek	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Kara Sprague	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Thomas Sweet	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Johan Wibergh	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members James Dalton, Meaghan Lloyd, and Mark Peek for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Some concern is raised by the relative TSR metric used for PRSUs, which targets median performance. However, STI awards were primarily based on pre-set financial goals, and LTI awards are at least half performance-based and utilize multi-year goals.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 18.32 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Amend Omnibus Stock Plan	Mgmt	For	For
	<i>Additional Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>			